

CATHOLIC CHARITIES, INC.

FINANCIAL STATEMENTS

June 30, 2017 and 2016



TABLE OF CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT	1
FINANCIAL STATEMENTS	
Statements of Financial Position	3
Statement of Activities – For the Year Ended June 30, 2017	4
Statement of Activities – For the Year Ended June 30, 2016	5
Statement of Functional Expenses – For the Year Ended June 30, 2017	6
Statement of Functional Expenses – For the Year Ended June 30, 2016	7
Statements of Cash Flows	8
Notes to the Financial Statements	9
SUPPLEMENTAL INFORMATION	
Schedule of Expenditures of Federal Awards	16
Notes to the Schedule of Expenditures of Federal Awards	17
INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH <i>GOVERNMENT AUDITING STANDARDS</i>	18
INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE FOR EACH MAJOR PROGRAM AND ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY THE UNIFORM GUIDANCE	20
SCHEDULE OF FINDINGS AND QUESTIONED COSTS	22
SUMMARY SCHEDULE OF PRIOR YEAR FINDINGS	23

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Catholic Charities, Inc.
Memphis, Tennessee

Report on the Financial Statements

We have audited the accompanying financial statements of Catholic Charities, Inc. (a nonprofit organization) which comprise the statements of financial position as of June 30, 2017 and 2016, 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 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 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 policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Catholic Charities, Inc. as of June 30, 2017 and 2016, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Other Matter

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying schedule of expenditures of federal awards, as required by Title 2 U.S. *Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, is presented for purposes of additional analysis and is 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. The 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 December 5, 2017, on our consideration of Catholic Charities, Inc.'s internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Catholic Charities, Inc.'s internal control over financial reporting and compliance.

Watkins Wilkerson, PLLC

Memphis, Tennessee
December 5, 2017

CATHOLIC CHARITIES, INC.
STATEMENTS OF FINANCIAL POSITION

June 30, 2017 and 2016

	<u>Assets</u>	
	2017	2016
Assets		
Cash and cash equivalents	\$ 297,463	\$ 116,806
Federal grants receivable	94,341	90,102
Other receivables	9,709	23,121
Due from affiliates	729	636
Prepaid expenses	91,068	19,888
Investments	581,214	524,202
Property and equipment, net	431,040	509,266
Total assets	\$ 1,505,564	\$ 1,284,021
	<u>Liabilities and Net Assets (Deficit)</u>	
Liabilities		
Accounts payable	\$ 26,521	\$ 17,618
Accrued payroll	34,106	28,229
Accrued expenses	79,040	10,679
Due to Diocese of Memphis		
Cafeteria plan	956,267	1,037,183
Pension liability	1,590,614	2,441,725
Total liabilities	2,686,548	3,535,434
Net Assets (Deficit)		
Unrestricted	(1,180,984)	(2,251,413)
Total liabilities and net deficit	\$ 1,505,564	\$ 1,284,021

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

CATHOLIC CHARITIES, INC.

STATEMENT OF ACTIVITIES

For the Year Ended June 30, 2017

	<u>Unrestricted</u>
Support and Other Revenues	
Support	
Federal grants	\$ 1,586,849
United Way	277,445
Private contributions, foundations, and agencies	709,902
In-kind contributions	689,637
Special event contributions	53,511
Subsidy - Diocese of Memphis	100,000
Total support	<u>3,417,344</u>
Other Revenues	
Summer camp fees	43,536
Other client fees	21,905
Administrative fees	186,542
Other	4,946
Total other revenues	<u>256,929</u>
Total support and other revenues	3,674,273
Expenses	
Program services	2,904,975
Management and general	431,595
Fundraising	135,948
Total expenses	<u>3,472,518</u>
Change in net deficit from operations	201,755
Nonoperating Gains (Losses)	
Change in market value of investments	13,694
Investment income	3,869
Pension-related changes other than net periodic pension costs	851,111
Total nonoperating gains	<u>868,674</u>
Change in net deficit	1,070,429
Net deficit, beginning of year	<u>(2,251,413)</u>
Net deficit, end of the year	<u>\$ (1,180,984)</u>

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

CATHOLIC CHARITIES, INC.

STATEMENT OF ACTIVITIES

For the Year Ended June 30, 2016

	<u>Unrestricted</u>
Support and Other Revenues	
Support	
Federal grants	\$ 1,571,961
United Way	294,493
Private contributions, foundations, and agencies	690,379
In-kind contributions	1,009,868
Special event contributions	43,979
Subsidy - Diocese of Memphis	100,000
Total support	<u>3,710,680</u>
Other Revenues	
Summer camp fees	33,389
Residential care fees	13,204
Other client fees	30,474
Administrative fees	187,275
Other	27,248
Total other revenues	<u>291,590</u>
Total support and other revenues	4,002,270
Expenses	
Program services	3,391,290
Management and general	518,894
Fundraising	220,319
Total expenses	<u>4,130,503</u>
Change in net deficit from operations	(128,233)
Nonoperating Gains (Losses)	
Change in market value of investments	(4,057)
Loss on disposal of property held for sale	93,471
Pension-related changes other than net periodic pension costs	(996,369)
Total nonoperating losses	<u>(906,955)</u>
Change in net deficit	(1,035,188)
Net assets (deficit), beginning of year	<u>(1,216,225)</u>
Net assets (deficit), end of the year	<u>\$ (2,251,413)</u>

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

CATHOLIC CHARITIES, INC.

STATEMENT OF FUNCTIONAL EXPENSES

For the Year Ended June 30, 2017

	Program Services						Supporting Services			
	Children Services	Immigration Services	Homeless Services	Community Services	Veteran Services	Social Enterprises	Total Program Services	Management and General	Fundraising	Total
Salaries	\$ 119,762	\$ 75,788	\$ 151,180	\$ 151,062	\$ 312,377	\$ 13,982	\$ 824,151	\$ 159,248	\$ 18,571	\$ 1,001,970
Payroll taxes	9,153	5,662	11,315	11,068	22,975	1,028	61,201	11,699	1,402	74,302
Employee benefits	4,854	20,348	42,319	27,339	86,627	3,949	185,436	23,869	4,451	213,756
Professional fees	10,001	10,784	33,261	15,082	26,800	87	96,015	125,715	34,023	255,753
Insurance	-	-	-	4,614	-	-	4,614	634	-	5,248
Occupancy	8,278	15,134	19,694	56,579	55,540	-	155,225	33,681	5,765	194,671
Supplies	25,432	1,222	27,088	495,237	8,272	1,678	558,929	13,394	43	572,366
Telephone	-	459	2,623	2,160	6,000	-	11,242	1,441	180	12,863
Postage and shipping	-	87	60	379	4	16	546	3,942	3,317	7,805
Special assistance to individuals	14,871	6,388	228,706	147,410	536,030	-	933,405	350	-	933,755
Rental and maintenance of equipment	-	-	62	-	-	-	62	471	-	533
Printing and publications	-	224	995	1,077	90	666	3,052	999	38,499	42,550
Transportation	-	-	-	5,029	-	-	5,029	40	-	5,069
Travel and entertainment	1,280	2,655	403	639	9,780	-	14,757	3,341	-	18,098
Conferences and meetings	721	1,053	501	3,819	8,452	-	14,546	6,044	90	20,680
Membership dues	-	955	10	40	-	-	1,005	4,041	955	6,001
Other	-	-	-	-	-	-	-	220	-	220
Direct costs of special events	-	-	-	-	-	-	-	-	28,652	28,652
Depreciation	-	-	-	35,760	-	-	35,760	42,466	-	78,226
Total	\$ 194,352	\$ 140,759	\$ 518,217	\$ 957,294	\$ 1,072,947	\$ 21,406	\$ 2,904,975	\$ 431,595	\$ 135,948	\$ 3,472,518
Percentage of Total Expense by Function	6%	4%	15%	28%	31%	1%	84%	12%	4%	100%

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

CATHOLIC CHARITIES, INC.

STATEMENT OF FUNCTIONAL EXPENSES

For the Year Ended June 30, 2016

	Program Services						Supporting Services			
	Children Services	Immigration Services	Homeless Services	Community Services	Veteran Services	Social Enterprises	Total Program Services	Management and General	Fundraising	Total
Salaries	\$ 106,104	\$ 74,898	\$ 434,879	\$ 141,607	\$ 303,045	\$ 27,576	\$ 1,088,109	\$ 240,655	\$ 69,468	\$ 1,398,232
Payroll taxes	8,126	5,448	32,104	10,316	22,252	1,967	80,213	17,527	5,216	102,956
Employee benefits	1,416	20,347	127,298	29,559	91,873	989	271,482	45,262	15,482	332,226
Professional fees	6,794	3,963	162,432	17,719	18,098	3,340	212,346	70,883	30,744	313,973
Insurance	2,230	-	5,432	4,590	-	-	12,252	705	-	12,957
Occupancy	1,626	15,494	61,096	53,511	53,057	-	184,784	35,417	5,456	225,657
Supplies	21,506	2,213	48,118	748,029	41,882	60,179	921,927	7,587	457	929,971
Telephone	-	223	6,300	2,160	5,785	-	14,468	1,483	720	16,671
Postage and shipping	6	277	15	1,035	239	213	1,785	3,418	3,677	8,880
Special assistance to individuals	15,498	-	533	45,080	445,509	-	506,620	-	-	506,620
Rental and maintenance of equipment	-	-	-	-	-	-	-	258	-	258
Printing and publications	2,743	210	35	160	221	3,801	7,170	1,040	43,090	51,300
Transportation	-	-	717	4,484	-	-	5,201	822	-	6,023
Travel and entertainment	809	3,415	148	3,068	3,746	-	11,186	4,124	-	15,310
Conferences and meetings	-	1,265	826	3,392	3,093	114	8,690	6,511	688	15,889
Membership dues	-	669	960	40	-	-	1,669	25,589	863	28,121
Other	-	-	-	-	-	-	-	3,890	3,217	7,107
Direct costs of special events	-	-	-	-	-	-	-	-	41,241	41,241
Depreciation	-	-	29,113	34,275	-	-	63,388	53,380	-	116,768
Interest	-	-	-	-	-	-	-	343	-	343
Total	\$ 166,858	\$ 128,422	\$ 910,006	\$ 1,099,025	\$ 988,800	\$ 98,179	\$ 3,391,290	\$ 518,894	\$ 220,319	\$ 4,130,503
Percentage of Total Expense by Function	4%	3%	22%	27%	24%	2%	82%	13%	5%	100%

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

CATHOLIC CHARITIES, INC.

STATEMENTS OF CASH FLOWS

For the Years Ended June 30, 2017 and 2016

	2017	2016
Cash Flows Provided By (Used For) Operating Activities:		
Change in net deficit	\$ 1,070,429	\$ (1,035,188)
Adjustments to Reconcile Change in Net Assets to Net Cash Provided By (Used For) Operating Activities:		
Depreciation	78,226	116,768
Pension-related changes other than net periodic pension costs	(851,111)	996,369
Change in market value of investments	(13,694)	4,057
Gain on disposal of property and equipment	-	(93,471)
Increase (Decrease) in Cash and Cash Equivalents:		
Federal grants receivable	(4,239)	74,079
Other receivables	13,412	(23,121)
Due from affiliates	(93)	105
Prepaid expenses	(71,180)	(4,927)
Accounts payable	8,903	(26,881)
Accrued payroll	5,877	(67,657)
Accrued expenses	68,361	1,179
Due to Diocese of Memphis	(80,916)	(257,651)
Total adjustments	(846,454)	718,849
Net cash provided by (used for) operating activities	223,975	(316,339)
Cash Flows From (Used For) Investing Activities:		
Proceeds from sale of investments	-	74,922
Reinvestment of earnings on investments	(3,318)	(2,884)
Purchases of investments	(40,000)	(76,000)
Proceeds from sale of property and equipment	-	338,700
Purchases of property and equipment	-	(32,287)
Net cash from (used for) investing activities	(43,318)	302,451
Cash Flows Used For Financing Activities:		
Principal payments on note payable	-	(82,579)
Net increase (decrease) in cash and cash equivalents	180,657	(96,467)
Cash and cash equivalents, beginning of the year	116,806	213,273
Cash and cash equivalents, end of the year	\$ 297,463	\$ 116,806
Supplemental Cash Flow Information:		
Cash paid during the year for interest	\$ -	\$ 343

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

CATHOLIC CHARITIES, INC.

NOTES TO THE FINANCIAL STATEMENTS

June 30, 2017 and 2016

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

Catholic Charities, Inc., (“Catholic Charities”) an affiliated organization of the Roman Catholic Diocese of Memphis (the “Diocese”), is a non-profit Tennessee corporation. The purpose of Catholic Charities is to provide social services to the people of the Memphis Metropolitan and West Tennessee area. For over 40 years, Catholic Charities has provided services to those most desperate in the community with an emphasis in the following areas:

Children Services – Camp Love & Learn is an eight week program for at-risk children from the ages of 4-10, plus their older siblings who serve as “junior counselors” and which focuses on the three areas of academic enrichment, nutrition, and fun within a safe, secure environment.

Immigration Services – The program offers low cost, comprehensive immigration counseling services addressing the client’s basic needs, as well as their legal immigration concerns in order to help them integrate into the community.

Homeless Services – This program provides long term treatment for homeless men and women suffering from mental illness and addiction. Through a network of therapeutic and supportive services, clients are provided with the tools necessary to find gainful employment, permanent housing and the ability to make healthier long term choices.

Community Services – These services assist families in crisis with food and clothing through Fig Tree, a facility for walk-ins and referral clients located within the Catholic Charities headquarters as well, and the Mobile Food and Clothes Pantry which delivers nourishment, clothing, and other support to the most vulnerable populations of West Tennessee.

Veteran Services – The St. Sebastian Veteran Services program places homeless veterans (and those at risk of homelessness) and their families in more permanent housing situations thereby empowering the veteran to apply for jobs, create a budget, and be resourceful in how he or she plans to maintain stable housing.

Social Enterprises – Through Bouquets of Hope and St. Bernard’s Biscuits, hard-to-employ clients are paid a fair wage, learn valuable job skills, and build a demonstrated work history that can allow them to transition into external employment. All proceeds are reinvested into the programs.

Method of Accounting and Basis of Presentation

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

Catholic Charities reports its financial position and activities in three net asset categories according to the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein, are classified and reports as follows:

Permanently Restricted Net Assets – Permanently restricted net assets represent contributions subject to donor-imposed stipulations to be invested in perpetuity, for which only the income may be available for program operations. Currently, Catholic Charities has no permanently restricted net assets.

Temporarily Restricted Net Assets – Temporarily restricted net assets represent contributions or other revenues wherein donors have specified the purpose for which the net assets are to be spent or time restrictions imposed or implied by the nature of the gift. When a restriction is fulfilled, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. There were no temporarily restricted net assets at June 30, 2017 or 2016.

Unrestricted Net Assets – Unrestricted net assets are all the remaining net assets of Catholic Charities.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts in the financial statements and the accompanying notes. Actual results could differ from those estimates.

Fair Value Measurements

Catholic Charities applies U.S. GAAP for fair value measurements of financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP also establishes a framework for measuring fair value and requires certain disclosures about fair value measurements. See Note 2 for additional disclosures.

Concentrations of Credit Risks

Catholic Charities' credit risks relate primarily to cash and cash equivalents and receivables. Cash and cash equivalents are primarily held in bank accounts. Accounts are insured by the Federal Deposit Insurance Corporation up to an aggregate of \$250,000. Catholic Charities has minimized risk by depositing cash in banks with high credit standings. Catholic Charities has not experienced any losses of such funds, and management believes the Organization is not exposed to significant risk on cash.

Catholic Charities is economically dependent upon federal government grants and subsidies to finance its operations. For each of the years ended June 30, 2017 and 2016, Catholic Charities received 53% of its support and other revenues, excluding in-kind contributions, from federal grants. Additionally, for the years ended June 30, 2017 and 2016, United Way accounted for 9% and 10%, respectively, of total support and other revenues.

Revenue Recognition

Catholic Charities receives revenue from a variety of sources including federal grants, private contributions, including private foundation grants, and service fees. Service fees and federal grant revenue are recognized when the services are performed. Contributions, including private foundation grants, are recognized when a donor makes a promise to give to Catholic Charities that is, in substance, unconditional. Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support depending upon the existence or nature of any donor restrictions. Support that is restricted by the donor is reported as an increase in unrestricted net assets if the restriction expires in the reporting period in which the support is recognized. Conditional promises to give are recognized only when the conditions on which they depend are substantially met and the promises become unconditional.

Cash and Cash Equivalents

For purposes of the statements of cash flows, Catholic Charities considers all highly liquid investments available for current use with an initial maturity of three months or less to be cash equivalents. Money market funds held in investment accounts have been excluded.

Accounts Receivable

Grants receivable are due from federal and local agencies under contract agreements requiring payment within 30 – 90 days from the billing date. Receivables are stated at the amount management expects to collect from outstanding balances. Management closely monitors outstanding balances and writes off amounts that are considered uncollectible through a charge to earnings. Based upon management's assessment of the credit history with contributors and grantors having outstanding balances, an allowance for uncollectible accounts is not considered necessary.

Investments

Investments are stated at fair market value in the statements of financial position. Changes in market value, including realized gains and losses and unrealized appreciation and depreciation, are included in the statement of activities.

Property and Equipment

Title to property and equipment vest with the Bishop of the Diocese. Property and equipment are reflected in the accompanying financial statements as the Bishop has authorized the use of such assets by Catholic Charities.

Certain land, in the absence of cost records, is stated at its appraised value of \$290,000 at the time of the founding of the Diocese in 1971.

Catholic Charities' policy is to capitalize all assets with a cost in excess of \$5,000. Property and equipment are recorded at cost if purchased or the estimated fair value on the date received, if donated. If the donor stipulates how long the assets must be used, the contributions are recorded as restricted support. In the absence of such stipulations, contributions of property and equipment are recorded as unrestricted support. Asset improvements and repairs that significantly extend the life of an asset are capitalized. Catholic Charities provides for depreciation using the straight-line method over the estimated useful lives of the respective assets, generally five to forty years for leasehold improvements, and three to ten years for furnishings, equipment, and automobiles.

Donated Materials and Services

Donated materials and services are recorded as contributions at their estimated fair values at the date of donation. Contributions of services are recognized in the financial statements if the services enhance or create nonfinancial assets or require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation.

Catholic Charities received in-kind contributions of clothing, food, and supplies valued at \$580,428 and \$842,292 for the years ended June 30, 2017 and 2016, respectively. In addition prepaid donated materials of \$64,114 are reflected in the statement of financial position at June 30, 2017. Contributed professional services such as medical services, counseling services, educational services, and support services totaled \$45,095 and \$167,576 for the years ended June 30, 2017 and 2016.

To operate its programs and services, Catholic Charities depends on strong volunteer support. Although these donated services do not require specific expertise, the services are nonetheless central to its operations. During the years ended June 30, 2017 and 2016, management estimates that volunteers worked approximately 18,600 hours and 18,400 hours, respectively, on Catholic Charities' behalf. The estimated fair value of these services, based on a rate of \$17 per hour, was \$316,200 and \$312,800 for the years ended June 30, 2017 and 2016, respectively. The value of these services is not reflected in the financial statements since the criteria for recognition of such volunteer effort have not been satisfied.

Functional Allocation of Expenses

The costs of providing the various programs and supporting services have been summarized on a functional basis in the statement of functional expenses. Expenses that are identified with a specific program or support service are charged directly according to their natural expense classification. Other shared costs have been allocated among the programs and supporting services benefited based on usage or other estimates made by management.

Income Taxes

Catholic Charities is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and, therefore, no provision has been made for such taxes. Catholic Charities files an exempt organization return in the U.S. federal jurisdiction.

Advertising

Catholic Charities expenses advertising costs as incurred. Advertising expense totaled \$21,080 and \$19,471 for the years ended June 30, 2017 and 2016, respectively.

Reclassifications

Certain amounts in the prior year financial statements have been reclassified to conform to the presentation in the current year financial statements. These changes had no effect on previously reported total net deficit.

Date of Management's Review

Catholic Charities evaluated its June 30, 2017 financial statements for subsequent events through December 5, 2017, the date the financial statements were available to be issued. Catholic Charities is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

NOTE 2 – FAIR VALUE MEASUREMENTS

U.S. GAAP establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels, as described below:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities Catholic Charities has the ability to access.

Level 2 – Inputs (other than quoted prices with level 1) that are observable for the asset or liability, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Inputs which are unobservable for the asset or liability and rely on management's own assumptions about the assumptions that market participants would use in pricing the asset or liability.

In determining fair values, Catholic Charities utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible.

The following is a description of the valuation methodologies used for assets measured at fair value:

Money market funds – Valued based on the current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

Common/collective fixed income mutual funds – Valued at the fair value of the shares in the collective trust, as determined by the fair value of the underlying investments/mutual funds.

The following tables present assets that are measured at fair value on a recurring basis at June 30:

	<u>2017</u>	<u>2016</u>
	Level 2	Level 2
Investments:		
Money market funds	\$ 397,674	\$ 354,608
Common/collective fixed income mutual funds	183,540	169,594
	<u>\$ 581,214</u>	<u>\$ 524,202</u>

NOTE 3 – PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at June 30:

	<u>2017</u>	<u>2016</u>
Land	\$ 290,000	\$ 290,000
Leasehold Improvements	1,066,122	1,066,122
Furnishings and equipment	210,569	210,569
Automobiles	32,288	32,288
	<u>1,598,979</u>	<u>1,598,979</u>
Less accumulated depreciation	(1,167,939)	(1,089,713)
	<u>\$ 431,040</u>	<u>\$ 509,266</u>

NOTE 4 – RELATED PARTY TRANSACTIONS

Catholic Charities participates in a defined benefit pension plan sponsored by the Diocese. The plan provides certain retirement benefits to employees of Catholic Charities who meet certain eligibility requirements. In order to defray the cost incurred by the Diocese to provide these benefits, the Diocese charged Catholic Charities eight percent (8%) of full-time wages for each of the years ended June 30, 2017 and 2016, amounting to \$119,762 and \$101,099, respectively. The Diocese allocated a gain or (loss) from the change in the projected benefit obligation to Catholic Charities in the amounts of \$851,111 and (\$996,369), respectively. Total amounts owed to the Diocese for retirement benefits were \$1,590,614 and \$2,441,725 at June 30, 2017 and 2016, respectively.

The Diocese periodically pays certain expenses including employee benefits on behalf of Catholic Charities. At June 30, 2017 and 2016, amounts due to the Diocese for these expenses totaled \$956,267 and \$1,037,183, respectively.

Catholic Charities receives from the Diocese a direct Diocesan subsidy which amounted to \$100,000 for each of the years ended June 30, 2017 and 2016, respectively.

Catholic Charities charges administrative and occupancy overhead expenses to the Diocese. For the years ended June 30, 2017 and 2016, administrative fee revenue from the Diocese totaled \$6,830 and \$7,563, respectively, and the receivable balance was \$729 and \$636, respectively.

During 2016, Catholic Charities repaid the balance due on a note payable to the Diocese of \$82,579.

NOTE 5 – COMMITMENTS

Catholic Charities leases equipment through operating leases expiring in various years through 2020. Total equipment lease expense was \$12,552 and \$14,492 for the years ended June 30, 2017 and 2016, respectively.

Future minimum payments under the operating leases for the years ending June 30 are as follows:

2018	\$	12,552
2019		12,552
2020		11,310
	\$	<u>36,414</u>

SUPPLEMENTAL INFORMATION

CATHOLIC CHARITIES, INC.

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

For the Year Ended June 30, 2017

Federal Grantor/Pass-Through Agency/Program	CFDA Number	Award Number	Receivable June 30, 2016	Amount Received	Amount Expended	Receivable June 30, 2017
U.S Department of Housing and Urban Development						
Direct Award / Supportive Housing Program	14.235	TN00241L4J011500	\$ -	\$ 436,341	\$ 454,351	\$ 18,010
City of Memphis / HOME Program (Tenant Based Rental Assistance)	14.239	M-16-MC-47-0202	-	36,830	49,720	12,890
City of Memphis / CDBG Entitlement Program	14.218	B-16-MC-0006	-	21,000	25,200	4,200
State of Tennessee / Emergency Solutions Grant Program	14.231	ESG-16-08	-	52,492	60,000	7,508
Total U. S. Department of Housing and Urban Development			-	546,663	589,271	42,608
U.S Department of Veterans Affairs						
Direct Award/VA Supportive Services for Veteran Families	64.033	14-TN-287	90,102	998,447	922,578	14,233
U.S. Department of Homeland Security						
United Way/Emergency Food and Shelter National Board	97.024	778200-001	-	37,500	75,000	37,500
<i>Total Federal Awards</i>			<u>\$ 90,102</u>	<u>\$ 1,582,610</u>	<u>\$ 1,586,849</u>	<u>\$ 94,341</u>

See independent auditor's report and accompanying notes to the schedule.

CATHOLIC CHARITIES, INC.

NOTES TO THE SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

June 30, 2017

NOTE A – BASIS OF PRESENTATION

The accompanying schedule of expenditures of federal awards (the “Schedule”) includes the federal grant activity of Catholic Charities, Inc. under programs of the federal government for the year ended June 30, 2017. The information in the Schedule is presented in accordance with the requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Because the Schedule presents only a selected portion of the operations of Catholic Charities, Inc., it is not intended to and does not present the financial position, changes in net assets or cash flows of Catholic Charities, Inc.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- 1) Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement.
- 2) Pass-through entity identifying numbers are presented where available.
- 3) There were no federal awards passed through to sub-recipients.
- 4) Catholic Charities, Inc. has elected not to use the 10% de minimis indirect cost rate as described in the Uniform Guidance.

**INDEPENDENT AUDITOR'S 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***

To the Board of Directors
Catholic Charities, Inc.

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 Catholic Charities, Inc. (a nonprofit organization), which comprise the statement of financial position as of June 30, 2017, and the related statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated December 5, 2017.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered Catholic Charities, 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 Catholic Charities, Inc.'s internal control. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the 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 Catholic Charities, 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 matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the 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.

Watkins Wilcox, PLLC

Memphis, Tennessee
December 5, 2017

INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE FOR EACH MAJOR PROGRAM AND ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY THE UNIFORM GUIDANCE

To the Board of Directors
Catholic Charities, Inc.

Report on Compliance for Each Major Federal Program

We have audited Catholic Charities, Inc.'s compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on each of Catholic Charities, Inc.'s major federal programs for the year ended June 30, 2017. Catholic Charities, Inc.'s major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

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

Auditor's Responsibility

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

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of Catholic Charities, Inc.'s compliance.

Opinion on Each Major Federal Program

In our opinion, Catholic Charities, Inc. complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2017.

Report on Internal Control Over Compliance

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

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

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

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

Watkins Wilkall, PLLC

Memphis, Tennessee
December 5, 2017

CATHOLIC CHARITIES, INC.

SCHEDULE OF FINDINGS AND QUESTIONED COSTS

For the Year Ended June 30, 2017

A. SUMMARY OF AUDITOR'S RESULTS

1. The auditor's report expresses an unmodified opinion on whether the financial statements of Catholic Charities, Inc. ("Catholic Charities") were prepared in accordance with U.S. GAAP.
2. No significant deficiencies or material weaknesses relating to the audit of the financial statements are reported in the Independent Auditor's 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*.
3. No instances of noncompliance material to the financial statements of Catholic Charities, which would be required to be reported in accordance with *Government Auditing Standards*, were disclosed during the audit.
4. No significant deficiencies or material weaknesses relating to the audit of the major federal award programs are reported in the Independent Auditor's Report on Compliance for Each Major Program and on Internal Control over Compliance Required by the Uniform Guidance.
5. The auditor's report on compliance for the major federal award program for Catholic Charities, Inc. expresses an unmodified opinion.
6. There were no audit findings required to be reported in accordance with 2 CFR section 200.516(a).
7. The program tested as a major program was U.S. Department of Veterans Affairs – VA Supportive Services for Veteran Families Program, CFDA number 64.033.
8. The threshold used for distinguishing Type A and B programs was \$750,000.
9. Catholic Charities, Inc. was determined to be a low-risk auditee.

B. FINDINGS – FINANCIAL STATEMENT AUDIT

None

C. FINDINGS AND QUESTIONED COSTS – MAJOR FEDERAL AWARD PROGRAMS AUDIT

None

CATHOLIC CHARITIES, INC.

SUMMARY SCHEDULE OF PRIOR YEAR FINDINGS

For the Year Ended June 30, 2017

None