



**WESTLAKE**

**ACADEMY FOUNDATION**

**ANNUAL FINANCIAL REPORT**

**FOR THE YEAR ENDED**

**AUGUST 31, 2018**

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## Independent Auditor's Report

To the Board of Directors of  
Westlake Academy Foundation  
Westlake, Texas

We have audited the accompanying financial statements of Westlake Academy Foundation (a nonprofit organization), which comprise the statement of financial position as of August 31, 2018, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

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

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America 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 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 Westlake Academy Foundation, as of August 31, 2018, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

The Board of Directors  
Westlake Academy Foundation

**Other Reporting Required by Government Auditing Standards**

In accordance with *Government Auditing Standards*, we have also issued our report dated November 26, 2018, on our consideration of Westlake Academy Foundation'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 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 Westlake Academy Foundation's internal control over financial reporting and compliance.

*Weaver and Tidwell, L.L.P.*

WEAVER AND TIDWELL, L.L.P.

Dallas, Texas  
November 26, 2018

# Westlake Academy Foundation

## Statement of Financial Position

August 31, 2018

|   | <u>Unrestricted</u> | <u>Temporarily<br/>Restricted</u> | <u>Permanently<br/>Restricted</u> | <u>Total</u>        |
|---|---------------------|-----------------------------------|-----------------------------------|---------------------|
| <b>ASSETS</b>                           |                     |                                   |                                   |                     |
| Cash and cash equivalents               | \$ 751,857          | \$ 284                            | \$ -                              | \$ 752,141          |
| Investments                             | 1,509,107           | 40,958                            | 254,190                           | 1,804,255           |
| Prepays                                 | 1,823               | -                                 | -                                 | 1,823               |
| <b>TOTAL ASSETS</b>                     | <u>\$ 2,262,787</u> | <u>\$ 41,242</u>                  | <u>\$ 254,190</u>                 | <u>\$ 2,558,219</u> |
| <b>LIABILITIES AND NET ASSETS</b>       |                     |                                   |                                   |                     |
| <b>LIABILITIES</b>                      |                     |                                   |                                   |                     |
| Discretionary grants payable            | \$ 387,862          | \$ -                              | \$ -                              | \$ 387,862          |
| Total liabilities                       | <u>387,862</u>      | <u>-</u>                          | <u>-</u>                          | <u>387,862</u>      |
| <b>NET ASSETS</b>                       |                     |                                   |                                   |                     |
| Unrestricted                            |                     |                                   |                                   |                     |
| Undesignated                            | 1,544,253           | -                                 | -                                 | 1,544,253           |
| Board designated                        | 330,672             | -                                 | -                                 | 330,672             |
| Temporarily restricted                  | -                   | 41,242                            | -                                 | 41,242              |
| Permanently restricted                  | -                   | -                                 | 254,190                           | 254,190             |
| Total net assets                        | <u>1,874,925</u>    | <u>41,242</u>                     | <u>254,190</u>                    | <u>2,170,357</u>    |
| <b>TOTAL LIABILITIES AND NET ASSETS</b> | <u>\$ 2,262,787</u> | <u>\$ 41,242</u>                  | <u>\$ 254,190</u>                 | <u>\$ 2,558,219</u> |

The Notes to Financial Statements are an integral part of this statement.

# Westlake Academy Foundation

## Statement of Activities

For the Year Ended August 31, 2018

|  | <u>Unrestricted</u> | <u>Temporarily<br/>Restricted</u> | <u>Permanently<br/>Restricted</u> | <u>Total</u> |
|--|---------------------|-----------------------------------|-----------------------------------|--------------|
| <b>REVENUE, GAINS AND OTHER SUPPORT</b>    |                     |                                   |                                   |              |
| Contributions                              |                     |                                   |                                   |              |
| Gallery Night                              | \$ 332,940          | \$ -                              | \$ -                              | \$ 332,940   |
| Blacksmith                                 | 1,012,367           | -                                 | -                                 | 1,012,367    |
| Westlake Baja                              | 302,562             | -                                 | -                                 | 302,562      |
| External Grants                            | 53,083              | -                                 | -                                 | 53,083       |
| Miscellaneous                              | 9,625               | -                                 | -                                 | 9,625        |
| Investment income                          | 45,783              | 9,097                             | 1,000                             | 55,880       |
| Net unrealized gain on investments         | 83,818              | 17,079                            | -                                 | 100,897      |
| Net realized gain on investments           | 11,907              | 2,049                             | -                                 | 13,956       |
| Released from restrictions                 | 3,354               | (3,354)                           | -                                 | -            |
|  | <hr/>               | <hr/>                             | <hr/>                             | <hr/>        |
| Total revenues, gains<br>and other support | 1,855,439           | 24,871                            | 1,000                             | 1,881,310    |
|  | <hr/>               | <hr/>                             | <hr/>                             | <hr/>        |
| <b>EXPENSES</b>                            |                     |                                   |                                   |              |
| Program services                           |                     |                                   |                                   |              |
| Contributions to Academy                   | 1,012,367           | -                                 | -                                 | 1,012,367    |
| Grants to Academy/Town                     | 394,727             | -                                 | -                                 | 394,727      |
|  | <hr/>               | <hr/>                             | <hr/>                             | <hr/>        |
| Total program services                     | 1,407,094           | -                                 | -                                 | 1,407,094    |
| Fundraising                                |                     |                                   |                                   |              |
| Gallery Night                              | 72,513              | -                                 | -                                 | 72,513       |
| Westlake Baja                              | 49,632              | -                                 | -                                 | 49,632       |
| General                                    | 91,319              | -                                 | -                                 | 91,319       |
|  | <hr/>               | <hr/>                             | <hr/>                             | <hr/>        |
| Total fundraising                          | 213,464             | -                                 | -                                 | 213,464      |
|  | <hr/>               | <hr/>                             | <hr/>                             | <hr/>        |
| Management and general                     | 43,822              | 2,248                             | -                                 | 46,070       |
|  | <hr/>               | <hr/>                             | <hr/>                             | <hr/>        |
| Total expenses                             | 1,664,380           | 2,248                             | -                                 | 1,666,628    |
|  | <hr/>               | <hr/>                             | <hr/>                             | <hr/>        |
| <b>INCREASE IN NET ASSETS</b>              | 191,059             | 22,623                            | 1,000                             | 214,682      |
| <b>NET ASSETS, BEGINNING</b>               | 1,683,866           | 18,619                            | 253,190                           | 1,955,675    |
|  | <hr/>               | <hr/>                             | <hr/>                             | <hr/>        |
| <b>NET ASSETS, ENDING</b>                  | \$ 1,874,925        | \$ 41,242                         | \$ 254,190                        | \$ 2,170,357 |
|  | <hr/> <hr/>         | <hr/> <hr/>                       | <hr/> <hr/>                       | <hr/> <hr/>  |

The Notes to Financial Statements are an integral part of this statement.

## Westlake Academy Foundation

### Statement of Cash Flows

For the Year Ended August 31, 2018

#### CASH FLOWS FROM OPERATING ACTIVITIES

|   |            |
|---|------------|
| Increase in net assets  | \$ 214,682 |
| Adjustments to reconcile increase in net assets to net cash provided by operating activities: |            |
| Net unrealized and realized gain on investments   | (114,853)  |
| Changes in operating assets and liabilities:  |            |
| Decrease in prepaids  | 3,177      |
| Increase in accounts payable and accrued expenses   | 387,587    |
|   | <hr/>      |
| Net cash provided by operating activities   | 490,593    |

#### CASH FLOW FROM INVESTING ACTIVITIES

|  |           |
|--|-----------|
| Purchases of investments               | (400,224) |
| Sales of investments                   | 321,110   |
|  | <hr/>     |
| Net cash used for investing activities | (79,114)  |

#### NET INCREASE IN CASH AND CASH EQUIVALENTS

411,479

#### CASH AND CASH EQUIVALENTS, beginning

340,662

#### CASH AND CASH EQUIVALENTS, ending

\$ 752,141

The Notes to Financial Statements are an integral part of this statement.

## **Westlake Academy Foundation**

### Notes to the Financial Statements

#### **Note 1. Nature of Business**

Westlake Academy Foundation (the Foundation) was organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The purpose of the Foundation is to act on behalf of the Town of Westlake (the Town) as its duly constituted authority and instrumentality and, in connection therewith, to exercise all powers and authority granted under the Texas Nonprofit Corporation Act and other applicable law. Among other things, the Foundation is to raise funds and take other actions in order to enhance the educational opportunities to be offered by the open-enrollment charter school, Westlake Academy (the Academy), operated by the Town.

During the fiscal year 2017-2018, the Foundation had three major fundraising programs: 1) Blacksmith Annual Fund, 2) Westlake Baja, and 3) Gallery Night. The Blacksmith Annual Fund raises funds from parents, corporations and other interested parties to support the school's daily operations. The Westlake Baja golf and tennis tournament raises dedicated monies to award grants supporting all facets of educational excellence, with priority funding for the recruitment, retention and development of Academy faculty. The Gallery Night net proceeds support the annual operations of the Foundation, a dedicated project requested by the school (i.e., Fund-an-Item) and grantmaking efforts of the Foundation Board of Directors.

The Foundation is included as a discretely presented component unit of the Academy. The determination to include separate entities is based on the criteria of Governmental Accounting Standards Board (GASB) Statement No. 14, *The Financial Reporting Entity*, as amended by GASB Statement No. 39, *Determining Whether Certain Organizations Are Component Units*, and GASB Statement No. 61, *The Financial Reporting Entity: Omnibus -an amendment of GASB Statements No. 14 and No. 34*. GASB defines the reporting entity as the primary government and those component units for which the primary government is financially accountable. To be financially accountable, a voting majority of the component unit's ruling body must be appointed by the primary government, and either (a) the primary government must be able to impose its will, or (b) the primary government may potentially benefit financially or be financially responsible for the component unit. Although the specific financial accountability criteria of GASB statement No. 61 are not met, it is management's opinion that the Foundation should be included as a component unit of the Academy due to the nature and significance of their relationship.

#### **Note 2. Summary of Significant Accounting Policies**

A summary of the Foundation's significant accounting policies consistently applied in the preparation of the accompanying financial statements follows.

##### **Basis of Accounting**

The financial statements of the Foundation have been prepared on the accrual basis of accounting in accordance with accounting standards generally accepted in the United States of America and, accordingly, reflect all significant receivables, payables, and other liabilities.

##### **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.



## Westlake Academy Foundation

### Notes to the Financial Statements

#### Board Designated Net Assets

The Board has designated a portion of unrestricted net assets in the Endowment Fund for future needs. The contributions received from the following will be treated as Board Designated net assets:

- Westlake Baja Golf and Tennis Tournament supports all facets of educational excellence with grant funding priority for faculty recruitment, retention and development efforts. \$9,953 of Westlake Baja proceeds were designated for the Endowment Fund during the year based on a percentage of proceeds per Board action.
- Gallery Night benefit auction – proceeds of \$23,719 were designated for the Endowment Fund during the year based on a percentage of proceeds per Board action.
- TSH and General Endowments – Board designated funds for general use of the Academy.

The Foundation also conducts an annual campaign, Blacksmith Annual Fund, for the operation of the Academy. A substantial portion of the campaign's contributions are received in the year that the contributions are transferred to the Academy and are treated as unrestricted / undesignated in the year of the campaign. Contributions received in the period prior to being transferred to the Academy are classified as Board Designated net assets until the period they will be transferred to the Academy.

#### Temporarily Restricted Net Assets

Temporarily restricted net assets as of August 31, 2018 are comprised of the following:

- \$10,582 – represents annual earnings on the principal of the Joe Bradley and Gingy M. Quinn Endowment Funds, which have been restricted for the yearly award distribution. The Joe Bradley Endowment monies provide travel awards to students attending Westlake Academy selected to participate in educational and training activities officially sponsored by the school. The Gingy M. Quinn Endowment monies provide opportunities for new or innovative technology to enrich instruction in the classroom.
- \$284 – represents remaining earnings on corpus for Joe Bradley and Gingy M. Quinn contributions which are restricted for their stated purpose.

#### Permanently Restricted Net Assets

The Westlake Academy Foundation has the following Permanently Restricted Net Assets:

- Joe Bradley Endowment Fund – donors contributed \$50,778 for the establishment of a perpetual fund to be used for travel awards facilitating the education and training of Westlake Academy students. Half of the annual earnings on the original gift is reinvested as principal and the other half is used for the purpose of the fund. The balance of permanently restricted net assets in the Joe Bradley Endowment Fund as of August 31, 2018 was \$54,190.
- Gingy M. Quinn Teacher Endowment Fund – donors contributed \$200,000 for the establishment of a perpetual fund to be used to provide opportunities for new or innovative technology to enrich instruction in the classroom.

**Westlake Academy Foundation**

Notes to the Financial Statements

**Donated Services**

A substantial number of volunteers have donated significant amounts of their time and services to the activities of the Foundation without compensation. These services include, but are not limited to, marketing, fundraising, and other related services. The value of donated services is not recognized as a contribution since no objective basis is available to measure the value of such services and generally they do not require specialized skills.

**Note 3. Federal Income Taxes**

The Foundation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for federal income taxes has been recorded in the accompanying financial statements.

The Foundation is unaware of any uncertain tax positions as of August 31, 2018 that would be subject to the recognition provision of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 740-10, *Accounting for Uncertainty in Income Taxes*. Generally, the three prior years remain open for federal income tax examination.

**Note 4. Cash and Cash Equivalents**

The funds of the Foundation must be deposited under the terms of a contract, the contents of which are set out in the Depository Contract Law. The Depository bank places approved pledged securities for safekeeping and trust with the Foundation's agent bank in an amount sufficient to protect Foundation 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.

**Note 5. Investments**

Investments in marketable securities are valued at their estimated fair values in the statement of financial position. Unrealized gains and losses are included in the statement of activities. All other investments are carried at cost.

Investments at the end of the year consist of the following:

| Investment Type               | August 31, 2018 |              |
|-------------------------------|-----------------|--------------|
|                               | Cost Basis      | Market Value |
| Marketable equity securities: |                 |              |
| Common stock                  | \$ 1,638,240    | \$ 1,804,255 |

## Westlake Academy Foundation

### Notes to the Financial Statements

FASB ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Foundation has the ability to access.
- Level 2 Inputs to the valuation methodology include:
- Quoted market prices for similar assets or liabilities in active markets;
  - Quoted prices for identical assets or liabilities in inactive markets;
  - Inputs other than quoted prices that are observable for the asset or liability; and
  - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full-term of the asset or liability.

- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

#### Marketable Equity Securities

Marketable equity securities reported as level 1 are determined by reference to quoted market prices for investments listed on an exchange or over-the-counter market.

The following table sets forth by level, within the fair value hierarchy, the Foundation's assets at fair value as of August 31, 2018.

|                               | Assets at Fair Value as of<br>August 31, 2018 |         |         |              |
|-------------------------------|---|---------|---------|--------------|
|                               | Level 1                                       | Level 2 | Level 3 | Total        |
| Marketable equity securities: |   |         |         |              |
| Common stock                  | \$ 1,804,255                                  | \$ -    | \$ -    | \$ 1,804,255 |

## **Westlake Academy Foundation**

Notes to the Financial Statements

### **Note 6. Subsequent Events**

The FASB has issued guidance establishing general standards of accounting for the disclosure of events that occur after the balance sheet date but before financial statements are issued. Subsequent events have been evaluated through November 26, 2018, the date the financial statements were available to be issued.

### **Note 7. Related Party Transactions**

The Foundation contributed \$1,173,057 to Westlake Academy during the fiscal year ended August 31, 2018.

# **Internal Control Report**

**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 of  
Westlake Academy Foundation

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 accompanying statement of financial position and the related statements of activities and cash flows of Westlake Academy Foundation (the Foundation) as of and for the year ended August 31, 2018, and the related notes to the financial statements, which collectively comprise the Foundation's basic financial statements and have issued our report thereon dated November 26, 2018.

**Internal Control over Financial Reporting**

In planning and performing our audit of the financial statements, we considered the Foundation'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 the Foundation's internal control. Accordingly, we do not express an opinion on the effectiveness of the Foundation'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 and therefore, material weakness or significant deficiencies may exist that were not identified. 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 the Foundation's financial statements are free of 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*.

The Board of Directors  
Westlake Academy Foundation

**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 entity'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 entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

*Weaver and Tidwell, L.L.P.*

WEAVER AND TIDWELL, L.L.P.

Dallas, Texas  
November 26, 2018