

YES Prep Public Schools, Inc.

Financial Statements
and Independent Auditors' Report
for the years ended June 30, 2024 and 2023

YES Prep Public Schools, Inc.

Table of Contents

	Page
Independent Auditors' Report	1
Financial Statements:	
Statements of Financial Position as of June 30, 2024 and 2023	3
Statement of Activities for the year ended June 30, 2024	4
Statement of Activities for the year ended June 30, 2023	5
Statement of Functional Expenses for the year ended June 30, 2024	6
Statement of Functional Expenses for the year ended June 30, 2023	7
Statements of Cash Flows for the years ended June 30, 2024 and 2023	8
Notes to Financial Statements for the years ended June 30, 2024 and 2023	9

Independent Auditors' Report

To the Board of Directors of
YES Prep Public Schools, Inc.:

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of YES Prep Public Schools, Inc. (YES Prep), which comprise the statements of financial position as of June 30, 2024 and 2023, and the related statements of activities, of functional expenses, and of cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of YES Prep as of June 30, 2024 and 2023, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

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. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are required to be independent of YES Prep and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about YES Prep's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and

therefore, is not a guarantee that an audit conducted in accordance with generally accepted auditing standards and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

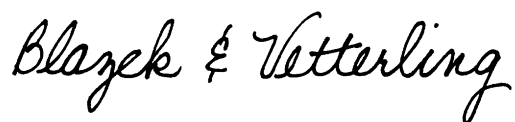
In performing an audit in accordance with generally accepted auditing standards and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 YES Prep's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about YES Prep's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Report Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated November 21, 2024 on our consideration of YES Prep's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of YES Prep's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering YES Prep's internal control over financial reporting and compliance.



November 21, 2024

YES Prep Public Schools, Inc.

Statements of Financial Position as of June 30, 2024 and 2023

	<u>2024</u>	<u>2023</u>
ASSETS		
Current assets:		
Cash and cash equivalents (<i>Notes 3 and 5</i>)	\$ 65,664,481	\$ 65,661,337
Contributions receivable (<i>Note 4</i>):		
Government grants	49,282,816	51,114,558
Other contributions receivable	654,333	3,022,328
Beneficial interest in charitable trust (<i>Note 5</i>)	250,000	250,000
Prepaid expenses and other assets	5,073,488	3,675,140
Property held for sale (<i>Note 6</i>)	<u>2,750,000</u>	<u>6,477,985</u>
Total current assets	123,675,118	130,201,348
Other contributions receivable, net (<i>Note 4</i>)	2,140,669	1,604,001
Investments (<i>Note 5</i>)	4,607,323	
Beneficial interest in charitable trust (<i>Note 5</i>)	1,060,234	1,114,503
Bond proceeds held in trust (<i>Note 3</i>)	4,396,639	2,074,673
Bond sinking fund investments (<i>Notes 5 and 7</i>)	38,755,590	34,902,220
Property and equipment, net (<i>Note 6</i>)	<u>316,454,701</u>	<u>259,691,321</u>
TOTAL ASSETS	<u>\$ 491,090,274</u>	<u>\$ 429,588,066</u>
LIABILITIES AND NET ASSETS		
Current liabilities:		
Accounts payable and accrued expenses	\$ 6,046,755	\$ 8,461,649
Accrued payroll expenses	15,319,729	14,340,493
Construction payable	9,944,424	1,747,602
Accrued interest	2,143,158	1,063,619
Refundable advances	1,122,896	1,036,639
Current portion of bonds payable (<i>Note 7</i>)	26,571,667	3,020,417
Current portion of notes payable (<i>Note 7</i>)	<u>2,652,394</u>	<u>2,678,976</u>
Total current liabilities	63,801,023	32,349,395
Bonds payable, net (<i>Note 7</i>)	190,471,063	135,159,669
Notes payable, net (<i>Note 7</i>)	<u>17,486,468</u>	<u>50,479,353</u>
Total liabilities	<u>271,758,554</u>	<u>217,988,417</u>
Commitments and contingencies (<i>Notes 6 and 9</i>)		
Net assets:		
Without donor restrictions	161,288,915	156,949,488
With donor restrictions (<i>Note 8</i>)	<u>58,042,805</u>	<u>54,650,161</u>
Total net assets	<u>219,331,720</u>	<u>211,599,649</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 491,090,274</u>	<u>\$ 429,588,066</u>

See accompanying notes to financial statements.

YES Prep Public Schools, Inc.

Statement of Activities for the year ended June 30, 2024

	WITHOUT DONOR RESTRICTIONS	WITH DONOR RESTRICTIONS	TOTAL
OPERATING REVENUE:			
Contributions:			
Government grants <i>(Note 9)</i>		\$ 258,995,603	\$ 258,995,603
Other contributions	\$ 2,901,982	3,363,668	6,265,650
Program service fees	11,350,816		11,350,816
Special events	3,021,401		3,021,401
Cost of direct donor benefits	(177,349)		(177,349)
Investment return	5,360,001		5,360,001
Other	16,278		16,278
Total operating revenue	22,473,129	262,359,271	284,832,400
Net assets released from restrictions:			
Program expenditures	254,031,344	(254,031,344)	
Capital expenditures	1,279,456	(1,279,456)	
Expiration of time restrictions	3,655,827	(3,655,827)	
Total	281,439,756	3,392,644	284,832,400
OPERATING EXPENSES:			
Program expenses:			
Instructional program	214,151,543		214,151,543
Auxiliary services	46,619,373		46,619,373
Total program expenses	260,770,916		260,770,916
General and administrative	15,171,448		15,171,448
Fundraising	1,157,965		1,157,965
Total operating expenses	277,100,329		277,100,329
CHANGES IN NET ASSETS	4,339,427	3,392,644	7,732,071
Net assets, beginning of year	156,949,488	54,650,161	211,599,649
Net assets, end of year	\$ 161,288,915	\$ 58,042,805	\$ 219,331,720

See accompanying notes to financial statements.

YES Prep Public Schools, Inc.

Statement of Activities for the year ended June 30, 2023

	WITHOUT DONOR RESTRICTIONS	WITH DONOR RESTRICTIONS	TOTAL
OPERATING REVENUE:			
Contributions:			
Government grants (Note 10)		\$ 228,638,846	\$ 228,638,846
Other contributions	\$ 2,115,617	11,075,218	13,190,835
Program service fees	14,883,536		14,883,536
Special events	3,000,671		3,000,671
Cost of direct donor benefits	(238,544)		(238,544)
Investment return	3,494,147		3,494,147
Other	16,569		16,569
Total operating revenue	23,271,996	239,714,064	262,986,060
Net assets released from restrictions:			
Program expenditures	223,696,455	(223,696,455)	
Capital expenditures	8,909,398	(8,909,398)	
Expiration of time restrictions	3,885,811	(3,885,811)	
Total	259,763,660	3,222,400	262,986,060
OPERATING EXPENSES:			
Program expenses:			
Instructional program	185,900,056		185,900,056
Auxiliary services	41,641,381		41,641,381
Total program expenses	227,541,437		227,541,437
General and administrative	14,251,606		14,251,606
Fundraising	1,305,990		1,305,990
Total operating expenses	243,099,033		243,099,033
CHANGES IN NET ASSETS	16,664,627	3,222,400	19,887,027
Net assets, beginning of year	140,284,861	51,427,761	191,712,622
Net assets, end of year	\$ 156,949,488	\$ 54,650,161	\$ 211,599,649

See accompanying notes to financial statements.

YES Prep Public Schools, Inc.

Statement of Functional Expenses for the year ended June 30, 2024

	INSTRUCTIONAL PROGRAM	AUXILIARY SERVICES	TOTAL PROGRAM EXPENSES	GENERAL AND ADMINISTRATIVE	FUNDRAISING	TOTAL
Salaries and related costs	\$ 151,652,371	\$ 18,697,292	\$ 170,349,663	\$ 12,069,931	\$ 861,415	\$ 183,281,009
Materials and supplies	18,900,577	2,713,970	21,614,547	856,586	114,173	22,585,306
Transportation services	2,181,317	14,264,298	16,445,615	20,208	389	16,466,212
Depreciation	10,296,170	574,794	10,870,964	249,523	18,937	11,139,424
Professional fees and other contracted services	8,613,234	910,351	9,523,585	929,799	143,085	10,596,469
Maintenance and repairs	8,434,038	473,177	8,907,215	206,195	15,512	9,128,922
Interest, debt service and bank fees	7,336,965	409,594	7,746,559	177,808	13,494	7,937,861
Contracted food services		7,504,362	7,504,362			7,504,362
Utilities and occupancy	4,180,365	373,879	4,554,244	191,217	72,378	4,817,839
Insurance	2,048,077	138,527	2,186,604	83,986	3,767	2,274,357
Professional development	490,550	165,838	656,388	202,849	89,246	948,483
Other	17,879	393,291	411,170	183,346	2,918	597,434
Total expenses by function	214,151,543	46,619,373	260,770,916	15,171,448	1,335,314	277,277,678
Cost of direct donor benefits					(177,349)	(177,349)
Total	<u>\$ 214,151,543</u>	<u>\$ 46,619,373</u>	<u>\$ 260,770,916</u>	<u>\$ 15,171,448</u>	<u>\$ 1,157,965</u>	<u>\$ 277,100,329</u>

See accompanying notes to financial statements.

YES Prep Public Schools, Inc.

Statement of Functional Expenses for the year ended June 30, 2023

	INSTRUCTIONAL PROGRAM	AUXILIARY SERVICES	TOTAL PROGRAM EXPENSES	GENERAL AND ADMINISTRATIVE	FUNDRAISING	TOTAL
Salaries and related costs	\$ 130,389,014	\$ 18,129,902	\$ 148,518,916	\$ 10,187,892	\$ 827,626	\$ 159,534,434
Materials and supplies	15,635,540	2,718,651	18,354,191	1,174,472	103,439	19,632,102
Transportation services	2,048,502	10,273,796	12,322,298	975		12,323,273
Depreciation	10,222,175	455,593	10,677,768	134,189	9,740	10,821,697
Professional fees and other contracted services	8,864,971	2,178,573	11,043,544	1,896,747	494,701	13,434,992
Maintenance and repairs	7,530,892	336,489	7,867,381	98,418	7,143	7,972,942
Interest, debt service and bank fees	5,546,769	247,215	5,793,984	72,814	5,285	5,872,083
Contracted food services		6,771,807	6,771,807			6,771,807
Utilities and occupancy	3,489,697	243,529	3,733,226	226,573	63,528	4,023,327
Insurance	1,640,999	79,120	1,720,119	66,284	1,564	1,787,967
Professional development	160,470	192,178	352,648	279,669	30,526	662,843
Other	<u>371,027</u>	<u>14,528</u>	<u>385,555</u>	<u>113,573</u>	<u>982</u>	<u>500,110</u>
Total expenses by function	185,900,056	41,641,381	227,541,437	14,251,606	1,544,534	243,337,577
Cost of direct donor benefits					<u>(238,544)</u>	<u>(238,544)</u>
Total	<u>\$ 185,900,056</u>	<u>\$ 41,641,381</u>	<u>\$ 227,541,437</u>	<u>\$ 14,251,606</u>	<u>\$ 1,305,990</u>	<u>\$ 243,099,033</u>

See accompanying notes to financial statements.

YES Prep Public Schools, Inc.

Statements of Cash Flows for the years ended June 30, 2024 and 2023

	<u>2024</u>	<u>2023</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Changes in net assets	\$ 7,732,071	\$ 19,887,027
Adjustments to reconcile changes in net assets to net cash provided by operating activities:		
Depreciation	11,139,424	10,821,697
Amortization of bonds premium	(348,391)	(305,441)
Amortization of bond and notes payable issuance costs	352,244	274,213
Unrealized gain on investments	(36,553)	
Contributions restricted for expansion of facilities		(325,000)
Changes in operating assets and liabilities:		
Contributions receivable	3,563,069	(7,743,556)
Beneficial interest in charitable trust	54,269	(12,480)
Prepaid expenses and other assets	(1,398,348)	(1,519,886)
Accounts payable and accrued expenses	(1,435,658)	424,004
Accrued interest	1,079,539	(232,606)
Refundable advances	<u>86,257</u>	<u>(995,437)</u>
Net cash provided by operating activities	<u>20,787,923</u>	<u>20,272,535</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale of land	3,727,985	
Purchase of investments	(4,570,770)	
Purchases of property and equipment	<u>(59,705,982)</u>	<u>(30,421,077)</u>
Net cash used by investing activities	<u>(60,548,767)</u>	<u>(30,421,077)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Change in bond sinking fund investments	(3,853,370)	(3,724,437)
Principal repayments of bonds and notes payable	(5,680,643)	(5,595,621)
Proceeds from bonds and notes payable	51,519,967	14,502,343
Proceeds from contributions restricted for expansion of facilities	<u>100,000</u>	<u>575,000</u>
Net cash provided by financing activities	<u>42,085,954</u>	<u>5,757,285</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	<u>2,325,110</u>	<u>(4,391,257)</u>
Cash and cash equivalents, beginning of year	<u>67,736,010</u>	<u>72,127,267</u>
Cash and cash equivalents, end of year	<u>\$ 70,061,120</u>	<u>\$ 67,736,010</u>
<i>Reconciliation of cash balances:</i>		
Cash and cash equivalents	\$ 65,664,481	\$ 65,661,337
Bond proceeds held in trust	<u>4,396,639</u>	<u>2,074,673</u>
Total cash and cash equivalents	<u>\$ 70,061,120</u>	<u>\$ 67,736,010</u>

Supplemental disclosure of cash flow information:

Interest payments	\$6,822,218	\$6,096,427
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In fiscal year 2024, YES Prep issued \$83.2 million in bonds of which \$30.4 million was used to pay the outstanding balance of the credit facility and debt issuance costs of \$3.1 million.

See accompanying notes to financial statements.

YES Prep Public Schools, Inc.

Notes to Financial Statements for the years ended June 30, 2024 and 2023

NOTE 1 – ORGANIZATION AND SUMMARY OF ACCOUNTING POLICIES

Organization – YES Prep Public Schools, Inc. (YES Prep) operates seventeen Texas Open-Enrollment Charter Schools under one state charter. The schools are located in Houston, Texas and serve approximately 18,000 students from K through 2nd grade and 6th through 12th grade. Additionally, YES Prep operates two schools within Spring Branch Independent School District. These partnerships (Partnerships) are conducted outside of YES Prep’s charter.

Federal income tax status – YES Prep is exempt from federal income tax under §501(c)(3) of the Internal Revenue Code and is classified as a public charity under §509(a)(1) and §170(b)(1)(A)(ii).

Cash equivalents include highly liquid investments with original maturities of three months or less.

Government grants and other contributions receivable that are expected to be collected within one year are reported at net realizable value. Amounts expected to be collected in more than one year, if material, are discounted to estimate the present value of future cash flows. Discounts are computed using risk-free interest rates applicable to the years in which the promises are received. Amortization of discounts is included in contributions and government grants revenue. An allowance for uncollectible receivables is provided when it is believed balances may not be collected in full. The adequacy of the allowance at the end of each period is determined using a combination of historical loss experience and donor-by-donor analysis of balances.

Beneficial interest in charitable trust – YES Prep is the beneficiary of an irrevocable charitable trust that is reported at the fair value of the underlying assets. The purpose of the gift is to provide college scholarships to YES Prep graduates who attend out-of-state colleges.

Investments are reported at fair value. Net investment return consists of interest and dividends, realized and unrealized gains and losses, net of external and direct internal investment expenses. Investment return is reported in the statement of activities as an increase in net assets without donor restrictions unless the use of the income is limited by donor-imposed restrictions.

Property and equipment is reported at cost if purchased or at fair value at the date of gift if donated. YES Prep recognizes depreciation using the straight-line method over the estimated useful lives of the assets, which range from 5 to 40 years for buildings and improvements and 2 to 12 years for furniture and equipment. YES Prep capitalizes additions and improvements that have a cost of more than \$5,000. Property held for sale is reported at cost which is lower than the expected selling price.

Debt premiums and issuance costs represent costs incurred related to the issuance of bonds and notes payable and are amortized over the repayment period of the related debt. Unamortized debt premiums and issuance costs are reported as an adjustment to related debt.

Net asset classification – Net assets, revenue, gains, and losses are classified based on the existence or absence of donor-imposed restrictions, as follows:

- *Net assets without donor restrictions* are not subject to donor-imposed restrictions even though their use may be limited in other respects such as by contract or board designation.

- *Net assets with donor restrictions* are subject to donor-imposed restrictions. Restrictions may be temporary in nature, such as those that will be met by the passage of time or use for a purpose specified by the donor, or may be perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. Net assets are released from restrictions when the stipulated time has elapsed, or purpose has been fulfilled, or both. Contributions of long-lived assets and of assets restricted for acquisition of long-lived assets are released when those assets are placed in service.

Government grants and other contributions are recognized as revenue at fair value when an unconditional commitment is received from the donor. Contributions and grants received with donor stipulations that limit their use are classified as restricted support. Conditional contributions and grants are subject to one or more barriers that must be overcome before YES Prep is entitled to receive or retain funding. Conditional contributions and grants are recognized in the same manner when the conditions have been met. Funding received before conditions are met is reported as refundable advances. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are classified as restricted support.

Program service fees comprise revenue from contracts from YES Prep's Partnerships activity, teacher training services, and food service fees. Revenue is recognized when the services are provided to a customer in an amount that reflects the consideration YES Prep expects to be entitled to in exchange for those services. Payment is due monthly for all services. The nature of these services does not give rise to contract costs or any variable considerations, warranties or other related obligations. All performance obligations related to program service fees are satisfied within the academic year which is contained in the fiscal year. There are no contract receivables or contract liabilities related to program service fees at June 30, 2024, 2023 and 2022.

Special events revenue is the total amount paid by sponsors and attendees of an event and includes elements of both contributions and exchange transactions. Special events revenue is recognized when the event occurs. Amounts received for future events represent conditional contributions and are reported in the statement of financial position as refundable advances until earned. Cost of direct donor benefits represent the cost of goods and services provided to attendees of special events.

Donated materials, use of facilities and services – Donated materials and use of facilities are recognized at fair value when an unconditional commitment is received from the donor. Contributions of services are recognized when services received (a) create or enhance nonfinancial assets or (b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation.

Functional allocation of expenses – Expenses are reported by their functional classification. Program services are the direct conduct or supervision of activities that fulfill the purposes for which the organization exists. Fundraising activities include the solicitation of contributions of money, securities, materials, facilities, other assets, and time. General and administrative activities are not directly identifiable with specific program or fundraising activities. Expenses that are attributable to more than one activity are allocated among the activities benefitted. Salaries and related costs are allocated on the basis of estimated time and effort expended. Depreciation of buildings and improvements, maintenance and repairs, utility and occupancy costs and interest and debt service costs are allocated based on square footage.

Estimates – Management must make estimates and assumptions to prepare financial statements in accordance with generally accepted accounting principles. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, the amounts of reported revenue and expenses, and the allocation of expenses among various functions. Actual results could vary from the estimates that were used.

NOTE 2 – LIQUIDITY AND AVAILABILITY OF RESOURCES

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use within one year of June 30 comprise the following:

	<u>2024</u>	<u>2023</u>
Financial assets:		
Cash and cash equivalents	\$ 65,664,481	\$ 65,661,337
Receivables, net	52,077,818	56,425,841
Beneficial interest in charitable trust	1,310,234	1,364,503
Bond proceeds held in trust	4,396,639	2,074,673
Bond sinking fund investments	<u>38,755,590</u>	<u>34,902,220</u>
Total financial assets	162,204,762	160,428,574
Less financial assets not available for general expenditure:		
Bond sinking fund investments	(38,755,590)	(34,902,220)
Bond proceeds held in trust and contributions receivable restricted for long-term purposes	(4,396,639)	(2,274,673)
Beneficial interest in charitable trust, net of current portion	(1,310,234)	(1,114,503)
Restricted by donors for use in future periods or for future projects, net of expected amount to be satisfied in coming year	<u>(4,662,592)</u>	<u>(1,404,001)</u>
Total financial assets available for general expenditure	<u>\$ 113,079,707</u>	<u>\$ 120,733,177</u>

YES Prep relies on state and federal grants and program fees from agreements with local public school districts to meet general expenditures related to operations. For purposes of analyzing resources available to meet general expenditures over a 12-month period, YES Prep considers all expenditures related to its ongoing activities of instructional program and auxiliary services, excluding capital and debt repayments, as well as the conduct of services undertaken to support those activities, to be general expenditures. See Note 7 for bond sinking fund requirements.

As part of YES Prep's liquidity management, financial assets have been structured to be available as its general expenditures, liabilities, and other obligations become due by maintaining a significant portion of its assets in cash. To help manage unanticipated liquidity needs, YES Prep has a \$40 million credit facility with a financial institution.

NOTE 3 – CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of the following:

	<u>2024</u>	<u>2023</u>
Demand deposits	\$ 2,098,974	\$ 378,692
Money market mutual fund	2,014,490	965,820
TexPool, TexSTAR and LOGIC investment pools	<u>61,551,017</u>	<u>64,316,825</u>
Total cash and cash equivalents	<u>\$ 65,664,481</u>	<u>\$ 65,661,337</u>

Bank deposits exceed the federally insured limit per depositor per institution. Approximately \$2.1 million was not collateralized by a security agreement with a bank at June 30, 2024.

NOTE 4 – CONTRIBUTIONS RECEIVABLE

Contributions receivable are as follows:

	<u>2024</u>	<u>2023</u>
Government grants	\$ 49,282,816	\$ 51,114,558
Other contributions receivable	2,695,002	4,426,329
Contributions receivable restricted for capital expansion	<u>100,000</u>	<u>200,000</u>
Total contributions receivable	<u>\$ 52,077,818</u>	<u>\$ 55,740,887</u>

Contributions receivable at June 30, 2024 are expected to be collected as follows:

Due within one year	\$ 50,924,249
Due in one to five years	<u>1,153,569</u>
Total contributions receivable	<u>\$ 52,077,818</u>

In 2020, YES Prep was granted a \$6,250,000 contribution from the Charter School Growth Fund, of which \$5,000,000 is contingent upon meeting certain milestones and conditions. YES Prep recognized \$3,000,000 of revenue as of June 30, 2024 with \$2,000,000 remaining to be recognized as of June 30, 2024 as conditions are satisfied. In 2023, YES Prep was granted a \$1,650,000 contribution from the Charter School Growth Fund. YES Prep recognized \$450,000 of revenue in the year ended June 30, 2023 and \$1,200,000 is conditional at June 30, 2024.

At June 30, 2024, YES Prep also has approximately \$19,000,000 of conditional contributions from government agencies. The contributions will be recognized as revenue when the conditions are met, which includes incurring allowable expenses.

NOTE 5 – FAIR VALUE MEASUREMENTS AND INVESTMENTS

Generally accepted accounting principles require that certain assets and liabilities be reported at fair value and establish a hierarchy that prioritizes inputs used to measure fair value. Fair value is 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. The three levels of the fair value hierarchy are as follows:

- *Level 1* – Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the reporting date.
- *Level 2* – Inputs are other than quoted prices included in Level 1, which are either directly observable or can be derived from or corroborated by observable market data at the reporting date.
- *Level 3* – Inputs are not observable and are based on the reporting entity's assumptions about the inputs market participants would use in pricing the asset or liability.

Assets reported at fair value at June 30, 2024 consist of the following:

	<u>LEVEL 1</u>	<u>LEVEL 2</u>	<u>LEVEL 3</u>	<u>TOTAL</u>
Cash equivalents:				
Pooled funds held in TexPool, TexSTAR and LOGIC	\$ 61,551,017			\$ 61,551,017
Money market mutual funds	2,014,490			2,014,490
Repurchase agreements for bond sinking fund		\$ 38,755,590		38,755,590
Investments:				
U. S. Treasury notes	2,038,715			2,038,715
Certificates of deposit		1,540,550		1,540,550
Negotiable certificates of deposit		1,028,058		1,028,058
Beneficial interest in charitable trust			\$ 1,310,234	1,310,234
Total assets reported at fair value	<u>\$ 65,604,222</u>	<u>\$ 41,324,198</u>	<u>\$ 1,310,234</u>	<u>\$ 108,238,654</u>

Assets reported at fair value at June 30, 2023 consist of the following:

	<u>LEVEL 1</u>	<u>LEVEL 2</u>	<u>LEVEL 3</u>	<u>TOTAL</u>
Cash equivalents:				
Pooled funds held in TexPool, TexSTAR and LOGIC	\$ 64,316,825			\$ 64,316,825
Money market mutual funds	965,820			965,820
Repurchase agreements for bond sinking fund		\$ 34,902,220		34,902,220
Beneficial interest in charitable trust			\$ 1,364,503	1,364,503
Total assets reported at fair value	<u>\$ 65,282,645</u>	<u>\$ 34,902,220</u>	<u>\$ 1,364,503</u>	<u>\$ 101,549,368</u>

Valuation methods used for assets measured at fair value are as follows:

- *TexPool* and *LOGIC* operate in a manner consistent with SEC Rule 2a-7 of the Investment Company Act of 1940, and fully comply with the Texas Public Funds Investment Act, Chapter 2256 of the Texas Government Code. These investment pools primarily include short-term marketable securities and use amortized cost rather than market value to report net assets and to compute share prices. Accordingly, the fair value of the positions in *TexPool* and *LOGIC* are the same value as the number of shares owned.
- *Money market mutual funds* are valued at reported net asset value.
- *TexSTAR* conforms with the Interlocal Cooperation Act, Chapter 791 of the Texas Government Code and the Texas Public Funds Investment Act, Chapter 2256 of the Texas Government Code. *TexSTAR* is a cash reserve fund that invests in low-risk securities; it uses the fair value method to report net position and to compute share prices.
- *Repurchase agreements* are valued using prices obtained from independent quotation bureaus that use computerized valuation formulas which may include market-corroborated inputs for credit risk factors, interest rate and yield curves and broker quotes, to calculate fair values.
- *U. S. Treasury notes* are valued using prices obtained from active markets and inter-dealer brokers on a daily basis.
- *Certificates of deposit* are valued at original costs plus accrued interest, which approximates fair value.

- *Negotiable certificates of deposit* are valued using prices obtained from independent quotation bureaus that use computerized valuation formulas which may include market-corroborated inputs for credit risk factors, interest rate and yield curves and broker quotes to calculate fair values.
- *Beneficial interest in charitable trust* is valued at the fair value of the underlying investments, as provided by the trustee.

These valuation methods may produce a fair value that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while YES Prep believes its valuation methods are appropriate, the use of different methods or assumptions could result in a different fair value measurement at the reporting date.

Investments are exposed to various risks such as interest rate, market, and credit risks. Because of these risks, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of financial position and statement of activities.

Changes in the fair value of Level 3 assets consist of the following:

Balance at June 30, 2022	\$ 1,352,023
Distribution	(250,000)
Change in fair value	<u>262,480</u>
Balance at June 30, 2023	1,364,503
Distribution	(250,000)
Change in fair value	<u>195,731</u>
Balance at June 30, 2024	<u>\$ 1,310,234</u>

NOTE 6 – PROPERTY AND EQUIPMENT

Property and equipment is comprised of the following:

	<u>2024</u>	<u>2023</u>
Land	\$ 37,866,122	\$ 28,403,158
Buildings and improvements	269,066,477	268,574,812
Furniture and equipment	21,771,234	21,382,427
Construction in progress	<u>75,090,305</u>	<u>17,530,946</u>
Total property and equipment, at cost	403,794,138	335,891,343
Accumulated depreciation	<u>(87,339,437)</u>	<u>(76,200,022)</u>
Property and equipment, net	<u>\$ 316,454,701</u>	<u>\$ 259,691,321</u>

YES Prep has buildings and improvements with an approximate net book value of \$49 million that have been purchased with Texas Education Agency funds. Texas statutes state that property purchased with funds received by a charter school holder is considered to be public property under state law and is held in trust by the charter school holder for the benefit of the students of the open enrollment charter school and may be used only for those purposes.

In 2023, YES Prep made plans to sell two parcels of land with a cost of \$6.5 million. One of the parcels was sold during 2024 for \$3.7 million. The remaining parcel of land is valued at a cost of \$2.8 million. The parcel of land is not being used for operations.

In September 2024, YES Prep purchased a parcel of land for \$1.6 million which management plans to use to build a campus.

Construction commitments – YES Prep is party to contracts totaling approximately \$70 million for construction projects at certain schools. As of June 30, 2024, outstanding commitments on these contracts totaled approximately \$19,000,000.

NOTE 7 – BONDS AND NOTES PAYABLE

In 2010, YES Prep entered into a Master Trust Indenture (the MTI) for the purpose of issuing bonds. Under the MTI, YES Prep has the ability to issue additional debt on a parity basis. The MTI is secured by all of YES Prep's assets unless otherwise restricted or committed. YES Prep is required to maintain 1.2 times debt coverage at each fiscal year end while the MTI debt is still outstanding. With the exception of the Charter School Growth Fund loans, all bonds and notes held by YES Prep exist under, and are subject to, the MTI.

Bonds payable at June 30, 2024 consist of the following:

	OUTSTANDING BALANCE	PREMIUM	ISSUANCE COSTS	TOTAL
Series 2023	\$ 83,220,000	\$ 1,801,098	\$ (3,123,709)	\$ 81,897,389
Series 2020	69,087,500	7,966,906	(2,497,622)	74,556,784
Series 2010Z	16,000,000		(20,339)	15,979,661
Series 2015Z	15,000,000		(151,099)	14,848,901
Series 2017Z-1	7,557,033		(83,804)	7,473,229
Series 2011Z	8,751,600		(30,603)	8,720,997
Series 2010Q	6,100,000		(3,551)	6,096,449
Series 2017Z	4,213,700		(102,567)	4,111,133
Series 2012Z	3,400,000		(41,813)	3,358,187
Total	213,329,833	9,768,004	(6,055,107)	217,042,730
Less current portion	(26,571,667)			(26,571,667)
Long-term bonds payable, net	<u>\$ 186,758,166</u>	<u>\$ 9,768,004</u>	<u>\$ (6,055,107)</u>	<u>\$ 190,471,063</u>

Bonds payable at June 30, 2023 consist of the following:

	OUTSTANDING BALANCE	PREMIUM	ISSUANCE COSTS	TOTAL
Series 2020	\$ 70,542,500	\$ 8,272,347	\$ (2,655,807)	\$ 76,159,040
Series 2010Z	16,000,000		(31,174)	15,968,826
Series 2015Z	15,000,000		(178,283)	14,821,717
Series 2017Z-1	8,501,700		(94,618)	8,407,082
Series 2011Z	8,751,600		(44,727)	8,706,873
Series 2010Q	6,100,000		(26,762)	6,073,238
Series 2017Z	4,815,700		(117,841)	4,697,859
Series 2012Z	3,400,000		(54,549)	3,345,451
Total	133,111,500	8,272,347	(3,203,761)	138,180,086
Less current portion	(3,020,417)			(3,020,417)
Long-term bonds payable, net	<u>\$ 130,091,083</u>	<u>\$ 8,272,347</u>	<u>\$ (3,203,761)</u>	<u>\$ 135,159,669</u>

Series 2023: Education Revenue Bonds issued by the Clifton Higher Education Finance Corporation. The bonds bear interest of 4% to 5% and accrue interest semi-annually. Principal payments are due annually through maturity in April 2053. The proceeds were used to rehabilitate or repair specified campus facilities and to pay off a \$40,000,000 credit facility with a bank with a \$30,407,201 balance when paid and is secured by all of YES Prep's assets unless otherwise committed or restricted.

Series 2020: Education Revenue Bonds issued by the Clifton Higher Education Finance Corporation. The bonds bear interest of 3% to 5% and accrue interest semi-annually. Principal payments are due annually through maturity in April 2050. The proceeds were used to rehabilitate or repair specified campus facilities, the home office and to pay off a line of credit balance of \$18,912,108 and are secured by real estate.

Series 2010Z: Qualified Zone Academy Bond, Taxable issued by the City of Houston Higher Education Finance Corporation. The investor earns 5.73% in annual tax credits as part of a federal tax credit bond program and YES Prep pays 2% supplemental interest semi-annually. The bond is due April 1, 2025. The proceeds were used to rehabilitate or repair specified campus facilities and are secured by real estate.

Series 2015Z: Qualified Zone Academy Bond, Taxable issued by the City of Houston Higher Education Finance Corporation. The investor earns 4.87% in annual tax credits as part of a federal tax credit bond program and YES Prep pays 1% supplemental interest semi-annually. The bond is due April 1, 2030. The proceeds were used to rehabilitate or repair specified campus facilities and are secured by real estate.

Series 2017Z-1: Qualified Zone Academy Bond, Taxable issued by the City of Houston Higher Education Finance Corporation. The investor earns 4.11% in annual tax credits as part of a federal tax credit bond program and YES Prep pays no interest. Principal payments are due annually through maturity on April 1, 2026. The proceeds were used to rehabilitate or repair specified campus facilities and are secured by real estate. The bonds require YES Prep to maintain certain financial ratios and meet other covenants over the life of the bonds.

Series 2011Z: Qualified Zone Academy Bond, Taxable issued by the City of Houston Higher Education Finance Corporation. The investor earns 5.18% in annual tax credits as part of a federal tax credit bond program and YES Prep pays 2.21% supplemental interest semi-annually. The bond is due April 1, 2026. The proceeds were used to rehabilitate or repair specified campus facilities and are secured by real estate.

Series 2010Q: Qualified School Construction Bond, Taxable issued by the City of Houston Higher Education Finance Corporation. The investor earns 5.82% in annual tax credits as part of a federal tax credit bond program and YES Prep pays 2% supplemental interest semi-annually. The bond is due April 1, 2025. The proceeds were used to construct specified campus facilities and are secured by real estate.

Series 2017Z: Qualified Zone Academy Bond issued by the City of Houston Higher Education Finance Corporation. The investor earns 4.57% in annual tax credits as part of a federal tax credit bond program and YES Prep pays no interest. The bond is due April 1, 2031. The proceeds were used to construct, rehabilitate, or repair specified campus facilities and are secured by real estate.

Series 2012Z: Qualified Zone Academy Bond, Taxable issued by the City of Houston Higher Education Finance Corporation. The investor earns 4.49% in annual tax credits as part of a federal tax credit bond program and YES Prep pays 1% supplemental interest semi-annually. The bond is due April 1, 2027. The proceeds were used to rehabilitate or repair specified campus facilities and are secured by real estate.

Bond sinking fund investments at June 30, 2024 are held in money market mutual funds and are escrowed for future debt service in the amount of \$38,755,590. Interest, including amortization of bond premium and debt issuance costs, on the bonds payable totaled approximately \$6,900,000 and \$3,400,000 for the years ended June 30, 2024 and 2023, respectively.

Maturities of bonds payable, including interest, at June 30, 2024 are as follows:

	<u>PRINCIPAL</u>	<u>INTEREST</u>	<u>TOTAL</u>
2025	\$ 26,571,667	\$ 7,232,590	\$ 33,804,257
2026	13,368,267	6,595,988	19,964,255
2027	8,171,667	6,284,935	14,456,602
2028	4,931,667	6,086,200	11,017,867
2029	5,106,667	5,916,950	11,023,617
Thereafter	<u>155,179,898</u>	<u>70,168,513</u>	<u>225,348,411</u>
Total payments due	213,329,833	<u>\$ 102,285,176</u>	<u>\$ 315,615,009</u>
Unamortized bond premium	9,768,004		
Unamortized debt issuance costs	<u>(6,055,107)</u>		
Total bonds payable, net	<u>\$ 217,042,730</u>		

As specified in the MTI, YES Prep entered into two repurchase agreements to fund the repayment of bonds upon maturity. YES Prep makes equal annual deposits into these accounts over the 15-year term of the underlying bonds and earns interest at rates varying between 2.18% and 4.259%. The combination of the annual deposits and interest earned on the accounts will provide the full amount due upon maturity of the covered bonds.

YES Prep's minimum cash commitments under the repurchase agreements are as follows:

2025	\$ 2,558,713
2026	1,479,713
2027	1,031,912
2028	838,012
2029	838,012
Thereafter	<u>838,012</u>
Total	<u>\$ 7,584,374</u>

Notes payable consist of the following:

	<u>2024</u>	<u>2023</u>
Loan agreement with a bank for \$13,440,000 dated December 2018. Interest and principal due annually through maturity on April 1, 2034 with an interest rate of 3.92%, net of unamortized debt issuance costs of \$250,852 and \$267,059 in 2024 and 2023, respectively. Proceeds were used for acquiring, constructing, and renovating buildings at YES Prep Hobby. The loan is secured by real estate.	\$ 8,327,821	\$ 9,096,614
Loan agreement with a bank for \$10,000,000 dated October 2017. Interest and principal due annually through maturity on April 1, 2032 with an interest rate of 2.93%, net of unamortized debt issuance costs of \$78,040 and \$90,627 in 2024 and 2023, respectively. Proceeds were used to acquire land and construct buildings. The loan is secured by real estate.	5,646,960	6,269,373

Series 2013 loan agreement for \$9,740,000 with a bank issued by Dickinson Education Finance Corporation, net of unamortized debt issuance costs of \$59,088 and \$71,923 in 2024 and 2023, respectively. The loan bears interest at 3.95% and payments are due in semi-annual installments through April 1, 2028. The proceeds were used to retire existing debt and to provide funding for expansions at YES Prep Southwest and YES Prep Fifth Ward. The loan is secured by real estate.

3,367,088 4,087,328

Series 2015 loan agreement for \$7,000,000 with a bank issued by Dickinson Education Finance Corporation, net of unamortized debt issuance costs of \$68,854 and \$72,404 in 2024 and 2023, respectively. The loan bears interest at 2.93% and payments are due in semi-annual installments through April 1, 2030. The proceeds were used to renovate the YES Prep North Forest campus and to construct the YES Prep System Office. The loan is secured by real estate and revenue streams.

2,796,993 3,197,813

Credit facility with a bank for \$40,000,000 dated June 2022. Interest is due semi-annually at a variable interest rate based on LIBOR, plus 1.35%. Principal is due upon maturity on April 1, 2025, but the outstanding balance was paid in full with proceeds from the Series 2023 bonds. The loan was secured by real estate.

30,407,201

Loan agreement for \$100,000 with Charter School Growth Fund dated May 2019. Interest is at 1%. Loan matured on June 28, 2024, with interest due at that time. The loan was unsecured.

100,000

Total	20,138,862	53,158,329
Less current portion	(2,652,394)	(2,678,976)
Long-term notes payable, net	<u>\$ 17,486,468</u>	<u>\$ 50,479,353</u>

Interest on the notes payable totaled approximately \$147,000 and \$2,217,000 for the years ended June 30, 2024 and 2023, respectively.

Maturities of notes payable, including interest, at June 30, 2024 are as follows:

	<u>PRINCIPAL</u>	<u>INTEREST</u>	<u>TOTAL</u>
2025	\$ 2,652,394	\$ 689,919	\$ 3,342,313
2026	2,736,547	594,614	3,331,161
2027	2,821,880	497,099	3,318,979
2028	3,272,019	393,112	3,665,131
2029	2,151,667	295,262	2,446,929
Thereafter	<u>6,895,343</u>	<u>485,092</u>	<u>7,380,435</u>
Total payments due	20,529,850	<u>\$ 2,955,098</u>	<u>\$ 23,484,948</u>
Unamortized debt issuance costs	<u>(390,988)</u>		
Total notes payable, net	<u>\$ 20,138,862</u>		

NOTE 8 – NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions are restricted as follows:

	<u>2024</u>	<u>2023</u>
State resources for future educational activity	\$ 48,570,249	\$ 44,147,190
College scholarships for YES Prep graduates	2,797,784	1,892,163
National School Lunch Program	2,284,614	2,066,646
YES Prep future operations	1,237,002	4,331,829
Campus academic/extra-curricular programs	1,056,342	95,995
Leading Houston Forward capital campaign	819,129	1,046,861
Student and family support	545,867	107,241
College counseling initiatives	463,261	630,002
Innovation Fund	223,632	275,128
Other	<u>44,925</u>	<u>57,106</u>
Total net assets with donor restrictions	<u>\$ 58,042,805</u>	<u>\$ 54,650,161</u>

NOTE 9 – GOVERNMENT GRANTS

YES Prep is the recipient of government grants from various federal, state and local agencies. Should these contracts not be renewed, a replacement for this source of support may not be forthcoming and related expenses would not be incurred. Government grants include the following:

	<u>2024</u>	<u>2023</u>
Texas Education Agency grants	<u>\$ 203,573,880</u>	<u>\$ 170,156,318</u>
Federal grants:		
U. S. Department of Education	44,558,848	46,306,038
U. S. Department of Agriculture	9,284,614	8,287,592
U. S. Federal Communications Commission	1,523,541	2,652,440
U. S. Department of Health and Human Services	<u>54,720</u>	<u>1,236,458</u>
Total federal grants	<u>55,421,723</u>	<u>58,482,528</u>
Total government grants	<u>\$ 258,995,603</u>	<u>\$ 228,638,846</u>

The grants from government funding sources require fulfillment of certain conditions as set forth in the grant contracts and are subject to review and audit by the awarding agencies. Such reviews and audits could result in the discovery of unallowable activities and unallowable costs. Consequently, any of the funding sources may, at their discretion, request reimbursement for expenses or return of funds as a result of non-compliance by YES Prep with the terms of the contracts. Management believes such disallowances, if any, would not be material to YES Prep's financial position or changes in net assets.

NOTE 10 – MULTIEMPLOYER PENSION PLAN

YES Prep's full-time employees participate in the Teacher Retirement System of Texas (TRS), a public employee retirement system. TRS is a cost-sharing, multiemployer, defined benefit pension plan with plan year from September 1 to August 31. All risks and costs are not shared by YES Prep but are the

liability of the State of Texas. TRS Plan contribution rates are effective with TRS eligible compensation paid on or after September 1 of each plan year. TRS Plan contribution rates are as follows:

	TRS PLAN <u>YEAR 2024</u>	TRS PLAN <u>YEAR 2023</u>
Member retirement contribution	8.25%	8.00%
State of Texas contribution	8.25%	8.00%
Public education employer contribution	1.9%	1.8%

YES Prep and new employee members contribute 8.25% for the first 90 days of employment, after which the employee and the State of Texas contribute the aforementioned percentage.

TRS Plan assets, obligation and funded status as of August 31 are as follows:

	TRS PLAN <u>YEAR 2023</u>	TRS PLAN <u>YEAR 2022</u>
Plan assets	\$213.5 billion	\$207.6 billion
Accumulated benefit obligations	\$255.9 billion	\$243.6 billion
Funded status	73.2%	75.6%

The risks of participating in a multiemployer, defined benefit plan are different from single-employer plans because (a) amounts contributed to a multiemployer plan by one employer may be used to provide benefits to employees of other participating employers and (b) if an employer stops contributing to TRS, unfunded obligations of TRS may be required to be borne by the remaining employers. There is no withdrawal penalty for leaving TRS.

The Texas Public School Retired Employees Group Insurance Program (TRS-Care) is a multi-employer, cost-sharing defined benefit plan with plan year from September 1 to August 31. TRS-Care provides health insurance coverage for retirees who are members of the TRS pension systems with at least 10 years of service credit in the TRS pension system and have age plus years of service equal to 80, or have 30 or more years of service credit in TRS. TRS-Care Plan contribution rates are effective with TRS eligible compensation paid on or after September 1 of each plan year. TRS-Care Plan contribution rates are as follows:

	TRS-CARE PLAN <u>YEAR 2024</u>	TRS-CARE PLAN <u>YEAR 2023</u>
Member TRS-Care contribution	0.65%	0.65%
YES Prep TRS-Care contribution	0.75%	0.75%
State of Texas contribution	1.25%	1.25%

TRS-Care Plan assets, obligation and funded status as of August 31 are as follows:

	TRS-CARE PLAN <u>YEAR 2023</u>	TRS-CARE PLAN <u>YEAR 2022</u>
Plan assets	\$4.1 billion	\$3.3 billion
Accumulated benefit obligations	\$26.0 billion	\$27.1 billion
Funded status	14.94%	11.52%

The risks of participating in a multiemployer, defined benefit plan are different from single-employer plans because (a) amounts contributed to a multiemployer plan by one employer may be used to provide benefits to employees of other participating employers and (b) if an employer stops contributing to TRS, unfunded obligations of TRS may be required to be borne by the remaining employers. There is no withdrawal penalty for leaving TRS.

YES Prep's contributions do not represent more than 5% of the TRS' and TRS-Care's total contributions. For 2024 and 2023, YES Prep contributed \$8,294,178 and \$7,780,857, respectively, to TRS.

NOTE 11 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through November 21, 2024, which is the date that the financial statements were available for issuance. As a result of this evaluation, no events other than the land purchase described in Note 6, were identified that are required to be disclosed or would have a material impact on reported net assets or changes in net assets.
