

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Combined Financial Statements
and Supplemental Information
For the Years Ended June 30, 2021 and 2020

CHURCH HEALTH CENTER OF MEMPHIS, INC.

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CHURCH HEALTH CENTER OF MEMPHIS, INC.

Roster of Board of Trustees and Management
June 30, 2021

Board of Trustees

T. Michael Glenn, Chairman
Rob Carter
Dr. Paul DePriest
Edward Dobbs
Steve Fracchia
Dr. Kathleen Forbes
Dr. Alisa Haushalter
Andrew R. McCarroll
Dr. G. Scott Morris
Dr. Douglas Scarboro
John W. Stokes, Jr.
Reverend Dr. J. Lawrence Turner
The Rev. Dorothy Sanders Wells
Dr. Philip A. Wenk
Barbara C. Williamson
McLean Wilson

Management

Dr. G. Scott Morris, M.D., M Div., Chief Executive Officer
Jenny Bartlett-Prescott, Chief Operating Officer
Jennie Robbins, Chief Financial Officer
Ann W. Langston, Senior Director of Strategic Partnerships
Michaelia G. Sturdiant, R.N., Senior Director of Reach Programs
Lois McFarland, Director, Human Resources
Dr. Susan Nelson, M.D., Medical Director
Aarti Bowman, Director, Development
Sherronda Rhyan, Director, Finance



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Independent Auditor's Report

Board of Trustees
Church Health Center of Memphis, Inc.
Memphis, Tennessee

Report on the Financial Statements

We have audited the accompanying combined financial statements of Church Health Center of Memphis, Inc. and its related entities, Perea Preschool, Inc. and Empowering Community Healthcare Outreach (collectively, the "Organization"), which comprise the combined statements of financial position as of June 30, 2021 and 2020, and the related combined statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the combined financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these combined 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 combined 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 combined 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 combined financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the combined financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Organization's preparation and fair presentation of the combined 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 combined 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 combined financial statements referred to above present fairly, in all material respects, the combined financial position of Church Health Center of Memphis, Inc., Perea Preschool, Inc. and Empowering Community Healthcare Outreach as of June 30, 2021 and 2020, and the combined changes in their net assets and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Adoption of New Accounting Standard

As discussed in note 1 to the combined financial statements, the Organization changed its method of accounting for revenue from contracts with customers effective July 1, 2020 under the modified retrospective method. Our opinion is not modified with respect to this matter.

Other Matters

Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the combined financial statements as a whole. The accompanying schedule of expenditures of federal awards and state financial assistance, as required by Title 2 *U.S. Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance) is presented for purposes of additional analysis and is not a required part of the combined 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 combined financial statements. The information has been subjected to the auditing procedures applied in the audit of the combined financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the combined financial statements or to the combined 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 combined 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 15, 2021, on our consideration of the Organization'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 the 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 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 the Organization's internal control over financial reporting and compliance.



Memphis, Tennessee
December 15, 2021

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Combined Statements of Financial Position
June 30, 2021 and 2020

	<u>Assets</u>	
	2021	2020
Assets		
Cash	\$ 7,799,992	\$ 4,327,862
Accounts and other receivables, net	487,730	332,717
Pledges receivable, net	2,283,337	3,920,967
Grants receivable	438,125	240,864
Investments	23,482,550	19,290,914
Restricted investments	13,300,134	9,221,591
Prepays and other assets	15,149	39,447
Property and equipment, net	17,928,726	20,110,724
	\$ 65,735,743	\$ 57,485,086
	<u>Liabilities and Net Assets</u>	
Liabilities		
Lines of credit	\$ 2,442,596	\$ 4,532,898
Accounts payable	246,371	305,910
Accrued payroll and related benefits	709,304	727,341
Other accrued expenses	95,439	112,944
Deferred revenue	150,750	160,600
Capital lease obligations	91,673	217,018
Refundable advances	-	133,838
Deferred lease incentive	4,256,083	4,651,998
Total liabilities	7,992,216	10,842,547
Commitments and contingencies		
Net assets		
Without donor restrictions		
Undesignated	26,103,270	19,189,836
Designated by the Board for endowment	2,033,763	2,033,763
	28,137,033	21,223,599
With donor restrictions	29,606,494	25,418,940
Total net assets	57,743,527	46,642,539
	\$ 65,735,743	\$ 57,485,086

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

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Combined Statement of Activities
For the Year Ended June 30, 2021

	Without Donor Restrictions	With Donor Restrictions	Totals
Support and other revenues			
Contributions and grants - CHC	\$ 11,848,446	\$ 4,749,297	\$ 16,597,743
Contributions and grants - Perea	-	451,973	451,973
Contributions and grants - ECHO	-	520,576	520,576
State financial assistance	2,642,346	-	2,642,346
Federal grants	2,419,759	55,291	2,475,050
Donated professional services	765,498	-	765,498
MEMPHIS Plan	1,860,590	-	1,860,590
Patient and member receipts	2,121,748	-	2,121,748
Third-party reimbursements	520,596	-	520,596
Dividend and interest income	111,879	460,945	572,824
Net realized and unrealized investment gain	980,374	6,909,222	7,889,596
Special events	111,990	-	111,990
Outreach	29,739	-	29,739
Nutrition Hub	41,931	-	41,931
Other	<u>387,738</u>	<u>611,969</u>	<u>999,707</u>
	<u>23,842,634</u>	<u>13,759,273</u>	<u>37,601,907</u>
Net assets released from restrictions	<u>9,571,719</u>	<u>(9,571,719)</u>	<u>-</u>
Total support and other revenues	33,414,353	4,187,554	37,601,907
Functional expenses			
Program services			
Clinic	18,181,938	-	18,181,938
Health Advisory Team	650,817	-	650,817
Community Services Programs	2,335,768	-	2,335,768
Faith & Health Ministry Resources	656,871	-	656,871
Perea Preschool	1,933,946	-	1,933,946
ECHO Program	<u>358,348</u>	<u>-</u>	<u>358,348</u>
Total program services	24,117,688	-	24,117,688
Fundraising	1,344,169	-	1,344,169
General and administrative	<u>1,039,062</u>	<u>-</u>	<u>1,039,062</u>
Total functional expenses	<u>26,500,919</u>	<u>-</u>	<u>26,500,919</u>
Increase in net assets	6,913,434	4,187,554	11,100,988
Net assets at beginning of year	<u>21,223,599</u>	<u>25,418,940</u>	<u>46,642,539</u>
Net assets at end of year	<u>\$ 28,137,033</u>	<u>\$ 29,606,494</u>	<u>\$ 57,743,527</u>

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

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Combined Statement of Activities
For the Year Ended June 30, 2020

	Without Donor Restrictions	With Donor Restrictions	Totals
Support and other revenues			
Contributions and grants - CHC	\$ 11,709,312	\$ 4,636,127	\$ 16,345,439
Contributions and grants - Perea	-	444,598	444,598
Contributions and grants - ECHO	-	352,174	352,174
State financial assistance	996,795	-	996,795
Donated professional services	864,808	2,782	867,590
MEMPHIS Plan	1,979,678	-	1,979,678
Patient and member receipts	1,995,101	-	1,995,101
Third-party reimbursements	302,670	-	302,670
Dividend and interest income	198,687	661,065	859,752
Net realized and unrealized investment loss	(321,269)	(2,032,837)	(2,354,106)
Special events	251,892	-	251,892
Outreach	129,439	-	129,439
Nutrition Hub	82,959	-	82,959
Other	<u>274,493</u>	<u>344,590</u>	<u>619,083</u>
	18,464,565	4,408,499	22,873,064
Net assets released from restrictions	<u>9,792,325</u>	<u>(9,792,325)</u>	-
Total support and other revenues	28,256,890	(5,383,826)	22,873,064
Functional expenses			
Program services			
Clinic	16,377,917	-	16,377,917
Health Advisory Team	764,758	-	764,758
Community Services Programs	1,981,383	-	1,981,383
Faith & Health Ministry Resources	1,176,957	-	1,176,957
Perea Preschool	1,970,282	-	1,970,282
ECHO Program	<u>428,342</u>	<u>-</u>	<u>428,342</u>
Total program services	22,699,639	-	22,699,639
Fundraising	1,376,098	-	1,376,098
General and administrative	<u>762,829</u>	<u>-</u>	<u>762,829</u>
Total functional expenses	<u>24,838,566</u>	<u>-</u>	<u>24,838,566</u>
Increase (decrease) in net assets	3,418,324	(5,383,826)	(1,965,502)
Net assets at beginning of year	<u>17,805,275</u>	<u>30,802,766</u>	<u>48,608,041</u>
Net assets at end of year	<u>\$ 21,223,599</u>	<u>\$ 25,418,940</u>	<u>\$ 46,642,539</u>

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

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Combined Statement of Functional Expenses
For the Year Ended June 30, 2021

	Program Services							Fundraising	General and Administrative	Totals
	Integrated Health		Outreach				Total Program Services			
	Clinic	Health Advisory Team	Community Services Programs	Faith & Health Ministry Resources	Perea Preschool	ECHO Program				
Salaries	\$ 8,797,422	\$ 321,480	\$ 983,405	\$ 366,910	\$ 1,108,292	\$ 100,043	\$ 11,677,552	\$ 635,016	\$ 367,441	\$ 12,680,009
Donated services	659,066	7,720	53,242	4,187	-	-	724,215	20,247	21,037	765,499
Payroll taxes	561,913	22,560	68,973	27,369	78,554	7,445	766,814	45,463	24,855	837,132
Employee benefits	1,164,676	38,149	154,469	50,869	177,609	13,521	1,599,293	78,490	48,941	1,726,724
Insurance	71,833	3,272	9,622	2,019	5,613	-	92,359	5,043	16,198	113,600
Staff development and recruitment	51,195	2,770	7,110	2,251	22,102	37	85,465	6,429	5,412	97,306
Licenses and dues	43,600	676	2,359	162	2,144	44	48,985	1,842	1,296	52,123
Supplies	1,145,674	1,971	94,872	1,223	127,187	140	1,371,067	12,236	7,391	1,390,694
Printing and publications	21,139	2,598	13,119	347	452	1,668	39,323	34,594	2,782	76,699
Postage	14,632	647	2,004	1,949	175	42	19,449	7,027	3,201	29,677
Publicity and promotions	20,935	936	26,274	216	-	3,942	52,303	2,946	4,634	59,883
Rent expense	1,113,171	50,983	145,382	56,060	41,324	-	1,406,920	77,735	40,011	1,524,666
Utilities	253,012	11,605	33,803	8,706	21,919	-	329,045	17,644	8,740	355,429
Telephone	44,647	2,234	13,740	2,944	12,123	2,599	78,287	3,530	9,180	90,997
Security	-	-	-	-	5,967	-	5,967	-	-	5,967
Repairs and maintenance	697,162	13,054	41,852	7,976	92,631	-	852,675	71,768	43,177	967,620
Conferences and travel	48,127	1,232	34,198	2,766	4,552	675	91,550	3,926	4,543	100,019
Professional services	513,293	18,385	285,297	12,159	25,055	228,145	1,082,334	127,039	46,775	1,256,148
Special events	840	15	43	31	6,003	-	6,932	8,916	73	15,921
Bad debt expense	107,318	29,326	-	-	-	-	136,644	-	100,000	236,644
Other	1,098,774	49,485	145,321	55,592	157,870	47	1,507,089	76,242	230,851	1,814,182
Total before depreciation and amortization	16,428,429	579,098	2,115,085	603,736	1,889,572	358,348	21,974,268	1,236,133	986,538	24,196,939
Depreciation and amortization	1,753,509	71,719	220,683	53,135	44,374	-	2,143,420	108,036	52,524	2,303,980
Total functional expenses	<u>\$18,181,938</u>	<u>\$ 650,817</u>	<u>\$ 2,335,768</u>	<u>\$ 656,871</u>	<u>\$ 1,933,946</u>	<u>\$ 358,348</u>	<u>\$24,117,688</u>	<u>\$ 1,344,169</u>	<u>\$ 1,039,062</u>	<u>\$26,500,919</u>

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

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Combined Statement of Functional Expenses
For the Year Ended June 30, 2020

	Program Services										
	Integrated Health			Outreach				Total Program Services	Fundraising	General and Administrative	Totals
	Clinic	Health Advisory Team	Community Services Programs	Faith & Health Ministry Resources	Perea Preschool	ECHO Program					
Salaries	\$ 8,433,184	\$ 411,370	\$ 917,199	\$ 653,157	\$ 1,171,374	\$ 163,409	\$ 11,749,693	\$ 654,928	\$ 394,813	\$ 12,799,434	
Donated services	677,898	14,530	73,725	14,083	2,783	-	783,019	40,583	43,988	867,590	
Payroll taxes	567,056	29,663	65,255	46,063	84,938	11,604	804,579	45,441	25,458	875,478	
Employee benefits	1,114,862	54,290	125,564	90,559	198,742	22,994	1,607,011	84,440	48,932	1,740,383	
Insurance	91,434	4,252	11,663	5,642	8,273	-	121,264	6,301	21,052	148,617	
Staff development and recruitment	45,179	2,215	6,865	1,812	14,284	-	70,355	9,111	4,015	83,481	
Licenses and dues	38,391	416	8,359	1,925	3,030	-	52,121	2,007	1,564	55,692	
Supplies	921,867	1,693	54,803	5,025	130,534	119	1,114,041	4,157	7,723	1,125,921	
Printing and publications	28,917	4,481	8,362	12,339	1,258	3,243	58,600	51,610	3,528	113,738	
Postage	16,397	746	2,326	11,910	417	61	31,857	25,567	3,694	61,118	
Publicity and promotions	25,239	4,469	23,069	7,587	-	12,063	72,427	3,362	5,541	81,330	
Rent expense	1,093,143	50,820	128,009	78,483	44,917	-	1,395,372	75,261	35,700	1,506,333	
Utilities	278,963	12,969	32,709	15,497	24,266	-	364,404	19,206	9,130	392,740	
Telephone	42,031	2,923	11,012	5,177	4,343	2,556	68,042	3,831	8,925	80,798	
Security	-	-	-	-	11,984	-	11,984	-	-	11,984	
Repairs and maintenance	607,986	10,871	28,835	17,721	87,855	-	753,268	68,360	36,236	857,864	
Conferences and travel	51,898	3,265	22,016	28,321	8,668	14,415	128,583	10,584	3,273	142,440	
Professional services	344,199	9,234	250,212	63,889	108,048	143,834	919,416	27,529	38,447	985,392	
Special events	2,024	71	1,073	801	17,112	-	21,081	123,467	353	144,901	
Bad debt expense	72,437	63,827	-	-	-	-	136,264	-	-	136,264	
Other	248,795	11,362	28,201	33,318	4,065	54,044	379,785	16,828	19,399	416,012	
Total before depreciation and amortization	14,701,900	693,467	1,799,257	1,093,309	1,926,891	428,342	20,643,166	1,272,573	711,771	22,627,510	
Depreciation and amortization	1,676,017	71,291	182,126	83,648	43,391	-	2,056,473	103,525	51,058	2,211,056	
Total functional expenses	<u>\$ 16,377,917</u>	<u>\$ 764,758</u>	<u>\$ 1,981,383</u>	<u>\$ 1,176,957</u>	<u>\$ 1,970,282</u>	<u>\$ 428,342</u>	<u>\$ 22,699,639</u>	<u>\$ 1,376,098</u>	<u>\$ 762,829</u>	<u>\$ 24,838,566</u>	

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

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Combined Statements of Cash Flows
For the Years Ended June 30, 2021 and 2020

	2021	2020
Cash flows from operating activities:		
Increase (decrease) in net assets	\$ 11,100,988	\$ (1,965,502)
Adjustments to reconcile increase (decrease) in net assets to net cash provided by operating activities		
Depreciation and amortization	2,303,980	2,211,056
Amortization of deferred lease incentive	(395,915)	(395,915)
Net realized and unrealized investment (gain) loss	(8,462,420)	1,494,354
Contributions restricted for long-term purposes	(3,699,575)	(2,182,044)
Bad debt expense	236,644	136,264
(Gain) loss on disposal of property	146,104	(647)
Changes in assets and liabilities		
Accounts and other receivables	(391,657)	(131,063)
Pledges receivable	1,637,630	2,315,040
Grants receivable	(197,261)	(52,089)
Prepays and other assets	24,298	(76)
Accounts payable	(59,539)	261,982
Accrued expenses and other liabilities	(45,392)	(306,542)
Refundable advances	(133,838)	133,838
Net cash provided by operating activities	2,064,047	1,518,656
Cash flows from investing activities:		
Purchases of investments	(8,565,444)	(14,907,422)
Purchases of property and equipment	(268,086)	(1,142,998)
Proceeds from sale of investments	8,757,685	15,868,005
Proceeds from sale of property and equipment	-	8,995
Net cash used in investing activities	(75,845)	(173,420)
Cash flows from financing activities:		
Proceeds from contributions restricted for:		
Investment in endowment	371,475	561,967
Term or performance	3,328,100	1,620,077
Proceeds from borrowings on lines of credit	-	2,930,837
Principal payments on lines of credit	(2,090,302)	(3,497,939)
Principal payments on capital leases	(125,345)	(149,538)
Net cash provided by financing activities	1,483,928	1,465,404
Net increase in cash	3,472,130	2,810,640
Cash at beginning of year	4,327,862	1,517,222
Cash at end of year	\$ 7,799,992	\$ 4,327,862

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

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements
June 30, 2021 and 2020

Note 1 - Summary of significant accounting policies

Organization and activities

The Church Health Center of Memphis, Inc. (the "Center") was incorporated on October 15, 1986. The Center is an ecumenical healthcare ministry which seeks to reclaim the biblical and historical commitment of the church to care for the working uninsured that are sick and to promote healthy bodies and spirits for all. With the volunteer services of health professionals, along with the Center staff, the Center provides on-site, affordable healthcare for the working uninsured and their families. The Center cares for the whole person by providing medical, dental, and eye care, as well as counseling, social work, and health education. It reaches out to the entire community by promoting and encouraging healthy lifestyles and disease prevention and utilizing congregations as the focal point of education. The Center expanded its mission during the year ended June 30, 2000 by establishing Perea Preschool, Inc. (Perea), a separate not-for-profit entity, to provide preschool services for under-served children. The Center released control of Perea effective June 30, 2021. The Center took over control of Empowering Community Healthcare Outreach (ECHO), a separate 501(c)(3) not-for-profit entity, at no cost on May 1, 2015 to expand its mission to provide consulting services to start and develop effective charitable community healthcare clinics.

The Center and Perea are governed by a Board of Trustees (the "Board"), which includes a broad range of representatives from the Memphis community. ECHO is governed by a Board of Directors separate from the Center's Board.

Principles of combination

The combined financial statements include the accounts of Church Health Center of Memphis, Inc., Perea Preschool, Inc., and Empowering Community Healthcare Outreach (collectively, the "Organization"), which share common supervision and control. The Center and Perea share a common 501(c)(3) qualification. All significant intercompany balances and transactions have been eliminated in the combination.

On May 5, 2021, the Board of the Organization adopted a joint resolution to release control of Perea Preschool effective June 30, 2021. Perea Elementary School will have common management and control of the Perea Preschool. The Organization will no longer combine Perea Preschool with its financial statements after June 30, 2021.

Basis of accounting

The combined financial statements of the Organization have been prepared on the accrual basis of accounting which is in accordance with accounting principles generally accepted in the United States of America.

Support and revenues

To execute its mission, the Organization has developed a broad funding base. The most significant sources of funding are individuals, faith communities, hospitals, corporations, and foundations.

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued)
June 30, 2021 and 2020

Note 1 - Summary of significant accounting policies (continued)

Support and revenues (continued)

Contributions and grants received are recorded as increases in net assets without donor restrictions unless use of the related asset is limited by donor-imposed restrictions. Donor restrictions can be modified only by written request from the original donor or other authorized party. Support that is restricted by the donor is reported as an increase in net assets without donor restrictions if the restriction expires in the reporting period in which the support is recognized. All other donor-restricted support is reported as an increase in net assets with donor restrictions. Expirations of donor-imposed restrictions on net assets, that is, when a stipulated time restriction ends or purpose restriction is accomplished, are reported in the statement of activities and changes in net assets as net assets released from restrictions between the classes of net assets. Unconditional promises to give greater than \$5,000 are recognized upon receipt of the pledge contract or other credible confirmation.

Unconditional promises to give due in the next year are recorded at their net realizable value. Unconditional promises to give due in subsequent years are recorded at the present value of their estimated future cash flows, using risk-adjusted interest rates applicable to the years in which the promises are to be received. The unconditional promises to give consist of pledges receivable.

Conditional contributions received and conditional promises to give are not included as revenue until the conditions or barriers are substantially met. There were no unearned contributions related to conditional contributions received as of June 30, 2021. As of June 30, 2020, the Organization had unearned conditional contributions related to its Paycheck Protection Program loans totaling \$133,838, which are reflected as refundable advances in the accompanying combined statements of financial position. See note 17.

Memphis Plan participant revenue and patient and member receipts revenue are exchange transactions and are recognized as revenue as performance obligations are satisfied. A performance obligation is a promise in the contract with a customer to transfer a distinct good or service to a customer. The contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when the performance obligation is satisfied, either at a point in time or over time.

The Organization's performance obligation for MEMPHIS Plan participant revenue is providing coverage on a monthly basis, and it recognizes revenue over time as the performance obligation is satisfied.

The Organization's performance obligation for patient and member receipts revenue is providing services to the patient. Revenue is recognized at a point in time when the services are provided. Net patient revenues are recorded at the estimated net realizable amounts received or expected to be received. Changes in the estimated net realizable amounts to be received are reflected as a reduction in net revenues at the time of the change in estimate.

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued)
June 30, 2021 and 2020

Note 1 - Summary of significant accounting policies (continued)

Donated assets and services

The Center has an extensive volunteer network. Medical and dental professionals, counselors, social workers, and non-professional volunteers donate time and services to support the operations of the Center. A core staff is maintained to provide services, coordinate the network, and manage the Center.

Donated 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. Donated professional services recognized in the combined financial statements include medical and non-medical services that were provided on-site. The Organization's total estimates of these on-site services based on volunteer hours recorded were \$765,498 and \$867,590 in 2021 and 2020, respectively.

Numerous primary care providers, specialists and professional organizations, including hospital systems, see patients off-site free of charge in their own offices. Off-site services are not recorded even though they are a significant resource because historically there has been no objective or efficient basis to measure the value of these services.

Other medical and non-medical services and various operating supplies are donated regularly. These include, but are not limited to, lab, diagnostic and medical services, grounds maintenance, computer consulting, fundraising, and pharmaceuticals. While very important to the success of the Center, these services and supplies are not recorded because historically there has been no objective or efficient means of doing so.

Receivables

Pledges receivable that are expected to be collected within one year are recorded at net realizable value. Pledges receivable that are expected to be collected in future years are recorded at the present value of their estimated future cash flows. The discounts on those amounts are computed using a risk-adjusted interest rate, and amortization of the discounts is included in contribution revenue.

Receivables are stated at the amount management expects to collect from outstanding balances. Management monitors outstanding balances and provides for probable uncollectible amounts through a charge to earnings and a credit to a valuation allowance based upon its assessments of the current status of individual accounts. Balances still outstanding after a reasonable period of time has elapsed are generally written off through a charge to the valuation allowance and a credit to the appropriate receivable.

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued)
June 30, 2021 and 2020

Note 1 - Summary of significant accounting policies (continued)

Investments

The Organization's investments are stated at fair value. Fair value is the price that would be received to sell an asset in an ordinary transaction between market participants at the measurement date. See note 6 for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded when earned and dividends are recorded on the ex-dividend date. Net realized and unrealized gains (losses) on investments include the Organization's gains and losses on investments bought and sold as well as held during the year. Net realized and unrealized gains (losses) are reported in the combined statements of activities as increases or decreases in net assets without donor restrictions, unless restricted by the donor or by law.

Property and equipment

Purchased property and equipment are recorded at cost. The cost of property and equipment purchased in excess of \$5,000 is capitalized. Donated property and equipment are recorded at estimated fair value (see note 8). Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets, generally thirty years for buildings and improvements, fifteen years for leasehold improvements, and five to ten years for furniture and equipment. Depreciation and amortization expense totaled \$2,303,980 and \$2,211,056 in 2021 and 2020, respectively.

Long-lived assets

The Organization recognizes impairment losses on long-lived assets used in operations when events and circumstances indicate that the assets might be impaired. There were no such losses recognized for the years ended June 30, 2021 and 2020.

Endowment funds

The Organization classifies net assets of donor-restricted endowment funds in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 205, *Presentation of Financial Statements*. ASC 205 provides guidance on net asset classification of donor-restricted endowment funds and required disclosures related to an organization's donor-restricted and board-designated endowment funds. The Uniform Prudent Management of Institutional Funds Act (UPMIFA) establishes guidelines for prudent management of costs and expenditures of funds in relation to the whole economic situation of the charitable institution. An organization, whether or not it is subject to an enacted version of UPMIFA, shall disclose information to enable users of financial statements to understand net asset classification, net asset composition, changes in net asset composition, spending policies, and related investment policies of its endowment funds. See note 15 for required disclosures of endowment funds.

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued)
June 30, 2021 and 2020

Note 1 - Summary of significant accounting policies (continued)

Functional allocation of expenses

Program services, fundraising, and general and administrative expenses have been allocated by function based upon management's estimate of the costs relating to each function. Directly identifiable expenses are classified as program services, fundraising, or general and administrative. Expenses related to more than one function are allocated on the basis of management's estimates. General and administrative expenses include those expenses that are not directly identifiable with any specific function but provide for the overall support and direction of the Organization.

Income taxes

The Center, Perea, and Echo are exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and are similarly exempt from Tennessee and Texas state income taxes under the provisions of the Tennessee and Texas tax regulations. Accordingly, no provision for income taxes is included in the accompanying combined financial statements.

The Organization files informational returns with the Internal Revenue Service and the States of Tennessee and Texas. The Organization is generally no longer subject to examinations by tax authorities for tax years prior to 2018.

Events occurring after the reporting date

Management has evaluated events and transactions that have occurred between June 30, 2021 and December 15, 2021, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

Use of estimates

Management uses estimates and assumptions in preparing financial statements in conformity with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Significant estimates used include the estimated fair value of donated professional services, pledge receivable discounts, investments, and the estimated allowance for doubtful accounts and pledges receivable. Accordingly, actual results could differ from those estimates.

New accounting pronouncements

Effective July 1, 2020, the Organization adopted the provisions of ASC 606, *Revenue from Contracts with Customers*. ASC 606 provides guidance that an entity should recognize revenue to depict goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. Management has elected to use the modified retrospective transition method. The adoption of ASC 606 did not have a material effect upon the nature, timing, or pattern of the Organization's revenue, and no transition adjustments have been recorded in the financial statements.

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued)
June 30, 2021 and 2020

Note 1 - Summary of significant accounting policies (continued)

Recent accounting pronouncements

In February 2016, the FASB issued Accounting Standards Update (ASU) 2016-02, *Leases* (Topic 842), which requires lessees to recognize on their statement of financial position all lease terms greater than 12 months, including operating leases. Specifically, lessees are required to recognize on the statement of financial position at lease commencement both a right-of-use, representing the lessee's right to use the leased asset over the term of the lease, and a lease liability, representing the lessee's contractual obligation to make lease payments over the term of the lease. In June 2020, the FASB issued ASU 2020-05, *Revenue from Contracts with Customers* (Topic 606) and *Leases* (Topic 842). The amendments in this update defer the effective date of ASU 2016-02 for entities in the "all other" category to fiscal years beginning after December 15, 2021. The Organization is evaluating the effect that ASU 2016-02 will have on its financial statements and related disclosures.

Note 2 - Accounts and other receivables

Accounts and other receivables consist of the following as of June 30, 2021 and 2020:

	2021	2020
Accounts receivable - patients	\$ 253,816	\$ 169,091
MEMPHIS Plan	147,898	176,618
Accounts receivable - insurers	116,538	81,887
Other receivables	187,204	161,800
	705,456	589,396
Less allowance for doubtful accounts	217,726	256,679
Accounts and other receivables, net	\$ 487,730	\$ 332,717

Note 3 - Pledges receivable

Pledges receivable are summarized as follows as of June 30, 2021 and 2020.

	2021	2020
Within one year	\$ 1,352,000	\$ 2,051,870
One to five years	1,008,370	1,955,000
Total unconditional promises to give	2,360,370	4,006,870
Less present value component	77,033	85,903
Pledges receivable, net	\$ 2,283,337	\$ 3,920,967

Pledges receivable have been discounted to their net present value using an annual rate of 1.87% in 2021 and 1.29% in 2020.

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued)
June 30, 2021 and 2020

Note 3 - Pledges receivable (continued)

Each pledge balance is assessed for collectability based on management's knowledge of and relationship with the donor and the age of the pledge. No allowance for doubtful pledges was recorded as of June 30, 2021 or 2020.

Note 4 - Liquidity and availability of resources

As of June 30, 2021 and 2020, the following represents the Organization's financial assets which are available to meet expenditures over the next twelve months:

	2021	2020
Cash	\$ 7,799,992	\$ 4,327,862
Accounts and other receivables, net	487,730	332,717
Pledges receivable, net	1,352,000	2,051,870
Grants receivable	438,125	240,864
Perea Preschool Program	-	1,906,801
Crosstown rent	2,200,697	2,199,697
Endowment earnings	1,140,067	1,076,304
Total financial assets available to meet expenditures over the next twelve months	\$ 13,418,611	\$ 12,136,115

In addition to the financial assets available to meet general expenditures over the next twelve (12) months, the Organization operates within a balanced budget and anticipates collecting sufficient revenue to cover general expenditures over the next twelve (12) months. As more fully described in note 9, the Organization has a remaining available line of credit of approximately \$2,650,000, which it could draw upon in the event of an unanticipated liquidity need. Additionally, Board designated net assets could be appropriated for liquidity needs.

Financial assets not available in the next twelve (12) months include those with contractual or donor-imposed restrictions limiting availability to future years and those designated by the Board for endowment.

Note 5 - Investments

The fair value of investments as of June 30, 2021 and 2020 is summarized as follows:

	2021	2020
Mutual funds	\$ 4,766,235	\$ 4,469,875
Mutual funds - restricted	13,300,134	9,221,591
Hedge funds	9,102,680	7,424,916
Exchange-traded funds	2,975,284	2,164,744
Money market funds	6,638,351	5,231,379
Total	\$ 36,782,684	\$ 28,512,505

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued) June 30, 2021 and 2020

Note 5 - Investments (continued)

Investments as of June 30, 2021 and 2020 include restricted endowment funds of \$19,077,306 and \$18,705,834, respectively. As of June 30, 2021 and 2020, mutual and money market funds totaling \$13,300,134 and \$9,221,591, respectively, had been restricted by the donor as to the type of investment (see note 7).

The Organization utilizes professional investment advisors to assist in fulfilling its investment objectives. The Organization's investment advisory committee is responsible for the oversight of the Organization's selection of investments and investment advisors. The Organization's investment committee and its advisors review the asset allocation on a quarterly basis and work to ensure all strategies outlined are within the investment policy.

Note 6 - Fair value measurements

FASB ASC 820, *Fair Value Measurement*, provides the framework for measuring fair value. ASC 820 defines fair value as the exchange price that would be received for an asset or liability in an orderly transaction between market participants on the measurement date. This framework also 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 ASC 820 are described below.

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Organization has the ability to access.

Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets 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 upon 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.

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued)
June 30, 2021 and 2020

Note 6 - Fair value measurements (continued)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of June 30, 2021 and 2020.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Organization are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish daily net asset value (NAV) and to transact at that price. The mutual funds held by the Organization are deemed to be actively traded.

Exchange traded funds: Valued using the latest closing sales price or official closing price taken from the market in which the security trades.

Money market funds: Valued at cost, which approximates fair value.

Hedge funds: Hedge funds include investments in various Cayman Islands multi-strategy hedge funds and domestic hedge funds that invest in other investment entities and individual domestic and foreign debt and equity securities. The Organization's investments in hedge funds are valued at the NAV of units held by the Organization at year end based upon the fair value of the underlying assets as reported by the respective fund managers. The NAV, as provided by the fund managers, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments held by the fund less its liabilities. The estimated fair value is determined by the investment managers based upon, among other things, the type of investments, purchase price, marketability, current financial condition, operating results, and other information. The estimated fair values of substantially all of the investments of the underlying investment entities, which may include securities for which prices are not readily available, are determined by the investment managers or management of the respective underlying investment entities and may not reflect amounts that could be realized upon immediate sale. Accordingly, estimated fair values may differ significantly from the values that would have been used had a ready market existed for these investments. This practical expedient is not used when it is determined to be probable that the investment will transact at an amount different than the reported NAV.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement as of the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Organization's investments at fair value on a recurring basis as of June 30, 2021 and 2020.

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued)
June 30, 2021 and 2020

Note 6 - Fair value measurements (continued)

	<u>Investments at Fair Value as of June 30, 2021</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds				
Bonds	\$ 1,965,148	\$ -	\$ -	\$ 1,965,148
International	1,400,211	-	-	1,400,211
Small cap	702,703	-	-	702,703
Large cap	<u>698,173</u>	<u>-</u>	<u>-</u>	<u>698,173</u>
Total mutual funds	4,766,235	-	-	4,766,235
Mutual funds - restricted				
International	6,362,410	-	-	6,362,410
Large cap	3,617,491	-	-	3,617,491
Small cap	<u>3,320,233</u>	<u>-</u>	<u>-</u>	<u>3,320,233</u>
Total mutual funds - restricted	13,300,134	-	-	13,300,134
Exchange-traded funds	2,975,284	-	-	2,975,284
Money market funds	<u>6,638,351</u>	<u>-</u>	<u>-</u>	<u>6,638,351</u>
Total	<u>\$ 27,680,004</u>	<u>\$ -</u>	<u>\$ -</u>	27,680,004
Hedge funds measured at net asset value*				<u>9,102,680</u>
				<u>\$ 36,782,684</u>

	<u>Investments at Fair Value as of June 30, 2020</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds				
Bonds	\$ 2,318,695	\$ -	\$ -	\$ 2,318,695
International	1,106,149	-	-	1,106,149
Large cap	557,284	-	-	557,284
Small cap	<u>487,747</u>	<u>-</u>	<u>-</u>	<u>487,747</u>
Total mutual funds	4,469,875	-	-	4,469,875
Mutual funds - restricted				
International	4,700,584	-	-	4,700,584
Large-cap	2,369,457	-	-	2,369,457
Small-cap	<u>2,151,550</u>	<u>-</u>	<u>-</u>	<u>2,151,550</u>
Total mutual funds - restricted	9,221,591	-	-	9,221,591

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued)
June 30, 2021 and 2020

Note 6 - Fair value measurements (continued)

	<u>Investments at Fair Value as of June 30, 2020</u>			
(continued)	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Exchange-traded funds	\$ 2,164,744	\$ -	\$ -	\$ 2,164,744
Money market funds	<u>5,231,379</u>	<u>-</u>	<u>-</u>	<u>5,231,379</u>
Total	<u>\$ 21,087,589</u>	<u>\$ -</u>	<u>\$ -</u>	21,087,589
Hedge funds measured at net asset value*				<u>7,424,916</u>
				<u>\$ 28,512,505</u>

* In accordance with ASC 820, certain investments that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in these tables are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the accompanying combined statements of financial position.

The following table reflects the changes in the Organization's investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the year ended June 30, 2020.

	<u>Common Stocks</u>
Balance, July 1, 2020	\$ 250,818
Investment income	496
Realized gain	9,354
Redemptions/sales	<u>(260,668)</u>
Balance, June 30, 2020	<u>\$ -</u>

The following table provides information related to the investments that are valued based on NAV:

	<u>Fair Value June 30, 2021</u>	<u>Fair Value June 30, 2020</u>	<u>Unfunded Commitments as of June 30, 2021</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Hedge funds:					
Cayman Islands	\$ 7,941,613	\$ 6,887,062	\$ -	Annually	90 Days
Domestic	1,161,067	537,854	-	None	N/A

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued) June 30, 2021 and 2020

Note 6 - Fair value measurements (continued)

- a. Hedge fund - Cayman Islands - This investment is an open-ended "umbrella" fund in the Cayman Islands with multiple classes of shares. Each class of shares is separately valued and pursues its own investment objectives and strategies. The fund's overall objective is to achieve capital appreciation through direct and indirect investments in securities, derivative instruments, and commodities. The Organization's investment consists of class shares invested in an underlying investment fund that invests in other multi-strategy and global equity long/short funds.
- b. Hedge fund - domestic - This investment is a limited partnership organized as a parallel fund to pool and invest funds contributed by the partners in managed investment vehicles, securities, managed or segregated accounts with money managers, or other investments as may be deemed appropriate by the General Partner. This investment is illiquid and no limited partner may withdraw any capital from the partnership without consent of the General Partner.

Note 7 - Restricted investments

During fiscal 2011, an anonymous donor advanced mutual funds into the Organization's endowment account totaling \$10,000,000 under a conditional challenge gift arrangement. Under the terms of the challenge gift, the Organization agreed to raise an additional \$20,000,000 by December 31, 2015, to not spend any of the principal or earnings on the mutual funds advance until the challenge was met in full, and to reinvest any earnings in the prefunded mutual funds. The Organization was entitled to the earnings on the mutual funds upon either raising the additional contributions or the end of the challenge period. The Organization earned \$1 of the challenge gift for every \$2 in qualifying contributions. Upon meeting the terms of the challenge or the end of the challenge period, the Organization was entitled to the total value of the principal and reinvested earnings or the earned value of the principal and reinvested earnings, respectively. The challenge gift was met and fully earned as of June 30, 2013. As of June 30, 2021 and 2020, the prefunded mutual funds plus the earnings thereon totaling \$13,300,134 and \$9,221,591, respectively, are included in restricted investments in the accompanying combined statements of financial position.

Note 8 - Property and equipment

Property and equipment as of June 30, 2021 and 2020 consists of the following:

	<u>2021</u>	<u>2020</u>
Building and leasehold improvements	\$ 22,613,828	\$ 22,692,648
Furniture and equipment	5,627,596	5,711,779
Building and land	<u>343,052</u>	<u>343,052</u>
	28,584,476	28,747,479
Less accumulated depreciation and amortization	<u>10,655,750</u>	<u>8,636,755</u>
Property and equipment, net	<u>\$ 17,928,726</u>	<u>\$ 20,110,724</u>

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued)
June 30, 2021 and 2020

Note 9 - Lines of credit

The Center has a \$4,500,000 line of credit with a financial institution. Interest is payable monthly at the three-month LIBOR Rate plus 2.3% (2.44% as of June 30, 2021). The principal balance is due in five annual payments of \$900,000, with the final payment due March 2023. Borrowings outstanding under the line of credit totaled \$1,345,911 and \$2,345,938 as of June 30, 2021 and 2020, respectively. The line of credit is unsecured.

In March 2018, the Center entered into a \$3,000,000 revolving credit agreement with a financial institution. In February 2021, the terms of the agreement were modified to extend the maturity date of the line to March 2022. Interest is payable at the three-month LIBOR Rate plus 2.3% (2.44% as of June 30, 2021). The principal balance plus all accrued interest is due March 2022. Borrowings outstanding under the line of credit totaled \$347,478 and \$850,000 as of June 30, 2021 and 2020, respectively. The line of credit is unsecured.

In August 2019, the Center entered into a \$2,500,000 line of credit agreement with a financial institution. Interest is payable at the three-month LIBOR Rate plus 2.3% (2.44% as of June 30, 2021). Principal and interest is payable monthly in the amount of \$32,313. The remaining principal balance plus all remaining accrued interest is due December 2024. Advances totaling \$1,530,837 have been made against the line of credit through June 30, 2021. Borrowings outstanding under the line of credit totaled \$749,207 and \$1,336,960 as of June 30, 2021 and 2020, respectively. The line of credit is unsecured.

Principal maturities of the lines of credit as of June 30, 2021 are as follows:

<u>Year</u>	
2022	\$ 1,635,231
2023	<u>807,365</u>
	<u>\$ 2,442,596</u>

Note 10 - Capital lease obligations

The Organization leases certain equipment under various capital lease agreements. The capital lease obligations are payable in monthly installments totaling approximately \$8,000 and expire at various dates through December 2023. Obligations under the capital leases have been recorded in the accompanying combined statements of financial position at the present value of future minimum lease payments, discounted at their respective interest rates. The capitalized costs, less accumulated amortization, are included in property and equipment in the accompanying combined statements of financial position. Amortization expense related to equipment under capital lease agreements is included in depreciation and amortization expense in the combined statements of functional expenses. The capitalized cost, less accumulated amortization, totaled \$122,491 and \$268,865 as of June 30, 2021 and 2020, respectively.

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued)
June 30, 2021 and 2020

Note 10 - Capital lease obligations (continued)

Future minimum lease payments under capital leases as of June 30, 2021, are as follows:

<u>Fiscal Year</u>	
2022	\$ 74,763
2023	15,894
2024	<u>4,107</u>
Net minimum lease payments	94,764
Less amounts representing interest	<u>3,091</u>
Present value of future minimum lease payments	<u>\$ 91,673</u>

Note 11 - Operating leases

In 2014, the Organization signed on to become one of the founding tenants in the Crosstown Concourse building. On April 1, 2017, the Organization moved its operations into the renovated Crosstown Concourse under the terms of a fifteen year operating lease. The lease provides for annual rental payments of approximately \$1,800,000. Additionally, the lease agreement stipulates the landlord will provide a tenant allowance of approximately \$6,000,000 to reimburse the Organization for a portion of its tenant improvements. In accordance with ASC-840-20, the tenant allowance has been recorded as a deferred lease incentive liability and will be recognized as a reduction of rental expense over the term of the lease. The Organization also recorded a leasehold improvement of \$6,000,000 which is being amortized over the term of the lease. Rental expense and the deferred lease incentive liability will be reduced by approximately \$404,000 annually over the term of the lease. The Organization has two options to renew the lease for additional terms of thirty months each at rates and terms mutually agreed upon with the landlord.

The Organization has also entered into various other operating lease agreements for facilities and storage space expiring at various dates through March 2032. Rent expense for the years ended June 30, 2021 and 2020 totaled \$1,524,666 and \$1,506,333, respectively.

Future minimum lease payments due under the Organization's operating lease agreements are as follows:

<u>Fiscal Year</u>	
2022	\$ 1,833,072
2023	1,833,072
2024	1,833,072
2025	1,833,072
2026	1,833,072
Thereafter	<u>10,540,164</u>
	<u>\$ 19,705,524</u>

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued)
June 30, 2021 and 2020

Note 12 - Net assets

Net assets without donor restriction are those assets available for use for program services, management and general, and fundraising expenses. Net assets with donor restrictions are subject to donor-imposed restrictions. Some donor-imposed restrictions are temporary in nature that may or will be met, either by the passage of time or the events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity.

The following table summarizes net assets as of June 30, 2021.

	Without Donor Restrictions	With Donor Restrictions	Total
Operating funds:			
Undesignated	\$ 26,103,270	\$ -	\$ 26,103,270
Subject to expenditure for specified purpose:			
Endowment fund earnings -			
Programs & Services	-	7,016,339	7,016,339
Crosstown project	-	2,786,660	2,786,660
Perea Preschool program	-	458,494	458,494
ECHO	-	198,353	198,353
Integrated Health	-	69,342	69,342
Endowment funds	<u>2,033,763</u>	<u>19,077,306</u>	<u>21,111,069</u>
Total net assets	<u>\$ 28,137,033</u>	<u>\$ 29,606,494</u>	<u>\$ 57,743,527</u>

The following table summarizes net assets as of June 30, 2020.

	Without Donor Restrictions	With Donor Restrictions	Total
Operating funds:			
Undesignated	\$ 19,189,836	\$ -	\$ 19,189,836
Subject to expenditure for specified purpose:			
Crosstown project	-	4,076,923	4,076,923
Perea Preschool program	-	1,236,899	1,236,899
Endowment fund earnings -			
Programs & Services	-	786,484	786,484
Integrated Health	-	308,089	308,089
Advancement & Stewardship	-	250,000	250,000
ECHO	-	36,128	36,128
Outreach	-	18,583	18,583
Endowment funds	<u>2,033,763</u>	<u>18,705,834</u>	<u>20,739,597</u>
Total net assets	<u>\$ 21,223,599</u>	<u>\$ 25,418,940</u>	<u>\$ 46,642,539</u>

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued)
June 30, 2021 and 2020

Note 13 - Net assets released from restrictions

The following table summarizes net assets released from donor restrictions by incurring expenses satisfying the restricted purposes or by occurrence of the passage of time or other events specified by the donors for the years ended June 30, 2021 and 2020.

	<u>2021</u>	<u>2020</u>
Crosstown project	\$ 3,874,303	\$ 4,839,639
Integrated health	2,025,062	1,215,741
Perea Preschool program	1,897,882	1,970,282
Endowment fund earnings -		
Programs and services	1,140,067	1,151,600
ECHO	358,351	456,688
Advancement and stewardship	250,250	150,875
Outreach	<u>25,804</u>	<u>7,500</u>
Total	<u>\$ 9,571,719</u>	<u>\$ 9,792,325</u>

Note 14 - Unrestricted net assets - board designated for endowment

By resolution, the Board has designated certain amounts of the Center's net assets without donor restrictions to be maintained as an endowment. The Board designated endowment may be spent with Board approval. The Board designated endowment was \$2,033,763 as of June 30, 2021 and 2020.

Note 15 - Endowment funds

The Center's endowment accounts consist of three donor-restricted endowment funds established for the purpose of funding the programs and services of the Organization, two of which were established in accordance with individual gifts, and one of which was established as a general endowment fund for individual contributions that do not designate a specific purpose. In addition to the three donor-restricted endowment funds, the Board has also designated certain net assets to be maintained as an endowment (see note 14). As required by accounting principles generally accepted in the United States of America, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

Interpretation of relevant law

The Board of the Organization has interpreted the Tennessee Uniform Prudent Management of Institutional Funds Act (TUPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued)
June 30, 2021 and 2020

Note 15 - Endowment funds (continued)

Interpretation of relevant law (continued)

contrary. As a result of this interpretation, the Organization retains in perpetuity (a) the original value of gifts donated to the permanent endowment funds and (b) the original value of subsequent gifts to the permanent endowment funds. Donor-restricted amounts not retained in perpetuity are subject to appropriation for expenditure by the Organization in a manner consistent with the standard of prudence prescribed by TUPMIFA. In accordance with TUPMIFA, the Organization considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- The duration and preservation of the fund
- The purposes of the Organization and the donor-restricted endowment fund
- General economic conditions
- The possible effect of inflation and deflation
- The expected total return from income and the appreciation of investments
- Other resources of the Organization
- The investment policies of the Organization

Endowment net asset composition by type of fund as of June 30, 2021:

	Without Donor Restrictions	With Donor Restrictions	Total
Donor-restricted endowment funds	\$ -	\$ 26,093,645	\$ 26,093,645
Board-designated endowment funds	2,033,763	-	2,033,763
Total funds	\$ 2,033,763	\$ 26,093,645	\$ 28,127,408

Changes in endowment net assets for the fiscal year ended June 30, 2021 are as follows:

	Without Donor Restrictions	With Donor Restrictions	Total
Beginning of year	\$ 2,033,763	\$ 19,492,318	\$ 21,526,081
Investment gain	-	7,369,919	7,369,919
Contributions	-	371,475	371,475
Appropriation of endowment assets for expenditure	-	(1,140,067)	(1,140,067)
End of year	\$ 2,033,763	\$ 26,093,645	\$ 28,127,408

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued)
June 30, 2021 and 2020

Note 15 - Endowment funds (continued)

Endowment net asset composition by type of fund as of June 30, 2020:

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
Donor-restricted endowment funds	\$ -	\$ 19,492,318	\$ 19,492,318
Board-designated endowment funds	<u>2,033,763</u>	<u>-</u>	<u>2,033,763</u>
Total funds	<u>\$ 2,033,763</u>	<u>\$ 19,492,318</u>	<u>\$ 21,526,081</u>

Changes in endowment net assets for the fiscal year ended June 30, 2020 are as follows:

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
Beginning of year	\$ 2,033,763	\$ 21,476,373	\$ 23,510,136
Investment loss	-	(1,394,422)	(1,394,422)
Contributions	-	561,967	561,967
Appropriation of endowment assets for expenditure	<u>-</u>	<u>(1,151,600)</u>	<u>(1,151,600)</u>
End of year	<u>\$ 2,033,763</u>	<u>\$ 19,492,318</u>	<u>\$ 21,526,081</u>

The portion of the endowment funds subject to time and purpose restrictions was \$69,342 and \$786,484 as of June 30, 2021 and 2020, respectively. As of June 30, 2021 and 2020, endowment funds totaling \$4,753,082 and \$674,540, respectively, were only subject to time restrictions.

Funds with deficiencies

Fair value of assets associated with individual donor-restricted endowment funds may, at times, fall below the level that the donor requires the Organization to retain in a fund of perpetual duration. In accordance with accounting principles generally accepted in the United States of America, deficiencies of this nature are reported in assets without donor restrictions. These deficiencies result from allowed withdrawals from endowment funds and unfavorable market fluctuations that occur after the investment of donor restricted contributions and/or continued appropriation for fees and previously approved budgeted expenditures. There were no such deficiencies as of June 30, 2021 and 2020.

Return objectives and risk parameters

The Organization has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment funds while seeking to maintain the purchasing power of the endowment assets. Endowment assets

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued)
June 30, 2021 and 2020

Note 15 - Endowment funds (continued)

Return objectives and risk parameters (continued)

include those assets of donor-restricted funds that the Organization must hold in perpetuity or for a donor-specified period(s) as well as board-designated funds. Under this policy, as approved by the Board, the endowment assets are invested in a manner that is intended to produce consistent long-term growth of capital without undue exposure to risk.

Strategies employed for achieving objectives

To satisfy its long-term rate-of-return objectives, the Organization relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Organization targets a diversified asset allocation that places a significant emphasis on equity-based investments to achieve its long-term return objectives within prudent risk constraints.

Spending policy and relationship to investment objectives

The Organization has a policy of budgeting for expenditure each year a percentage of its endowment funds' average fair value over the prior three calendar years preceding the fiscal year in which the expenditure is planned. For fiscal years 2021 and 2020, this percentage was five percent (5%). Accordingly, appropriations of endowment earnings totaled \$1,140,067 and \$1,151,600 in 2021 and 2020, respectively. In establishing this policy, the Organization considered the long-term expected return on its endowment funds.

Accordingly, over the long-term, the Organization expects the current spending policy to allow for endowment growth. This is consistent with the Organization's objective to maintain the purchasing power of the endowment assets held in perpetuity or for a specified term as well as to provide additional real growth through new gifts and investment return.

Note 16 - Retirement plan

The Organization sponsors a 401(k) defined contribution plan (the "plan"). All employees of the Organization are eligible for the plan and may elect to defer up to 100% of their compensation, subject to Internal Revenue Service limitations. Once an employee completes twelve months of service and 1,000 hours, and works at least 20 hours per week, the Organization contributes 3% of each employee's compensation to the plan. After one year of service, the Organization contributes a discretionary match up to 1% of each employee's compensation to the plan, based on the employee's contribution. Assets of the plan are held by a custodial trustee. The plan is administered by a committee selected by Organization management. The Organization's contributions to the plan totaled \$377,100 and \$371,500 for the years ended June 30, 2021 and 2020, respectively.

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued) June 30, 2021 and 2020

Note 17 - Paycheck Protection Program

In April 2020, the Center, Perea, and ECHO each applied for and received forgivable Paycheck Protection Program (PPP) loans of \$2,400,000, \$275,000, and \$39,000, respectively. The loans originated under the guidelines of the Small Business Administration (SBA) Paycheck Protection Program and each carry an interest rate of 1%. Principal and interest payments for each loan are scheduled to begin in November 2020 with a final maturity of April 2022. Under the terms of the loans and provisions of the Coronavirus Aid, Relief, and Economic Security Act the loans are forgivable to the extent the proceeds are used for certain qualified costs during the twenty-four week period following the loan and certain employment levels are maintained. Through June 30, 2020, the Center had used \$2,335,403 of the proceeds on qualified costs and employment levels were maintained. Through June 30, 2020, Perea had used \$211,085 of the proceeds on qualified costs and employment levels were maintained. Through June 30, 2020, ECHO had used \$33,674 of the proceeds on qualified costs and employment levels were maintained. Consequently, conditional barriers to entitlement had been met and in accordance with ASC 958 these proceeds totaling \$2,580,162 were reported as grant revenue on the statement of activities for the year ended June 30, 2020. As of June 30, 2020, the balances of the unused portion of the loans totaling \$64,597, \$63,915, and \$5,326 for the Center, Perea, and ECHO, respectively, were recorded as refundable advances in the combined statement of financial position. During the year ended June 30, 2021, these remaining proceeds were used on qualified costs and employment levels were maintained. As a result, proceeds totaling \$133,838 were reported as grant revenue on the statement of activities for the year ended June 30, 2021. In April 2021, the SBA granted forgiveness of the full amounts of Perea's and ECHO's PPP loans, and in September 2021, the SBA granted forgiveness of the full amount of the Center's PPP loan.

In February 2021, the Center applied for and received a second forgivable PPP loan of \$2,000,000. The second loan has the same terms and conditions as the first PPP loan but with a final maturity of February 2026. Through June 30, 2021, the Center has used all of the proceeds on qualified costs and employment levels were maintained. Consequently, conditional barriers to entitlement have been met and in accordance with ASC 958 these proceeds of \$2,000,000 have been reported as grant revenue on the statement of activities for the year ended June 30, 2021. A formal request for forgiveness of the loan will be submitted, and management expects the loan will be forgiven.

Note 18 - Risks and uncertainties

The Organization has concentrated its credit risk for cash by maintaining deposits in a financial institution which may exceed amounts covered by insurance provided by the U.S. Federal Deposit Insurance Corporation. The Organization has not experienced any losses in such accounts and management believes the Company is not exposed to significant risk to cash.

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Combined Financial Statements (Continued)
June 30, 2021 and 2020

Note 18 - Risks and uncertainties (continued)

The Organization invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the combined statements of financial position.

In early March 2020, there was a global outbreak of COVID-19 that has been classified as a pandemic. It has detrimentally affected workforces, economies, and financial markets globally. As a response to the pandemic, the Organization has altered its programs to respond to the needs of the community. Currently, the Organization remains in a strong financial position and, as detailed in note 4, has liquidity to meet its operating needs. The resulting economic downturn and any potential future direct and indirect negative impact to the Organization and its operations cannot be determined, but they could have a prospective material impact. The impact could affect the collectability of receivables and promises to give, and result in a decline in revenues and a decline in investment values. While the long-term impacts to the Organization are unknown, management does not believe the pandemic will significantly impact the ability of the Organization to continue as a going concern. As described in note 17, the Center, Perea, and ECHO each received forgivable PPP loans in April 2020 pursuant to the terms and conditions of the Coronavirus Aid, Relief, and Economic Security Act totaling \$2,400,000, \$275,000, and \$39,000, respectively, and the Center received a second forgivable PPP loan in February 2021 totaling \$2,000,000.

Note 19 - Supplemental cash flow information

Cash paid for interest totaled \$103,800 in 2021 and \$257,800 in 2020.

Non-cash financing activities

During 2020, the Organization financed equipment totaling approximately \$34,000 through capital leases.

SUPPLEMENTARY INFORMATION

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Schedule of Expenditures of Federal Awards and State Financial Assistance
For the Year Ended June 30, 2021

Federal Agency/ Pass Through Agency	CFDA Number	Contract/ Agreement Number	Expenditures
<u>Federal Awards</u>			
U.S. Department of Agriculture/ Tennessee Department of Human Services - Child and Adult Care Food Program (CACFP)	10.558	00-212	\$ 55,291
U.S. Department of Health and Human Services Substance Abuse and Mental Health Services Administration/ Tennessee Department of Mental Health and Substance Abuse Services Federal Block Grants for Prevention and Treatment of Substance Abuse	 93.959	 N/A	 99,357
Opioid State Targeted Response (STR) Community Response	93.788	64393	237,752
Centers for Disease Control and Prevention/ Tennessee Department of Health Tennessee Breast and Cervical Screening Program (TBCSP)	 93.898	 68706	 37,600
National Institutes of Health/ National Institute on Drug Abuse/ University of Washington Drug Abuse and Addiction Research Programs	 93.279	 UWSC11991	 <u>45,050</u>
Total U.S. Department of Health and Human Services			419,759
United States Department of the Treasury/ Tennessee Department of Human Resources Coronavirus Relief Fund	 21.019	 N/A	 <u>2,000,000</u>
Total Federal Awards			<u>\$ 2,475,050</u>

The accompanying notes are an integral part of this schedule.

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Schedule of Expenditures of Federal Awards and State Financial Assistance (Continued)
For the Year Ended June 30, 2021

Federal Agency/ Pass Through Agency	CFDA Number	Contract/ Agreement Number	Expenditures
<u>State Financial Assistance</u>			
Tennessee Department of Health			
Safety Net Grant - Primary Care Services for Uninsured Adult Tennesseans	N/A	Z-21-219934	\$ 765,553
Safety Net Grant - Emergency Dental Services for Uninsured Adult Tennesseans (as amended)	N/A	Z-21-224516	384,073
Community-Based Organization and Faith-Based Organization Health Disparities Initiative	N/A	219343	11,240
HIV and HCV Prevention Syringe Services Program	N/A	69786	21,868
Safety Net Grant - Covid 19 Community & Faith-Based Health Care Support	N/A	DG20-66017	771,253
Safety Net Grant - Covid 19 Community & Faith-Based Health Care Support	N/A	Z-20214964	628,747
Tennessee Department of Mental Health and Substance Abuse Services			
Lifeline Peer Project	N/A	66636	<u>59,612</u>
Total State Financial Assistance			<u><u>\$ 2,642,346</u></u>

The accompanying notes are an integral part of this schedule.

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Notes to Schedule of Expenditures of Federal Awards
For the Year Ended June 30, 2021

Notes to Schedule of Expenditures of Federal Awards and State Financial Assistance

Note A - Basis of presentation

The schedule of expenditures of federal awards and state financial assistance (the "Schedule") summarizes the expenditures of the Organization under programs of the federal and state governments for the year ended June 30, 2021. Certain awards made during the year ended June 30, 2020 allowed expenditures from the previous fiscal year to be charged to the award. The Schedule includes expenditures incurred during the year ended June 30, 2020 that were applied to such awards. The information in this Schedule is presented in accordance with the requirements of Title 2 *U.S. Code of Federal Regulations (CFR) 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 the Organization, it is not intended to and does not present the financial position, changes in net assets, or cash flows of the Organization.

Note B - Grants receivable

Grants receivable totaling \$438,125 and \$240,864 as of June 30, 2021 and 2020, respectively, are included in the accompanying combined statements of financial position.

Note C. Summary of Significant Accounting Policies

1. Expenditures reported in the Schedule are 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 limited as to reimbursement.
2. The Organization elected not to use the 10-percent de minimis indirect cost rate allowed under the Uniform Guidance.



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**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***

Independent Auditor's Report

To the Board of Trustees
Church Health Center of Memphis, Inc.
Memphis, Tennessee

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 combined financial statements of Church Health Center of Memphis, Inc. and its related entities, Perea Preschool, Inc. and Empowering Community Healthcare Outreach (collectively, the "Organization"), which comprise the combined statement of financial position as of June 30, 2021 and the related combined statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the combined financial statements, and have issued our report thereon dated December 15, 2021.

Internal Control Over Financial Reporting

In planning and performing our audit of the combined financial statements, we considered the Organization's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the combined financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Organization'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 Organization's combined 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 the Organization's combined 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 financial statements. 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.

A handwritten signature in black ink that reads "Mayer Hoffman McCann P.C." The signature is written in a cursive, flowing style.

Memphis, Tennessee
December 15, 2021



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Report on Compliance for the Major Federal Program and Report on Internal Control over Compliance in Accordance with the Uniform Guidance

Independent Auditor's Report

To the Board of Trustees
Church Health Center of Memphis, Inc.
Memphis, Tennessee

Report on Compliance for the Major Federal Program

We have audited the compliance of Church Health Center of Memphis, Inc. and its related entities, Perea Preschool, Inc. and Empowering Community Healthcare Outreach (collectively, the "Organization") with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on the Organization's major federal program for the year ended June 30, 2021. The Organization's major federal program is 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 the Organization's major federal program 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* (CFR) 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 the Organization'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 the major federal program. However, our audit does not provide a legal determination of the Organization's compliance.

Opinion on the Major Federal Program

In our opinion, the Organization complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on its major federal program for the year ended June 30, 2021.

Report on Internal Control over Compliance

Management of the Organization 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 the Organization's internal control over compliance with the types of requirements that could have a direct and material effect on the major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for the 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 the Organization'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 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.



Memphis, Tennessee
December 15, 2021

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Schedule of Findings and Questioned Costs
Year Ended June 30, 2021

Section I - Summary of Independent Auditor's Results

Financial Statements

Type of report issued on whether the financial statements audited were prepared in accordance with accounting principles generally accepted in the United States of America (GAAP): Unmodified

Internal control over financial reporting:
Material weakness(es) identified? Yes X No
Significant deficiency(ies) identified? Yes X None reported

Noncompliance material to financial statements noted? Yes X No

Federal Awards

Internal control over major programs:
Material weakness(es) identified? Yes X No
Significant deficiency(ies) identified not considered to be material weaknesses? Yes X None reported

Type of auditors' report issued on compliance for major programs: Unmodified

Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a). Yes X No

Identification of major programs:

<u>CFDA Number</u>	<u>Name of Federal Program or Cluster</u>
21.019	Coronavirus Relief Fund

Dollar threshold used to distinguish between Type A and Type B programs: \$750,000

Auditee qualified as low-risk auditee: Yes X No

Section II - Financial Statement Findings

None reported.

Section III - Federal Award Findings and Questioned Costs

None reported.

CHURCH HEALTH CENTER OF MEMPHIS, INC.

Schedule of Prior Year Findings
Year Ended June 30, 2021

There were no prior year findings reported.