



Financial Statements

For the Year Ended December 31, 2015

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Independent Auditor's Report

**Board of Directors
Washington STEM
Seattle, Washington**

We have audited the accompanying financial statements of Washington STEM (the Organization), which comprise the statement of financial position as of December 31, 2015, and the related statements of activities and changes in net assets and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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



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Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Organization as of December 31, 2015, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited the Organization's 2014 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated March 12, 2015. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2014, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying schedule of functional expenses shown on page 11 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.



Certified Public Accountants
March 23, 2016

WASHINGTON STEM

Statement of Financial Position
December 31, 2015
(With Comparative Totals for 2014)

	<u>2015</u>	<u>2014</u>
Assets		
Current Assets:		
Cash and cash equivalents	\$ 3,404,718	\$ 1,886,328
Accounts receivable	134,417	
Current portion of pledges receivable, net	2,118,133	3,689,607
Prepaid expenses	28,460	39,120
Total Current Assets	5,685,728	5,615,055
Long-term portion of pledges receivable, net	1,477,837	460,027
Furniture, fixtures and equipment, net	35,992	43,432
Total Assets	\$ 7,199,557	\$ 6,118,514
Liabilities and Net Assets		
Liabilities:		
Accounts payable	\$ 163,564	\$ 57,789
Accrued liabilities	172,979	390,958
Total Liabilities	336,543	448,747
Net Assets:		
Unrestricted	3,801,801	1,501,740
Temporarily restricted	3,061,213	4,168,027
Total Net Assets	6,863,014	5,669,767
Total Liabilities and Net Assets	\$ 7,199,557	\$ 6,118,514

See accompanying notes.

WASHINGTON STEM

Statement of Activities and Changes in Net Assets
For the Year Ended December 31, 2015
(With Comparative Totals For 2014)

	Unrestricted	Temporarily Restricted	2015	2014
Support and Revenue:				
Corporations	\$ 539,000	\$ 128,000	\$ 667,000	\$ 2,556,207
Foundations	7,610	581,072	588,682	443,074
Individuals	57,665	3,250,000	3,307,665	151,891
In-kind contributions	67,967		67,967	43,141
Public funding	184,250		184,250	20,000
Other income	28,638		28,638	25,028
Net assets released from restriction	5,065,886	(5,065,886)		
Total Support and Revenue	5,951,016	(1,106,814)	4,844,202	3,239,341
Expenses:				
Program services	2,647,798		2,647,798	3,410,423
Management and general	443,381		443,381	393,686
Fundraising	559,776		559,776	425,110
Total Expenses	3,650,955		3,650,955	4,229,219
Change in Net Assets	2,300,061	(1,106,814)	1,193,247	(989,878)
Net assets, beginning of year	1,501,740	4,168,027	5,669,767	6,659,645
Net Assets, End of Year	\$ 3,801,801	\$ 3,061,213	\$ 6,863,014	\$ 5,669,767

See accompanying notes.

WASHINGTON STEM**Statement of Cash Flows
For the Year Ended December 31, 2015
(With Comparative Totals For 2014)**

	<u>2015</u>	<u>2014</u>
Cash Flows From Operating Activities:		
Change in net assets	\$ 1,193,247	\$ (989,878)
Adjustments to reconcile change in net assets to net cash used by operating activities-		
Depreciation and amortization	13,220	13,429
Loss on disposal of assets		8,055
Change in assets and liabilities:		
Pledges receivable	553,664	818,506
Accounts receivable	(134,417)	
Prepaid expenses	10,660	(18,427)
Accounts payable	105,775	11,419
Accrued liabilities	(217,979)	153,413
Net Cash Provided by (Used in) Operating Activities	1,524,170	(3,483)
Cash Flows From Investing Activities:		
Purchases of furniture, fixtures and equipment	(5,780)	(40,625)
Net Cash Used in Investing Activities	(5,780)	(40,625)
Net Change in Cash and Cash Equivalents	1,518,390	(44,108)
Cash and cash equivalents, beginning of year	1,886,328	1,930,436
Cash and Cash Equivalents, End of Year	\$ 3,404,718	\$ 1,886,328

See accompanying notes.

WASHINGTON STEM

Notes to Financial Statements For the Year Ended December 31, 2015

Note 1 - Significant Accounting Policies

Organization - Washington STEM (the Organization) is a nonprofit organization dedicated to advancing innovation, equity, and excellence in science, technology, engineering, and mathematics (STEM) education. The Organization mobilizes education, business, and civic leaders to fulfill their shared responsibility to accelerate improvements in STEM instruction throughout the State of Washington and dramatically improve learning outcomes for all students.

As a nonprofit venture fund, the Organization makes investments to test and validate scalable approaches for improving STEM teaching. The Organization spurs and supports the delivery of effective real-world STEM learning opportunities to students in and out of school. The Organization also identifies and generates knowledge, tools and resources to build capacity in the field and fuel advocacy efforts. All of its efforts are designed to increase student performance, college readiness and success, and the pursuit of STEM degrees and careers, including STEM teaching. Program services reflect the grants and investments made directly to tax-exempt organizations, as well as in-kind support provided, to support the generation, capture, sharing and application of promising practices to improve STEM teaching and learning at scale. This nonprofit venture model will dramatically expand the reach and impact of the Organization's strategy across the state and nation.

Basis of Presentation - The financial statements of the Organization are presented on the accrual basis of accounting. Net assets, revenue, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, the net assets of the Organization and changes therein are classified and reported as follows:

Unrestricted Net Assets - Net assets that are not subject to donor-imposed restrictions and unrestricted net assets designated by the Organization for various purposes.

Temporarily Restricted Net Assets - Net assets subject to donor-imposed restrictions that will be met either by actions of the Organization or passage of time. Temporarily restricted net assets were time and purpose restricted at December 31, 2015 and 2014.

Permanently Restricted Net Assets - Support received in the form of endowment or sustaining funds which can never be spent. The Organization had no permanently restricted net assets at December 31, 2015 and 2014.

Revenues are reported as increases in unrestricted net assets unless use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in unrestricted net assets. Gains and losses on investments and other assets and liabilities are reported as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor stipulation or by law. Expirations of temporary restrictions on net assets (i.e., the donor-stipulated purpose has been fulfilled or the stipulated time period has lapsed) are reported as reclassifications between the applicable classes of net assets.

Revenue Recognition - Cash contributions are recorded as revenue in the period received, in accordance with donor restrictions. Unconditional promises to give (pledges) are recorded at fair value in the period the promise is received, in accordance with donor-imposed restrictions. Program grants are recorded as purpose-restricted revenue with release of restrictions upon completion of the project. For contracts, which represent agency commitments to provide funds upon completion of project milestones or deliverables, revenue is recognized in the statement of activities and changes in net assets once the milestones or deliverables have been completed. Other revenue consists of seminar registration fees and is recognized when the seminar occurs.

WASHINGTON STEM

Notes to Financial Statements For the Year Ended December 31, 2015

Note 1 - Continued

Cash and Cash Equivalents - Cash and cash equivalents consist of savings and demand deposit accounts at December 31, 2015 and 2014.

Pledges Receivable - Pledges receivable, unconditional promises to give, that are expected to be collected within one year are recorded at net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of their estimated future cash flows. The discounts on these amounts are computed using risk-adjusted interest rates applicable to the years in which the promises are received. Amortization of the discounts is included in revenue and support. Conditional promises to give are recognized when the conditions on which they depend are substantially met.

Management provides for probable uncollectible amounts through a charge to earnings and a credit to a valuation allowance based on its assessment of the current status of individual accounts. Balances still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to pledges receivable.

Furniture, Fixtures and Equipment - The Organization capitalizes furniture, fixtures and equipment with a value greater than \$1,000, at cost, or at fair value on the date received if donated. Depreciation is recorded on a straight-line basis over the estimated useful lives of the assets, ranging from four to seven years.

Donated Goods and Services - The Organization recognizes as revenue, in the statement of activities and changes in net assets, the value of donated goods and certain services at their fair values on the date received or pledged. The fair value of the donated services is recognized in the financial statements when the services received create or enhance nonfinancial assets, or require specialized skills, are provided by individuals possessing these skills, and would have been purchased if not donated. The value of donated goods and services totaled \$67,967 and \$43,141 for the years ended December 31, 2015 and 2014, respectively.

Grant and Investment Expense - The Organization awards cash and in-kind grants and contributions in the form of professional services and expertise to tax-exempt organizations to accelerate and support STEM education throughout Washington State. Grant and investment expense is recognized on the statement of activities and changes in net assets as program expense at the time committed by the Organization. For in-kind grants, the Organization recognizes as expense the value of granted goods and services at their fair values at the time the grant was made. Grants payable over more than one year are recorded at their discounted present value using a risk-adjusted rate of return. Changes in discounts are recognized over the period of the promise as adjustments to grant expense. Grants payable are included in accounts payable on the statement of financial position and totaled \$48,000 at December 31, 2015. There were no outstanding grants payable at December 31, 2014.

Vulnerability From Certain Concentrations - Financial instruments that potentially subject the Organization to concentrations of credit and market risk consist primarily of cash and cash equivalents. Cash and cash equivalents held by one financial institution exceeded federally insured limits at times during the years ended December 31, 2015 and 2014, respectively.

During the year ended December 31, 2015, 73% of the Organization's revenue was from two donors and 87% of its pledges receivable were from three donors. For the year ended December 31, 2014, 78% of the Organization's revenue was from one donor and 95% of its pledges receivable were from three donors.

WASHINGTON STEM

Notes to Financial Statements For the Year Ended December 31, 2015

Note 1 - Continued

Federal Income Tax Status - The Internal Revenue Service has determined the Organization to be a not-for-profit organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for federal income tax has been made in these financial statements.

Schedule of Functional Expenses - The costs of providing the various programs and other activities have been summarized on a functional basis in the statement of activities and changes in net assets. Accordingly, certain costs have been allocated among program, management and general, and fundraising categories based on the benefits derived.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect amounts reported in the financial statements. Actual results may differ from such estimates.

Prior Year Summarized Information - For comparative purposes, the financial statements include certain prior-year summarized information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with U.S. GAAP. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended December 31, 2014, from which the summarized information was derived.

Subsequent Events - The Organization has evaluated subsequent events through March 23, 2016, the date on which the financial statements were available to be issued.

Note 2 - Pledges Receivable

Pledges receivable were as follows at December 31:

	<u>2015</u>	<u>2014</u>
Pledges receivable expected in less than one year	\$ 2,118,133	\$ 3,759,607
Pledges receivable expected in one to five years	<u>1,484,000</u>	<u>467,000</u>
	3,602,133	4,226,607
Allowance for doubtful accounts		(70,000)
Present value discount	<u>(6,163)</u>	<u>(6,973)</u>
Pledges Receivable, Net	<u>\$ 3,595,970</u>	<u>\$ 4,149,634</u>

Pledges receivable with due dates extending beyond one year were discounted using discount rates based on risk adjusted rates of return of 0.32% and 0.12% at December 31, 2015 and 2014, respectively. An allowance for uncollectible pledges was not deemed necessary at December 31, 2015.

From time to time, the Organization receives contributions from its board members. There were no contributions received from board members during the year ended December 31, 2015. Contributions from board members totaled \$267,000 for the year ended December 31, 2014. Pledges outstanding from board members totaled \$567,000 and \$650,000 at December 31, 2015 and 2014, respectively.

WASHINGTON STEM

Notes to Financial Statements For the Year Ended December 31, 2015

Note 3 - Furniture, Fixtures and Equipment

Furniture, fixtures and equipment consisted of the following at December 31:

	<u>2015</u>	<u>2014</u>
Office equipment	\$ 61,727	\$ 55,947
Furniture and fixtures	<u>16,967</u>	<u>16,967</u>
	78,694	72,914
Less accumulated depreciation	<u>(42,702)</u>	<u>(29,482)</u>
Furniture, Fixtures and Equipment, Net	<u>\$ 35,992</u>	<u>\$ 43,432</u>

Note 4 - Temporarily Restricted Net Assets

Temporarily restricted net assets were available for the following at December 31:

	<u>2015</u>	<u>2014</u>
Time restricted	\$ 2,460,837	\$ 4,093,027
Purpose restricted for STEM program initiatives	<u>600,376</u>	<u>75,000</u>
Total Temporarily Restricted Net Assets	<u>\$ 3,061,213</u>	<u>\$ 4,168,027</u>

Temporarily restricted net assets totaling \$5,065,886 were released from restriction during the year ended December 31, 2015. Of that amount \$4,852,086 was released due to the passage of time, and \$213,800 was released as the purpose of the gifts had been fulfilled.

Note 5 - Facilities License Agreement

In July 2010, the Organization entered into a commercial office license agreement for its office facilities with a related party. The original license agreement ended in September 2015 and provided for one renewal option for up to five additional years. The payments due under the terms of the license agreement include base rent and the Organization's share of utilities and parking expenses.

In May 2012, the commercial office license agreement was amended to reduce the amount of base rent paid by the Organization for the remaining term of the license agreement. In addition, an early termination fee was added to the license agreement in the amount of \$125,000 to be reduced by \$25,000 per year over the five year term of the license agreement.

WASHINGTON STEM

Notes to Financial Statements For the Year Ended December 31, 2015

Note 5 - Continued

On September 17, 2015, the commercial office license agreement was amended to extend the license for a three year period, through September 30, 2018. The minimum payments under the terms of the amended license agreement include base rent of \$67,517 per year (increasing 3% every October 1) and operating expenses of \$36,358 per year (increasing 4% every October 1). The minimum payments due under the term of the amended license agreement for future years are as follows:

For the Year Ending December 31,

2016	\$	104,744
2017		108,254
2018		<u>83,215</u>
Total Future Minimum License Payments	\$	<u>296,213</u>

Facilities expense incurred under the license agreement totaled \$112,351 and \$111,058 for the years ended December 31, 2015 and 2014, respectively.

Note 6 - Retirement Plan

The Organization sponsors a 401(k) employee benefit retirement plan (the Plan) covering all full-time employees who have completed one month of service. Participating employees may make voluntary contributions, and the Organization makes matching contributions equal to 100% on the first 3% of an employee's elective salary deferral, and then 50% on the elective salary deferral in excess of 3% to a maximum of 5%, for a total possible match of 4%. These matching contributions vest immediately. The Organization's matching contributions to the Plan totaled \$72,031 and \$67,483 for the years ended December 31, 2015 and 2014, respectively. The Organization may also elect to make discretionary contributions to participants pending board approval, however, no such contributions were made for the years ended December 31, 2015 or 2014.

SUPPLEMENTARY INFORMATION

WASHINGTON STEM

Schedule of Functional Expenses
For the Year Ended December 31, 2015
(With Comparative Totals For 2014)

	Supporting Services			Total Supporting Services	2015	2014
	Program Services	Management and General	Fundraising			
Grants and investments	\$ 749,223	\$ -	\$ -	\$ -	\$ 749,223	\$ 1,504,447
Salaries, taxes and benefits	1,238,471	279,441	473,325	752,766	1,991,237	1,893,553
Consultants and professional services	389,058	67,268	40,428	107,696	496,754	432,568
Convenings, conferences, and travel	167,426	1,762	4,199	5,961	173,387	154,812
Operating costs	103,620	94,910	41,824	136,734	240,354	243,839
Total Expenses	\$ 2,647,798	\$ 443,381	\$ 559,776	\$ 1,003,157	\$ 3,650,955	\$ 4,229,219

See independent auditor's report.