ESCUELA TLATELOLCO CENTRO DE ESTUDIOS FINANCIAL STATEMENTS AUGUST 31, 2010

(with summarized financial information at August 31, 2009)

Table of Contents

August 31, 2010 (with summarized financial information at August 31, 2009)

	rage
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS	
STATEMENT OF FINANCIAL POSITION	3
STATEMENT OF ACTIVITIES	4
STATEMENT OF FUNCTIONAL EXPENSES	5
STATEMENT OF CASH FLOWS	6
NOTES TO FINANCIAL STATEMENTS	7 - 14



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INDEPENDENT AUDITORS' REPORT

To the Board of Trustees:

Escuela Tlatelolco Centro de Estudios Denver, Colorado

We have audited the accompanying statement of financial position of Escuela Tlatelolco Centro de Estudios (a not-for-profit organization) as of August 31, 2010, and the related statements of activities, functional expenses and cash flows for the year then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year summarized comparative information has been derived from Escuela Tlatelolco Centro De Estudios 2009 financial statements and, in our report dated November 10, 2009, we expressed an unqualified opinion on those financial statements.

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 of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Escuela Tlatelolco Centro de Estudios as of August 31, 2010, 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.

MIDDLEMIST, CROUCH & CO., CPA's, P.C.

lidellewest Course & Company, CPA'S P.C

Boulder, Colorado November 12, 2010 FINANCIAL STATEMENTS

Statement of Financial Position August 31, 2010

(with summarized financial information at August 31, 2009)

	2010		2009	
ASSETS				
Cash and cash equivalents	\$	21,394	\$ 2,03	32
Tuition and books receivable (net of allowance			0.55	-0
of \$1,225 and \$5,679)		4,415	9,55	
Services revenue receivable		11,411	1,29	
Grants receivable-restricted		85,068	10,00	
Other receivables		19,800	5,94	
Prepaid expenses		5,501	12,35	
Deposits		6,152	6,15	
Property and equipment		1,437,733	1,500,33	
Assets whose use is limited		24,547	77,59	96
Bond issuance costs (net of amortization				
of \$43,025 and \$38,755)		46,653	50,92	23
Total assets	\$	1,662,674	\$ 1,676,18	83_
LIABILITIES AND NET ASSETS				
Accounts payable	\$	158,695	\$ 81,2	20
Accrued expenses		65,392	47,9	68
Line of credit		60,000	2,9	88
Deferred tuition and services revenue		70,910	50,9	91
Short-term notes payable		25,000	50,9	37
Long-term leases		904	3,1	
Long-term debt		-	200,1	
Bonds payable		1,010,000	1,040,0	
Total liabilities		1,390,901	1,477,4	31
NET ASSETS				
Unrestricted		122,326	31,0	
Temporarily restricted by donors		149,447	167,6	
Total net assets		271,773	198,7	(52_
Total liabilities and net assets	<u>\$</u>	1,662,674	\$ 1,676,1	183

Statement of Activities

For the year ended August 31, 2010 (with summarized financial information at August 31, 2009)

		2010		2009
CHANGES IN UNRESTRICTED NET ASSETS		-		
Revenue and support				
Grants	\$	388,323	\$	246,375
Contributions		204,386		124,359
Special events (net of expenses of \$54,954 and \$40,365)		70,071		107,301
Tuition and books		104,948		118,678
Services income		677,535		611,338
Net investment income		90		695
Other income		37,423		5,351
Total revenue		1,482,776		1,214,097
Net assets released from restrictions		177,669		248,726
Total unrestricted revenue		1,660,445		1,462,823
Expenses				
Program services		1,267,768		1,173,734
Fundraising		59,297		80,014
Management and general		242,136		143,722_
Total unrestricted expenses		1,569,202		1,397,471
Increase in unrestricted net assets		91,243		65,352
CHANGES IN TEMPORARILY RESTRICTED NET ASSETS				
Grants		159,447		157,669
Contributions		_		10,000
Net assets released from restrictions		(177,669)		(248,726)
(Decrease) in temporarily restricted net assets		(18,222)		(81,057)
CHANGE IN NET ASSETS		73,021		(15,705)
NET ASSETSBEGINNING OF YEAR		198,752		214,456
NET ASSETSEND OF YEAR	_\$	271,773	\$_	198,752

Statement of Functional Expenses

For the year ended August 31, 2010

(with summarized financial information at August 31, 2009)

	Program Services	Fundraising	Management and General	2010 Total	2009 Total
Amortization	\$ 3,629	\$ -	\$ 642	\$ 4,270	4,270
Bad debts	-	-	5,173	5,173	18,552
Bank charges		-	20,640	20,640	7,415
Board expenses	-	-	4,149	4,149	1,685
Contract labor	188,930	22,227	11,114	222,270	182,887
Contribution	-	-	-	-	1,000
Depreciation	62,083	_	10,957	73,040	74,004
Employee benefits	49,143	2,891	5,782	57,815	52,593
Equipment rental	(1,552)	-	(274)	(1,826)	19,563
Fundraising		15,057	-	15,057	42,706
Instructional material	22,339	-	-	22,339	14,145
Insurance	8,896	-	1,570	10,466	9,711
Interest	155,213	-	27,389	182,602	132,864
Legal and accounting	37,623	-	20,258	57,881	20,886
Health clinic	2,930	-	-	2,930	6,593
Miscellaneous	2,922	-	514	3,436	6,171
Office supplies	9,005	-	3,000	12,005	8,626
Pension plan contribution	340	20	40	400	-
Postage	-	102	581	683	1,614
Program costs	127,088	-	-	127,088	70,594
Repairs and maintenance	27,203	-	27,203	54,405	37,434
Salaries and payroll tax	512,616	19,000	97,029	628,645	644,550
Security	1,124	-	199	1,323	720
Staff development	7,407	-	-	7,407	4,494
Taxes and licenses	56	-	315	371	106
Technology	20,205	-	-	20,205	4,128
Telephone	6,785	-	1,696	8,481	7,416
Transportation	223	-	-	223	239
Utilities	23,564	-	4,160	27,724	22,504
	A 007 700		\$ 242,136	\$ 1,569,202	\$ 1,397,470
Total expenses	\$ 1,267,768	\$ 59,297	Φ 242,130	Ψ 1,009,202	ψ 1,007, 4 10

Statement of Cash Flows

For the year ended August 31, 2010 (with summarized financial information at August 31, 2009)

	2010		2009	
CASH FLOWS FROM OPERATING ACTIVITIES:				
Change in net assets	\$	73,021	\$	(15,704)
Adjustments to reconcile change in net assets to				
net cash provided by operating activities				
Depreciation and amortization		77,310		78,274
Provision for losses on accounts receivable		(4,454)		1,467
Debt forgiveness		(200,138)		(21,000)
In-Kind revenue		(90,951)		(79,488)
In-Kind expense		90,951		79,488
(Increase) Decrease in accounts receivable-tuition		9,598		(2,712)
(Increase) Decrease in accounts receivable-services		(10,121)		(1,290)
(Increase) Decrease in grants receivable		(75,068)		56,000
(Increase) Decrease in prepaid expenses		6,853		(7,231)
(Increase) Decrease in other receivable		(13,855)		(2,147)
(Increase) Decrease in other assets		53,049		(31,567)
Increase (Decrease) in accrued liabilities		17,424		(34,361)
Increase (Decrease) in accounts payable		77,474		(6,814)
Increase (Decrease) in short-term note		(25,937)		50,937
Increase (Decrease) in deferred revenue		19,919_		(9,706)
Net cash provided by operating activities		5,075		54,146
CASH FLOWS FROM INVESTING ACTIVITIES:				
Purchase of property and equipment		(10,439)		(18,939)
Net cash (used) by investing activities		(10,439)		(18,939)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Principal payments on long-term debt		(32,285)		(53,735)
Net borrowings (payments) on line of credit		57,012_		(7,230)
Net cash provided (used) by financing activities		24,727		(60,965)
NET INCREASE (DECREASE) IN CASH		19,362		(25,759)
CASH AT BEGINNING OF YEAR	<u></u>	2,032_		27,791
CASH AT END OF YEAR	\$	21,394	\$	2,032
Supplemental data: Interest paid	\$	182,602	\$	132,864

NOTE 1- NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Nature of Activities

Escuela Tlatelolco is a not-for-profit, year-round educational institution in north Denver serving over 120 youth and their families. Its mission is to liberate the minds of students, through the knowledge of cultural expression, moral courage and honorable behavior; to empower critical thinking, with the challenge of their own history, self-worth, and commitment to social justice; and, to reinforce education as knowledge learned and shared. Escuela achieves its mission through an innovative educational approach that incorporates Pablo Friere's concept of "Empowerment Education" and a dual-language learning philosophy.

The Escuela is a critical community asset providing after-school and continuing education programs that provide educational opportunities and supportive services for youth and adults in the local community.

At Escuela Tlatelolco youth and families are encouraged to beat the odds through an innovative educational curriculum that encourages academic excellence, cultural pride and community leadership.

The financial statements are prepared in accordance with the recommendations of the American Institute of Certified Public Accountants in its industry audit guide, Not-for-Profit Organizations. Accordingly, the financial statements are prepared on an accrual basis of accounting. The significant accounting policies followed are described below.

Contributions and Grants

All contributions and grants are available for unrestricted use unless specified by the donor. Support that is restricted by the donor is reported as an increase in unrestricted net assets if the restriction expires in the reporting period in which the support is recognized. All other donor-restricted support is reported as an increase in temporarily or permanently restricted net assets depending on the nature of the restriction. When a restriction is satisfied, temporarily restricted net assets are reclassified to unrestricted net assets.

Donated Investments, Equipment and Services

Donated investments, equipment and services are recorded as contributions at their estimated fair values at the date of donation. Donations are reported as increases in unrestricted net assets unless the donor has restricted the donation to a specific purpose or time period.

Allowance for Doubtful Accounts

The Escuela provides an allowance for doubtful accounts equal to the estimated uncollectible portion of receivables. The estimate is based on historical collection experience and a review of the current status of the receivable accounts.

Expense Allocation

The costs of providing the various programs and other activities have been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

NOTE 1- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES- continued

Financial Statement Presentation

The financial statement presentation follows the recommendations of the Financial Accounting Standards Board in its statement SFAS No. 117, "Financial Statements for Not-for-Profit Organizations." Under SFAS No. 117, the Organization is required to report information regarding its financial position and activities according to three classes of net assets; unrestricted, temporarily restricted and permanently restricted.

Cash and Cash Equivalents

The Escuela considers all highly liquid investments available for current use and those with an initial maturity of three months or less to be cash equivalents.

Property and Equipment

Property and equipment are recorded at cost or if donated at the approximate fair market value at the date of donation. All expenditures or donations of property and equipment in excess of \$500 are capitalized. Depreciation is computed on a straight-line basis over the useful lives of the assets.

Amortization of Bond Issuance costs

Certain costs related to the bond issue have been capitalized and are being amortized using the straight-line method over the term of the bond issue.

Income Taxes

No provision for taxes on earnings has been made in the financial statements as the Organization has qualified as a nonprofit organization under Section 501 (C)(3) of the Internal Revenue Code.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

NOTE 2- GRANTS RECEIVABLE

Grants receivable-restricted are summarized as follows:

	2010	2009
Due within one year	\$ 85,068	\$ 10,000

Two grants receivable accounted for 46% and 26% of the total receivables as of August 31, 2010. One grant receivable accounted for 100% of the total receivables as of August 31, 2009.

NOTE 3- PROPERTY AND EQUIPMENT

Property and equipment consist of the following at August 31:

	2010	2009
Land	\$ 100,000	\$ 100,000
Building and improvements	1,897,205	1,897,205
Furniture and fixtures	38,373	37,379
Equipment	214,788	205,345
Website	900	900
Books	63,917	63,917
Total	2,315,183	2,304,746
Less accumulated depreciation	(877,450)	(804,413)
Total property and equipment	\$ 1,437,733	\$ 1,500,333

NOTE 4- BONDS PAYABLE

The acquisition of the building and some of the building renovation was refinanced and additional funds were provided for the completion of the renovation project by the Colorado Educational and Cultural Facilities Authority (the "Authority) through the issuance of Private School Revenue Bonds, in the aggregate amount of \$1,280,000. Two series of bonds were issued. Series A for \$1,225,000, bears interest at 8.5% annually and matures on June 1, 2022. Series B for \$55,000, with interest at 10% annually, matured on June 1, 2004. The Bonds were issued pursuant to a Trust Indenture (the "Indenture") dated August 1, 2000, between the Authority and American National Bank, formerly known as the Bank of Cherry Creek, (the Trustee). The Escuela borrowed the proceeds of the bonds under a Mortgage and Loan Agreement (the "Loan Agreement") dated August 1, 2000. The building serves as collateral for the loan.

Pursuant to the Indenture and the Loan Agreement, the Escuela must make monthly payments to the Trustee, to provide for the annual principal and semi-annual interest payment requirements.

Debt service requirements as of August 31, 2010, are as follows:

Year ended August 31,	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2011	\$ 45,000	\$ 85,850	\$ 130,850
2012	50,000	82,025	132,025
2013	55,000	77,775	132,775
2014	60,000	73,100	133,100
2015 and thereafter	800,000	<u>367,201</u>	<u>1,167,201</u>
Total	\$1,010,000	\$ 685,951	\$1,695,951

The Loan Agreement and the Indenture contain various restrictive covenants such as debt service coverage, limitations of liens and indebtedness, continued educational institution status, audit, financial reporting and insurance requirements. As of August 31, 2010, the Escuela was in compliance with all ratios except the Long-term debt service coverage ratio. The requirement is 1.1, Escuela's ratio was 0.29. The Escuela expects to be in compliance with the Long-term debt service coverage ratio in the next fiscal year due to an expanded contract with DPS, an aggressive fund-raising campaign and additional operating efficiency measures. As of August 31, 2009, the Escuela was in compliance with all ratios except the Long-term debt service coverage ratio. The requirement is 1.1, Escuela's ratio was 1.03.

NOTE 5- ASSETS WHOSE USE IS LIMITED - TRUSTEE HELD FUNDS

Pursuant to the Loan Agreement (as described in Note 4), the Escuela is required to have \$60,000 on deposit in a Bond Reserve Fund with the Trustee to be used in the event moneys are insufficient to make debt service payments when due. As of August 31, 2010, the bond reserve fund had a balance of \$0. As of August 31, 2009, the Bond Reserve Fund had a balance of \$60,035. The shortfall was approved by the Trustee and an agreement to replenish the fund is in place.

Trustee held funds are invested by the Trustee in various short-term investment vehicles and are reflected at their fair market value.

The Escuela's contract with Denver Public Schools requires that 3% of the annual funding be set aside in the TABOR Reserve held by the District. As of August 31, 2010, the required reserve amount is \$24,547 and is reflected in assets whose use is limited and accrued expenses in the statement of financial position.

NOTE 6- TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets consists of the following as of August 31:

	2010	2009
Time restrictions: General operating support	\$ 5,000	\$ 18,500
Child care programs	58,333	0
Primary classrooms	0	20,000
Expelled and at-risk students	86,113	129,169
Total temporarily restricted net assets	\$ 149,446	\$ 167,669

NOTE 7-ACCRUED EXEPNSES

Accrued expenses consist of the following as of August 31:

	2010	2009
Accrued vacation	\$ 9,411	\$ 7,206
Accrued expenses	5,212	3,433
Accrued reserve – Tabor	24,547	17,561
Current payroll liabilities	26,222	19,768
Total	\$ 65,392	\$ 47,968

NOTE 8- LINE OF CREDIT

The Escuela had a line of credit with American National Bank with a credit limit of \$25,000, an interest rate of 10.25%, and a maturity date of November 28, 2008. The line of credit was not renewed upon maturity and was closed. The outstanding balance as of August 31, 2010 and 2009, was \$0 and \$2,988.

In November of 2009, the Escuela obtained a line of credit with Seedco Financial with a credit limit of \$90,000, interest at 8% and a maturity of October 2012. The outstanding balance as of August 31, 2010, was \$60,000.

August 31, 2010

NOTE 9- LONG-TERM DEBT

The Escacia flad the following foring term describer agree or,	2	010	2009
Note payable to the City and County of Denver, dated September 27, 1995, fourth amendment dated November 2, 2004, amended amount	•	0	\$ 200.138
\$305,138, secured by 2 nd Deed of Trust, payments deferred (see below)	Ψ		
Total	\$	0	\$ 200,138

In November 2004, the City and County of Denver amended its agreement with the Escuela in an effort to assist the Escuela in its mission to provide education and opportunities to low-income families. The payment terms of the Note were amended as follows: Repayment of the current outstanding balance of \$305,138 shall be deferred provided the Escuela remains in compliance with its obligations pursuant to the Loan Agreement. The Note's outstanding balance shall automatically be reduced by \$21,000 for each calendar year of compliance and shall be forgiven in full on January 1, 2020. The obligations include, without limitation, using the property to assist low and moderate income households and individuals, which assistance shall be documented to the satisfaction of the City's Division of Housing and Neighborhood Development.

In January of 2010, the City and County of Denver forgave the outstanding loan amount of \$200,138 note in full.

NOTE 10- OBLIGATIONS UNDER CAPITAL LEASES

The Escuela leases security and telephone equipment under capital leases which expires in 2009 and 2011. The leases have been recorded in the accompanying financial statements at the present value of future minimum lease payments, discounted at an interest rate of 12.5%. The cost of the equipment and accumulated depreciation, was \$17,454 and \$7,071, respectively, at August 31, 2010.

Future minimum lease payments under the capital leases are:

\$ 905 2011

NOTE 11-DONATIONS IN-KIND

The value of donated materials and services included in contributions and the corresponding expenditures for the years ended August 31, are as follows:

	2010	2009
Contributions: Donated services Total contributions:	\$ 91,351 \$ 91,351	\$ 79,488 \$ 79,488
Expenditures:		
Contract labor	\$ 24,224	\$ 65,527
Repairs and maintenance	20,497	13,961
Professional fees	46,630	0
Supplies	0	0
Total expenditures:	\$ 91,351	\$ 79,488

August 31, 2010

NOTE 11-DONATIONS IN-KIND-continued

Donated services consist of tutoring and maintenance. The Escuela also receives donated services that do not meet the recognition requirements under SFAS No. 116. These include clerical and janitorial services with a fair market value of \$29,814 as of August 31, 2010 and \$22,431 as of August 31, 2009.

NOTE 12-SERVICES INCOME

The Escuela has a contract with Denver Public School District to provide educational services to at-risk students in grades 1 to 12 in a non-traditional educational environment. The current contract requires the Escuela to serve up to 129 full-time students in the 2010-2011 school year. The contract amount is equal to 88% of the applicable per pupil revenues paid to the District from the Colorado Department of Education. The contract amount for 2010-2011 school year is \$7,724 per student with an estimated 129 full-time students, or \$876,828.

The contract amount for the 2009-2010 school year was \$7,689 per student, or \$575,150.

The contract is renewed on a year-to-year basis and represents approximately 46% of Escuela's total revenues.

NOTE 13-TUITION AND BOOKS

The Escuela charges tuition and an annual book fee for the Circulo Montessori program on a sliding scale based on the ability of the student's family to pay.

NOTE 14-NET INVESTMENT INCOME

The following schedule summarizes the investment income reported in the statement of activities:

	2010	2009
Interest and dividend income	\$ 90	\$ 695
Net investment income	\$ 90	\$ 695

NOTE 15-COMMITMENTS AND CONTINGENCIES

Operating Lease

The Escuela leases office equipment under an operating lease which expires in 2012.

Future minimum lease payments under the operating lease are:

2011	\$ 9,504
2012	9,504

NOTE 15-COMMITMENTS AND CONTINGENCIES-continued

Noncompliance with Donor-imposed Restrictions

As of August 31, 2010, the Organization's non-compliance with donor time restrictions resulted from the organization's failure to maintain an appropriate composition of assets in amounts needed to comply with all donor time restrictions. Total donor time restrictions were \$149,446, (see Note 6), while cash and receivables available to comply with those time restrictions were \$142,088, a deficit of \$(7,358). The circumstances causing the non-compliance are that the Organization is using net assets restricted for next year to fund current year operations.

As of August 31, 2009, the Organization's non-compliance with donor time restrictions resulted from the organization's failure to maintain an appropriate composition of assets in amounts needed to comply with all donor time restrictions. Total donor time restrictions were \$167,669, (see Note 6), while cash and receivables available to comply with those time restrictions were \$28,826, a deficit of \$(138,843). The circumstances causing the non-compliance are that the Organization is using net assets restricted for next year to fund current year operations.

Payroll Taxes

During a prior year, the Escuela was issued a Notice of Federal Tax Liens for nonpayment of federal payroll taxes. The lien related to the periods ended June 30 2005, September 30 2005, December 31 2005, March 31 2006, June 30 2006, September 30 2006 and December 31, 2006. As of August 31, 2008, the Escuela owed federal payroll taxes of \$25,328. Interest and penalties paid related to the past due amounts as of August 31, 2009.

On August 15, 2009, the Escuela paid all of the outstanding taxes, penalties and interest due and all liens were released.

NOTE 16-RETIREMENT PLAN

The Organization implemented a Simple IRA plan in November of 2005. Employees can contribute up to the annual maximum contribution set by the IRS. The Organization matches employee contributions up to 3%. Contributions for the year ended August 31, 2010 and 2009, were \$400 and \$0, respectively.

NOTE 17-FAIR VALUE OF FINANCIAL INSTRUMENTS

Assets and Liabilities Measured on a Recurring Basis

Following is a description of the valuation methodologies used for assets and liabilities measured at fair value.

Cash and cash equivalents, receivables, accounts payable and accrued expenses, and short-term notes and liabilities: Level 1: the carrying amounts reported in the statements of financial position approximate fair values because of the short maturities of those instruments.

NOTE 17-FAIR VALUE OF FINANCIAL INSTRUMENTS-continued

The following table sets forth the Organization's assets at fair value as of August 31:

	2010	2009
Financial assets: Cash and cash equivalents Receivables	\$ 21,394 120,696	\$ 2,032 26,794
Financial liabilities: Payables and accrued expenses Short-term notes and liabilities	238,603 25,904	129,188 50,947

NOTE 18- SUBSEQUENT EVENTS

The Escuela expanded its contract with Denver Public Schools to include the elementary school under PPOR which will result in estimated additional income of \$270,000 for fiscal year 2010-2011.

The Organization did not have any subsequent events through November 10, 2010, which is the date the financial statements were available to be issued (or "were issued" based on clients facts and circumstances) for events requiring recording or disclosure in the financial statements for the year ended August 31, 2010.