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# RUSSELL, BRIER & CO. LLP

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#### INDEPENDENT AUDITOR'S REPORT

To the Board of Directors Bread of Life, Inc. Malden, Massachusetts

We have audited the accompanying consolidated financial statements of the Bread of Life, Inc. (a Massachusetts non-profit corporation), which comprise the consolidated statements of financial position as of December 31, 2017 and 2016, and the related consolidated statements of activities, cash flows, and functional expenses for the years 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 consolidated 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 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 consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 the accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

To the Board of Directors Bread of Life, Inc. Page 2

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 consolidated financial statements referred to above presented fairly, in all material respects, the financial position of Bread of Life, Inc. as of December 31, 2017 and 2016, and the changes in its net assets, cash flows, and functional expenses for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Sussell Aries = 4. CLP
Certified Public Accountants

Certified Public Accountants
Boston, Massachusetts

November 9, 2018

# BREAD OF LIFE, INC. CONSOLIDATED STATEMENTS OF FINANCIAL POSITION DECEMBER 31, 2017 AND 2016

# **ASSETS**

	2017		2016	
Cash and cash equivalents Accounts receivable - government grants Pledges receivable, net Prepaid insurance Prepaid expense	\$	525,198 27,669 22,895 5,475	\$	383,880 37,283 34,532 1,218 6,513
Fixed Assets Building Equipment Vehicles Total fixed assets Less: accumulated depreciation		750,000 8,099 71,834 829,933 (131,052)		750,000 7,097 71,834 828,931 (105,002)
Net fixed assets		698,881		723,929
Total assets	\$	1,280,118	\$	1,187,355
LIABILITIES AND NET	ASSETS	;		
Payables and accrued expenses Mortgage notes Tri-Cap note Total liabilities	\$	12,089 713,884 100,000 825,973	\$	12,072 750,000 100,000 862,072
Net Assets Unrestricted Temporarily restricted Total net assets		231,630 222,515 454,145		213,437 111,846 325,283
Total liabilities and net assets	\$	1,280,118	\$	1,187,355

# BREAD OF LIFE, INC. CONSOLIDATED STATEMENTS OF ACTIVITIES FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

				2017		
			Tei	mporarily		
	Unr	estricted		estricted	Total	2016
Support and Revenue						
Public Support						
Government grants	\$	53,548	\$	-	\$ 53,548	\$ 38,544
Foundation and private grants		196,532		143,536	340,068	185,973
Fundraising events, gifts, & contributions		181,342		_	 181,342	324,888
Total public support		431,422		143,536	 574,958	549,405
Other Revenue						
Interest Income		80		-	80	115
Other Revenue		3,828		-	3,828	2,263
Donated space, goods & services		260,603		_	260,603	258,282
Net assets released from restrictions		32,867		(32,867)	 	
Total other revenue	<b></b>	297,378		(32,867)	 264,511	260,660
Total support and revenue	,,,,,	728,800		110,669	 839,469	810,065
Functional expenses						
Program services					107.020	100.077
Meals program - purchased		197,039		-	197,039	190,977
Meals program - donated		231,797		-	231,797	221,134
Food pantry - purchased		156,147		-	156,147	151,374 29,843
Food pantry - donated		21,646		-	 21,646	
Total program services		606,630			 606,630	593,328
Supporting services					^-	00.107
Administrative - purchased		55,925		-	55,925	80,197
Administrative - donated		7,160		-	7,160	7,305
Fundraising - purchased		40,892		-	 40,892	39,602
Total supporting services		103,977			 103,977	<u>127,104</u>
Total functional expenses	***************************************	710,607			 710,607	720,432
Change in net assets		18,193		110,669	128,862	89,633
Net assets, beginning of year		213,437		111,846	 325,283	235,650
Net assets, end of year	\$	231,630	\$	222,515	\$ 454,145	\$ 325,283

# BREAD OF LIFE, INC. CONSOLIDATED STATEMENTS OF ACTIVITIES FOR THE YEAR ENDED DECEMBER 31, 2016

	2016			
	Unrestricted	Restricted	Total	
Support and Revenue				
Public Support				
Government grants	\$ 38,544	\$ -	\$ 38,544	
Foundation and private grants Fundraising events, gifts, & contributions	141,913 324,888	44,060	185,973 324,888	
Total public support	505,345	44,060	549,405	
Other Revenue				
Interest Income	115	-	115	
Other Revenue	2,263	-	2,263	
Donated space, goods & services	258,282	-	258,282	
Net Assets Released from Restrictions	176,606	(176,606)		
Total other revenue	437,266	(176,606)	260,660	
Total support and revenue	942,611	(132,546)	810,065	
Functional expenses				
Program services				
Meals program - purchased	190,977	-	190,977	
Meals program - donated	221,134	-	221,134	
Food pantry - purchased	151,374	-	151,374	
Food pantry - donated	29,843	•	29,843	
Total program services	593,328		593,328	
Supporting services				
Administrative - purchased	80,197	-	80,197	
Administrative - donated	7,305	-	7,305	
Fundraising - purchased	39,602		39,602	
Total supporting services	127,104	-	127,104	
Total functional expenses	720,432		720,432	
Change in net assets	222,179	(132,546)	89,633	
Net assets, beginning of year	(8,742)	244,392	235,650	
Net assets, end of year	\$ 213,437	\$ 111,846	\$ 325,283	

# BREAD OF LIFE, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

	2017		2016	
Cash flows from operating activities:				
Change in net assets	\$	128,862	\$	89,633
Adjustments to reconcile change in net assets to net cash provided (used) by operating activities:				
Depreciation		26,050		25,533
Decrease in accounts receivable		9,614		2,118
Decrease in pledges receivable		11,487		12,500
(Increase) / decrease in prepaid expenses		2,406		(3,303)
Increase in accounts payable & accrued expenses		17		5,993
(Decrease) on mortgage notes payable		(36,116)		
Net cash provided by operating activities		142,320		132,474
Cash flows from investing activities:				
Purchase of property, plant and equipment		(1,002)		(2,077)
Net cash provided by investing activities	***************************************	(1,002)		(2,077)
Net increase in cash		141,318		130,397
Cash, beginning of year		383,880		253,483
Cash, end of year	\$	525,198	\$	383,880

# BREAD OF LIFE, INC. CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

2017 Program Administrative Fundraising 2016 Expense Expenses Expenses Total 200,651 \$ 193,455 20,065 20,065 Salaries and wages \$ 160,521 \$ 2,011 2,011 20,105 16,662 16,084 Payroll taxes 37,709 37,874 30,167 3,771 3,771 Employee benefits 9,500 750 750 7,500 Accounting services 6,000 23,814 1,444 14,444 Client food and personal items 11,555 1,444 25,533 26,050 Depreciation 26,050 Marketing 151 3,299 412 4,121 Fees and licenses 3,297 412 12,440 16,655 1,244 Insurance 9,952 1,244 6,291 558 5,584 Office and program supplies 4,467 558 48,952 25,100 Other professional fees 39,162 4,895 4,895 1,946 Postage and delivery 1,363 1,090 136 136 661 35 349 Printing and copying 279 35 1,219 1,219 12,186 7,631 Rental space 9,749 6,825 Occupancy 4,823 3,230 404 404 4,038 Telephone 16,907 1,973 19,725 Utilities 15,780 1,973 7,441 300 2,996 Van expenses 2,397 300 Interest expense 15,033 15,033 40,595 16,987 1,676 16,758 Miscellaneous 13,406 1,676 40,892 450,004 462,150 Subtotal 353,187 55,925 Donated goods and services 7,160 7,305 Volunteer services 7,160 231,797 229,459 Client food and personal items 231,797 Space/facility usage and parking 21,646 21,518 21,646 260,603 258,282 7,160 Subtotal 253,443 \$ 720,432 Total functional expenses 606,630 63,085 40,892 710,607

# BREAD OF LIFE, INC. CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2016

2016 Fundraising Administrative Program Total Expense Expenses Expenses 193,455 Salaries and wages \$ 154,764 19.346 \$ 19,345 13,330 1,666 1,666 16,662 Payroll taxes 37,874 Employee benefits 30,300 3,787 3,787 950 9,500 950 Accounting services 7,600 Client food and personal items 19,051 2,381 2,382 23,814 25,533 Depreciation 25,533 15 151 15 Marketing 121 3,299 Fees and licenses 2,639 330 330 16,655 Liability insurance 13,323 1,666 1,666 6,291 629 629 Office and program supplies 5,033 25,100 2,510 2,510 Other professional fees 20,080 195 195 1,946 Postage and delivery 1,556 66 661 Printing and copying 529 66 7,631 763 763 Rental space 6,105 6,825 Occupancy 5,461 682 682 482 4,823 482 Telephone 3,859 16,907 Utilities 13,525 1,691 1,691 7,441 744 744 Van expenses 5,953 40,595 40,595 Interest expense 1,699 1.699 16,987 Miscellaneous 13,589 462,150 342,351 80,197 39,602 Subtotal Donated goods and services 7,305 Volunteer services 7,305 229,459 Client food and personal items 229,459 21,518 Space/facility usage and parking 21,518 Subtotal 7,305 258,282 250,977 720,432 39,602 87,502 Total functional expenses 593,328

### Note 1 - Operations and Not-for-Profit Status

Bread of Life, Inc. is a local volunteer organization composed of 45 partners that include churches, synagogues, high schools, businesses, and public service groups from the communities such as Everett, Malden, Medford, Melrose, Reading, Stoneham and Wakefield. Bread of Life, Inc. collaborates with local agencies to help low-income people obtain housing, shelter, furniture, counseling, food and healthcare. In 2017 over 1,057.000 meals were distributed to those in need and in 2016 over 1,056,000 meals were distributed through Bread of Life, Inc.'s food programs.

Bread of Life, Inc. (the "Organization") was incorporated in 1992 under the provisions of Massachusetts General Laws Chapter 180 and qualifies as a tax-exempt, not-for-profit corporation under Section 501c(3) of the Internal Revenue Code. Bread of Life, Inc. has been classified as an organization which is not a private foundation under Section 509(a); accordingly, contributions made to this Organization qualify for the maximum charitable deduction for federal income tax purposes.

# Note 2 - Summary of Significant Accounting Policies

#### - Basis of Accounting

The Organization prepares its financial statements in accordance with accounting principles generally accepted in the United States of America.

#### - Basis of Presentation

The Organization follows FASB Accounting Standards Codification ASC No. 958, "Financial Statements of Not-for-Profit Organizations". Under ASC No. 958, the Organization is required to report information regarding its financial position and activities according to three classes of net assets (unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets) based upon the existence or absence of donor imposed restrictions. At year end, there were no permanently restricted net assets.

These financial statements have been prepared to focus on the Organization as a whole and to present balances and transactions according to the existence or absence of donor-imposed restrictions.

#### Consolidated Financial Statements

The consolidated financial statements include the accounts of the Organization and its wholly owned subsidiary, 54 Eastern Ave Malden LLC.

# Note 2 - Summary of Significant Accounting Policies (continued)

#### - Cash and Cash Equivalents

Statements of cash flows are designed to show the change in cash and cash equivalents during the year. Cash equivalents are defined as short-term (maturity of three months or less), highly liquid investments that are both readily convertible to cash and are so near maturity that fluctuations in interest rates lead to insignificant risk of changes in investment value. The Organization did not hold any cash equivalents as of December 31, 2017 and 2016.

#### - Accounts Receivable

Accounts receivable - government grants represent amounts which are due from cost reimbursement grants administered by local government agencies. Management considers these amounts to be fully collectible. Therefore, there is no provision for uncollectible accounts receivable.

#### - Contributions

The Organization follows FASB Accounting Standards Codification ASC No. 958, Financial Statements of Non-for-Profit Organizations". ASC No. 958 requires that contributions be recorded as receivables and revenues and requires the Organization to distinguish between contributions received for each net asset category in accordance with donors' imposed restrictions. Contributions may include gifts of cash, collection items, or promises to give.

Contributions, including unconditional promises to give, are recognized as revenues in the period received. Conditional promises to give are not recognized until they become unconditional, that is, at the time when the condition on which they depend are substantially met.

Contributions of assets other than cash are reported at their estimated fair value. Contributions to be received after one year are discounted at an appropriate discount rate commensurate with the risk involved.

Amortization of discounts are recorded as additional contribution revenue in accordance with donor-imposed restrictions, if any, on the contributions. An allowance for uncollectible contributions receivable is provided based upon management's judgment of potential defaults.

# Note 2 - Summary of Significant Accounting Policies (continued)

#### - Contributions (continued)

The determination includes such factors as prior collection history, type of contribution, and nature of fund raising activity. Intentions to give, which are not legally enforceable, are not recorded until actually received.

Support that is restricted by the donor is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction, until the restriction expires, at which time temporarily restricted net assets are reclassified to unrestricted net assets.

The Organization has elected to report restricted contributions whose restrictions are met in the same reporting period as unrestricted support.

#### - Property and Equipment

The Organization records property and equipment at cost at the date of acquisition. The Financial Accounting Standards Board (FASB) of the AICPA requires recognition of depreciation for long-lived assets for financial statements of not-for-profit organizations. Depreciation expense was \$26,050 and \$25,533 for the years ended December 31, 2017 and 2016 respectively.

Depreciation is based on the straight-line method over the estimated useful lives of the assets as follows:

	Years
Building	39
Equipment	5
Vehicles	5

#### - Compensated Absences

Employees of the Organization are entitled to paid vacations, paid sick days off, depending on job classification, length of service, and other factors. It is impractical to estimate the amount of compensation for future absences, and accordingly, no liability has been recorded in the accompanying statements.

The Organization's policy is to recognize the costs of compensated absences when actually paid to employees.

### Note 2 - Summary of Significant Accounting Policies (continued)

#### - Income Tax

The Organization is a not-for-profit corporation as described in Section 501c(3) of the Internal Revenue code and is generally exempt from Federal income taxes under Section 501(a). Management believes the tax exempt status will be maintained in the future.

#### - Estimates

The presentation of financial statements in conformity with generally accepted accounting principles requires the use of management's estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

#### - Reclassifications

Certain amounts in the prior year financial statements have been re-classed for comparative purposes to conform to the presentation in the current year financial statements.

#### - Functional Expenses

In accordance with generally accepted accounting principles, the Organization allocates its expenses on a functional basis among its various programs and support services. Expenses that can be identified with a specific program and support service are allocated directly according to their natural expense classification.

### Note 3 - Restrictions on Net Assets

Temporarily restricted net assets are restricted to:

Building Fund (Capital Campaign) \$ 222,515

# Note 4 - Net Assets Released from Restrictions

Temporarily restricted net assets released from restrictions for 2017:

Building Fund (Capital Campaign) \$ 32,867

# Note 5 - Pledges Receivable

Pledges receivable represent unconditional promises to give over a period of time. Pledges expected to be collected after December 31, 2017 are recorded at a net present value based on U.S. Treasury securities yields with maturity dates similar to the collection period.

The following is a schedule of pledges receivable at December 31, 2017.

Year of Collection	Amount		
2018	\$	23,300	
2019		800	
Years thereafter		_	
Gross pledges Less:		24,100	
Allowance for uncollectible		(1,205)	
Net pledges	\$	22,895	

# Note 6 - In-Kind Donations

ASC No. 958 requires the fair value of donated services to be recognized in the financial statements which either create or enhance a non-financial asset or require specialized skills which would need to be purchased if not donated.

The Organization had in-kind contributions of the following:

2017		2016		
Rent	\$	11,596	\$	11,468
Parking		10,050		10,050
Pantry/Meals		205,570		201,640
Professional Services		7,160		7,260
Restaurant meals		10,800		-
Program supplies		11,020		15,364
Clothing		4,407		12,500
Total	\$	260,603	\$	258,282

# Note 7 - Volunteer Services

A total of approximately 24,000 volunteer hours each year for 2017 and 2016 respectively, are not included in these financial statements as they do not meet the criteria for recognition.

# Note 8 - Acquisition of 54 Eastern Ave Malden LLC

On August 14, 2013 the Organization and Tri-City Community Action Program, Inc. (Tri-Cap) created a limited liability company to purchase a building at 54 Eastern Avenue in Malden, Massachusetts with a purchase price of \$750,000. The limited liability company formed was 54 Eastern Ave Malden, LLC. The Organization's initial interest in the jointly created LLC was 46.7% of the LLC.

On April 23, 2015 Tri-Cap filed for chapter 11 bankruptcy in the US Bankruptcy court for the District of Massachusetts. On August 27, 2015 the Organization and Tri-Cap entered into an agreement in which Tri-Cap redeemed its remaining Interest in the LLC for a promissory note in the agreed-upon amount of \$100,000 payable on certain conditions. The Bankruptcy Court approved the agreement on September 17, 2015. As a result of the acquisition, the Organization is expected to continue the project of developing affordable apartments, administrative offices, a food pantry, dining room and kitchen on the property (the "Project").

It is expected that the operations of the LLC will be predominantly supported by contributions. As such, the excess of liabilities assumed over assets acquired is immediately written off as a separate charge in the statement of activities.

The following table summarizes the consideration paid for the LLC and the amounts of the assets acquired and liabilities assumed at the acquisition date.

### At September 17, 2015:

Consideration Promissory note Fair value of the Organization's interest in the LLC before the	\$ 100,000
business combination	11,500
Total	\$ 111,500
Recognized amounts of identifiable assets acquired and liabilities assumed	
Financial assets Building	\$ 3,042 775,000
Long Term Debt assumed	(775,000)
Total identifiable net assets  Excess of liabilities assumed over assets acquired	3,042 108,458
Total	\$ 111,500

### Note 9 - Notes Payable

The Tri-CAP Note will be paid upon closing of the Project affordable housing financing sources to the extent qualified as costs of the affordable housing portion of the Project. If the Project does not proceed because of the termination or lapse of the Special Permit granted to the Project by the City of Malden (or any successor permit for an affordable housing Project), then, for the 180 day period following such termination or lapse, the LLC shall not make any distributions of cash or return capital proceeds to its members and shall have the option (but not the obligation) to pay the balance then due and owing under the Tri-Cap note.

At the end of the 180 day period if the Tri-Cap Note is outstanding, to the extent the Tri-CAP Note is not paid from Project financing sources, whether or not the Project is modified or abandoned by the Organization or the LLC as permitted, then the Tri-CAP Note will be paid out of any distributions of excess cash or capital proceeds of the LLC to the members of the LLC, pari passu with the Existing Bread of Life Expenses and any other capital contributions to the LLC. Bread of Life's capital contributions as of the date hereof are \$50,000 (the "Existing Bread of Life Expenses").

In addition, the LLC shall not accept any grant money that reimburses the Existing Bread of Life Expenses unless the Tri-CAP Note is paid in full or otherwise reimbursed on a pari passu basis to the extent of such grant money. The LLC may not make distributions of cash or return capital proceeds to its members or accept restricted grant money that reimburses the Existing Bread of Life Expenses until the Tri-CAP Note is satisfied in full. In addition, the Tri-CAP Note shall be prepayable by the LLC, without penalty, at any time.

# Note 10 - SIMPLE- IRA Retirement Savings Plan

The Organization maintains a SIMPLE-IRA retirement plan for eligible employees. The Organization makes a matching contribution to the account of each eligible employee who is employed at the company at year end up to 3% of the employee's salary earned during the year. Expenses related to the plan for 2017 and 2016 were \$4,172 and \$3,974 respectively.

### Note 11 - Taxes

The Organization evaluates tax positions taken, or expected to be taken, in its tax returns to determine whether tax positions are more-likely-than-not of being sustained by the applicable federal or state authority.

### Note 11 - Taxes (continued)

The Organization has evaluated the tax positions taken in its previously filed returns and those expected to be taken in 2017 returns and believes they are more-likely-than-not of being sustained if examined by federal or state authorities. The Organizations' 2014 through 2016 tax years remain subject to examination by federal and state authorities.

54 Eastern Ave Malden, LLC was required to file a partnership tax returns in 2014 - 2016. However, tax returns for those years were not filed and the ramifications is uncertain. If there is a penalty assessed for not filing, it is believed that it will not be material in amount and, therefore, has not been recorded in the financial statements.

### Note 12 - Subsequent Events

The Organization has performed an evaluation of subsequent events through November 9, 2018 which is the date that financial statements for Bread of Life, Inc. was issued.