Financial Statements and Independent Auditors' Report for the years ended December 31, 2020 and 2019

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Independent Auditors' Report

To the Board of Directors of The Periwinkle Foundation:

We have audited the accompanying financial statements of The Periwinkle Foundation, which comprise the statements of financial position as of December 31, 2020 and 2019 and the related statements of activities, of functional expenses, and of cash flows for the years then ended, and the related notes to the financial statements.

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.

Auditors' Responsibility – Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform our audits 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 auditors' 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.

Opinion – In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Periwinkle Foundation as of December 31, 2020 and 2019 and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

June 29, 2021

Blazek & Vetterling

Statements of Financial Position as of December 31, 2020 and 2019

	<u>2020</u>	<u>2019</u>
ASSETS		
Cash Contributions receivable Prepaid expenses and other assets Investments (Note 3)	\$ 1,158,983 9,899 40,755 	\$ 769,005 32,264 37,238 1,034,501
TOTAL ASSETS	<u>\$ 2,369,339</u>	<u>\$ 1,873,008</u>
LIABILITIES AND NET ASSETS		
Liabilities: Accounts payable and accrued expenses Refundable advance – Paycheck Protection Program (<i>Note 4</i>) Deferred revenue – special events	\$ 20,225 105,700 6,306	\$ 36,783 <u>49,748</u>
Total liabilities	132,231	86,531
Net assets: Without donor restrictions (Note 5) With donor restrictions (Note 6)	2,152,209 84,899	1,688,380 98,097
Total net assets	2,237,108	1,786,477
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 2,369,339</u>	<u>\$ 1,873,008</u>
See accompanying notes to financial statements.		

Statement of Activities for the year ended December 31, 2020

	WITHOUT DONOR RESTRICTIONS	WITH DONOR RESTRICTIONS	<u>TOTAL</u>
REVENUE:			
Contributions (<i>Note 7</i>) Special events Cost of direct donor benefit of special events Net investment return Other income	\$ 644,057 903,882 (84,247) 68,086 	\$ 231,765	\$ 875,822 903,882 (84,247) 68,086 7,111
Total revenue	1,538,889	231,765	1,770,654
Net assets released from restrictions: Program expenditures Expiration of time restrictions Total	226,867 18,097 1,783,853	(226,867) (18,097) (13,199)	1,770,654
EXPENSES:			
Program expenses Management and general Fundraising Total expenses	851,798 181,192 287,033 1,320,023		851,798 181,192 287,033 1,320,023
CHANGES IN NET ASSETS	463,830	(13,199)	450,631
Net assets, beginning of year	1,688,380	98,097	1,786,477
Net assets, end of year	<u>\$ 2,152,210</u>	\$ 84,898	\$ 2,237,108

See accompanying notes to financial statements.

Statement of Activities for year ended December 31, 2019

	WITHOUT DONOR RESTRICTIONS	WITH DONOR RESTRICTIONS	<u>TOTAL</u>
REVENUE:			
Contributions (<i>Note 7</i>) Special events Cost of direct donor benefit of special events Net investment return Other income	\$ 730,177 769,300 (103,338) 104,705 	\$ 332,411	\$ 1,062,588 769,300 (103,338) 104,705
Total revenue	1,506,535	332,411	1,838,946
Net assets released from restrictions: Program expenditures Expiration of time restrictions Total	366,258 51,539 1,924,332	(366,258) (51,539) (85,386)	1,838,946
EXPENSES:			
Program expenses Management and general Fundraising	1,261,559 194,979 304,671		1,261,559 194,979 304,671
Total expenses	1,761,209		1,761,209
CHANGES IN NET ASSETS	163,123	(85,386)	77,737
Net assets, beginning of year	1,525,257	183,483	1,708,740
Net assets, end of year	<u>\$ 1,688,380</u>	\$ 98,097	<u>\$ 1,786,477</u>
See accompanying notes to financial statements.			

The Periwinkle Foundation

Statements of Functional Expenses for the years ended December 31, 2020 and 2019

		PROGRAM EXPENSES		NAGEMENT O GENERAL	<u>FU</u>	NDRAISING	2020 <u>TOTAL</u>
Salaries and related benefits Professional fees Supplies Occupancy Printing Camp rental Bank and credit card fees Insurance Postage and delivery Transportation Other Total expenses	\$ 	441,165 229,414 67,717 51,087 9,678 23,467 12,459 11,714 1,555 3,542 851,798	\$ 	75,233 68,807 7,665 8,646 836 17,398 2,108 467 32	\$ 	158,118 44,712 29,447 23,166 15,987 2,776 4,600 4,615 1,917 1,695	\$ 674,516 342,933 104,829 82,899 26,501 23,467 20,174 19,167 16,796 3,504 5,237
Cost of direct donor benefit of special event	s			<u> </u>			84,247
Total							\$ 1,404,270
Percentage of total expenses		64%		14%		22%	100%
		PROGRAM EXPENSES		NAGEMENT O GENERAL	<u>FU</u>	NDRAISING	2019 <u>TOTAL</u>
Salaries and related benefits Professional fees Supplies Occupancy Printing Camp rental Bank and credit card fees Insurance Postage and delivery Transportation Other Total expenses Cost of direct donor benefit of special event		412,106 350,490 155,126 48,744 10,486 226,192 15,377 5,487 32,231 5,320 1,261,559	\$ <u>\$</u>	77,270 70,950 11,131 9,140 671 22,048 2,883 581 305	\$ <u>\$</u>	154,540 57,404 43,802 21,131 15,194 108 5,766 5,830 896	 643,916 478,844 210,059 79,015 26,351 226,192 22,156 24,026 11,898 33,432 5,320 1,761,209 103,338 1,864,547
Percentage of total expenses		72%		11%		17%	100%

See accompanying notes to financial statements.

Statements of Cash Flows for years ended December 31, 2020 and 2019

	<u>2020</u>	<u>2019</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Changes in net assets Adjustments to reconcile changes in net assets to net cash provided by operating activities:	\$ 450,631	\$ 77,737
Net realized and unrealized gain on investments Changes in operating assets and liabilities:	(25,694)	(70,281)
Contributions receivable Prepaid expenses and other assets	22,365 (3,517)	62,218 (2,207)
Accounts payable and accrued expenses Refundable advance – Paycheck Protection Program	(16,558) 105,700	(8,698)
Deferred revenue – special events	(43,442)	37,262
Net cash provided by operating activities	489,485	96,031
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of investments Proceeds from sales of investments Net change in money market funds	(91,950) 1,047 (8,604)	(37,907) 5,080 (5,165)
Net cash used by investing activities	(99,507)	(37,992)
NET CHANGE IN CASH	389,978	58,039
Cash, beginning of year	769,005	710,966
Cash, end of year	<u>\$ 1,158,983</u>	<u>\$ 769,005</u>
See accompanying notes to financial statements.		

Notes to Financial Statements for the years ended December 31, 2020 and 2019

NOTE 1 – ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization – The Periwinkle Foundation (Periwinkle), a Texas non-profit corporation founded in 1983, is dedicated to developing and providing programs that enrich the lives of children, young adults and families who are challenged by cancer and other life threatening illnesses and are cared for at Texas Children's Hospital. Periwinkle Camps, Arts and Survivor programs make a positive impact in the lives of approximately 14,000 children, teens and families each year.

Periwinkle Camps

<u>Camp Periwinkle</u> – Founded in 1983, a week-long summer camp for children ages 7 to 15 treated at Texas Children's Cancer and Hematology Centers and their siblings. It is a safe, emotionally healing environment that gives patients and their siblings the opportunity to grow in independence and self-esteem and leave camp a stronger survivor.

<u>Camp YOLO (You Only Live Once)</u> – Founded in 1998, addresses the challenges faced by adolescents ages 13 to 18 treated at Texas Children's Hospital's Cancer, Hematology, Cardiology, Rheumatology, Retrovirology, Allergy and Immunology Clinics. For two weekends each year, these young people have the chance to rejuvenate with others who understand their struggles, anxieties and fears.

<u>Family Camp</u> – Founded in 2009, for families with children challenged by cancer. This camp provides opportunities for families to get away from the hospital routine, create cherished memories and bond with other families who understand the stresses associated with a child's diagnosis.

<u>Periwinkle Day Camp</u> – Founded in 2016, a week-long summer day camp for approximately 65 children with cancer ages 7 to 12 and their siblings. The camp provides children the magic of Camp Periwinkle in Houston where they participate in activities including sports, arts and crafts, outdoors and team building.

<u>Camp Periwinkle Days at Texas Children's Hospital</u> transforms the waiting room of the Texas Children's Cancer and Hematology Centers into a summer camp. The two-day camp is packed with games, prizes and activities to positively change and enrich the lives of children challenged by cancer under care at the hospital.

Periwinkle Arts In Medicine Program

The mission of the Periwinkle Arts In Medicine Program (PAIM) at Texas Children's Cancer and Hematology Centers is to provide enjoyable and educational art activities that give children, young adults, families and caregivers affected by pediatric cancer and blood disorders the opportunity for self-expression, empowerment and healing through the arts.

Artistic activities by and for children create opportunities for self-expression, empowerment and development of coping skills. Making music, singing songs, performing dance, producing plays, writing and telling stories, and decorating spaces with visual art enhances the healing environment and treatment experience. PAIM provides art exposure in a variety of settings, including outpatient and inpatient care areas.

Periwinkle Long-Term Survivor Program

The Long-Term Survivor Program began in 2008 and is designed to reach older teens and young adult cancer survivors. This program has grown to include retreats, social gatherings and educational programs geared at providing opportunities for survivors to share experiences, gain knowledge and life skills, and give back to the cancer community.

<u>Basis of accounting</u> – The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

<u>Federal income tax status</u> – Periwinkle is exempt from federal income tax under §501(c)(3) of the Internal Revenue Code and is classified as a public charity under §509(a)(1) and §170(b)(1)(A)(vi).

<u>Cash concentration</u> – Bank deposits exceed the federally insured limit per depositor per institution.

<u>Contributions receivable</u> that are expected to be collected within one year are recorded at net realizable value. Contributions receivable that are expected to be collected in future years are discounted to estimate the present value of future cash flows. An allowance for uncollectible contributions receivable is provided when it is believed that contributions may not be collected in full. Contributions receivable at December 31, 2020 are expected to be collected within one year.

It is Periwinkle's policy to write off receivables against the allowance when management determines the receivable will not be collected. The amount of bad debt expense or loss on valuation of contributions receivable recognized each period and the resulting adequacy of the allowance at the end of each period are determined using a combination of historical loss experience and individual account-by-account analysis of receivable balances. It is possible that management's estimate regarding the collectability of the balances will change in the near term resulting in a change in the carrying value of contributions receivable.

<u>Investments</u> are reported at fair value. Net investment return consists of interest and dividends, realized and unrealized gains and losses, net of external and direct internal investment expenses.

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

- *Net assets without donor restrictions* are not subject to donor-imposed restrictions even though their use may be limited in other respects such as by contract or board designation.
- Net assets with donor restrictions are subject to donor-imposed restrictions. Restrictions may be temporary in nature, such as those that will be met by the passage of time or used for a purpose specified by the donor, or may be perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. Net assets are released from restrictions when the stipulated time has elapsed, or purpose has been fulfilled, or both.

Contributions are recognized as revenue at fair value when an unconditional commitment is received from the donor. Contributions received with donor stipulations that limit their use are classified as *with donor restrictions*. Conditional contributions are subject to one or more barriers that must be overcome before Periwinkle is entitled to receive or retain funding. Conditional contributions are recognized as revenue at fair value when the conditions have been met. Funding received before conditions are met is reported as refundable advances. In 2020, 23% of contributions was from one donor.

Non-cash contributions — Donated assets, materials, and use of facilities are recognized at fair value as unrestricted contributions when an unconditional commitment is received from the donor. The related expense is recognized as the item is used. Contributions of services are recognized when services received (a) create or enhance nonfinancial assets or (b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation.

<u>Special events</u> revenue includes elements of both contributions and exchange transactions and are recognized when an event occurs. Cost of direct donor benefits provided represents the costs of goods and services provided to event attendees. Amounts received in advance are reported as deferred revenue.

<u>Functional allocation of expenses</u> – Expenses are reported by their functional classification. Program services are the direct conduct or supervision of activities that fulfill the purposes for which the organization exists. Fundraising activities include the solicitation of contributions of money, securities, materials, facilities, other assets, and time. Management and general activities are not directly identifiable with specific program or fundraising activities. Expenses that are attributable to more than one activity are allocated among the activities benefitted. Salaries and related costs, supplies, occupancy, and equipment repairs and maintenance are allocated on the basis of a time and effort study.

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

Recent financial accounting pronouncement – In February 2016, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2016-02, *Leases (Topic 842)*. Under this ASU, a lessee should recognize in the statement of financial position a lease liability and a lease asset representing its right to use the underlying asset for the term of the lease for both finance and operating leases. An entity may make an accounting policy election not to recognize lease assets and lease liabilities for leases with a term of 12 months or less. Recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee have not changed significantly. Qualitative and quantitative disclosures are required to enable users of financial statements to assess the amount, timing and uncertainty of cash flows arising from leases. The ASU is effective for fiscal periods beginning after December 15, 2021. Periwinkle plans to adopt this ASU for its fiscal year ending December 31, 2022. Management has not yet determined the impact adoption of this ASU will have on the financial statements.

NOTE 2 – LIQUIDITY AND AVAILABILITY OF RESOURCES

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use within one year of December 31 comprise the following:

	<u>2020</u>	<u>2019</u>
Financial assets:		
Cash	\$ 1,158,983	\$ 769,005
Contributions receivable	9,899	32,264
Investments	1,159,702	1,034,501
Total financial assets	2,328,584	1,835,770
Less financial assets not available for general expenditure:		
Board-designated investments	(1,159,702)	(1,034,501)
Contributions for Camp Periwinkle in future years	(60,000)	(70,000)
Total financial assets available for general expenditure	<u>\$ 1,108,882</u>	<u>\$ 731,269</u>

For purposes of analyzing resources available to meet general expenditures over a 12-month period, Periwinkle considers all expenditures related to its ongoing activities of its mission and its support to be general expenditures. Periwinkle has a board-designated reserve of \$1,159,702 which could be drawn upon in the event of unanticipated financial circumstances.

In March 2020, the Director-General of the World Health Organization declared a pandemic related to the global outbreak of the new coronavirus COVID-19 and a national emergency was declared in the United States. As a result of stay-at-home orders and other restrictions, Periwinkle Camps, Arts, and Survivor Programs were transitioned from in-person to virtual formats. The transition to virtual programming caused a decrease of approximately \$410,000 in program expenses resulting in a much lower functional program expense percentage (64%) for 2020 than is typical for Periwinkle.

NOTE 3 – INVESTMENTS AND FAIR VALUE MEASUREMENTS

Generally accepted accounting principles require that certain assets and liabilities be reported at fair value and establish a hierarchy that prioritizes inputs used to measure fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The three levels of the fair value hierarchy are as follows:

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

LEVEL 1

LEVEL 2

LEVEL 3

TOTAL

Assets measured at fair value at December 31, 2020 are as follows:

		LLVLL I		LEVEL Z	LL V	EL J		TOTAL
Mutual funds:								
Vanguard Wellesley Income Fund	\$	576,352					\$	576,352
PIMCO All Asset All Authority Fund		383,778						383,778
Fixed-income mutual funds		98,860						98,860
Money market mutual funds		47,636						47,636
Equity securities		53,076						53,076
Total assets measured at fair value	\$	1,159,702	\$	0	\$	0	\$	1,159,702
Assets measured at fair value at December	31,	2019 are as	follo	ws:				
		LEVEL 1		LEVEL 2	LEV	EL 3		<u>TOTAL</u>
Mutual funds:								
Vanguard Wellesley Income Fund	\$	531,421					\$	531,421
PIMCO All Asset All Authority Fund		367,315						367,315
Fixed-income mutual funds		96,733						96,733
Money market mutual funds		39,032	-				_	39,032
Total assets measured at fair value	\$	1,034,501	\$	0	\$	0	\$	1,034,501

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

- Mutual funds are valued at the reported net asset value.
- Equity securities are valued at the closing price reported on the active market on which the individual securities are traded.

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

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

NOTE 4 – REFUNDABLE ADVANCE – PAYCHECK PROTECTION PROGRAM

In April 2020, Periwinkle received an unsecured bank loan of \$105,700 funded through the Small Business Administration's Paycheck Protection Program (PPP). PPP loan principal and interest may be forgiven, in whole or in part, if funds are used for the intended purposes within 24 weeks of funding. Unforgiven amounts, if any, bear interest at 1.0% and may be repaid over 2 years. The loan was forgiven in April 2021 and will be recognized as a restricted contribution in 2021.

NOTE 5 – NET ASSETS WITHOUT DONOR RESTRICTIONS

Net assets without donor restrictions are comprised of the following:

	<u>2020</u>	<u>2019</u>
Undesignated	\$ 992,507	\$ 653,879
Board-designated reserve	1,159,702	1,034,501
Total net assets without donor restrictions	\$ 2,152,209	\$ 1,688,380

NOTE 6 – NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions are restricted as follows:

		<u>2020</u>	<u>2019</u>
Subject to expenditure for specified purpose: Camp Periwinkle Day Camps	\$	70,000 5,000	\$ 80,000
Total subject to expenditure for specified purpose		75,000	80,000
Subject to passage of time: Contributions receivable that are not restricted by donors, but which are unavailable for expenditures until due		9,899	 18,097
Total net assets with donor restrictions	<u>\$</u>	84,899	\$ 98,097

NOTE 7 – NON-CASH CONTRIBUTIONS

The fair value of non-cash items recognized as contributions and the related expenses are as follows:

	<u>2020</u>	<u>2019</u>
Program expenses: Camp faculty	\$ 17.499	\$ 134,686
Total non-cash contributions	\$ 17,499	\$ 134,686

NOTE 8 – OPERATING LEASE

Periwinkle leases office space under a non-cancelable lease. Future minimum lease commitments are as follows:

2021	\$ 72,369
2022	72,369
2023	72,369
2024	7,289
Total	\$ 224,396

Lease expense totaled \$69,585 in 2020 and \$67,210 in 2019.

NOTE 9 – PERIWINKLE ARTS IN MEDICINE PROGRAM PARTNERSHIP WITH TEXAS CHILDREN'S HOSPITAL

As part of Periwinkle's long-term commitment of providing enjoyable and educational art activities to children, families and their caregivers affected by pediatric cancer and blood disorders, Periwinkle entered into a renewal of a five-year agreement with Texas Children's Hospital. This exclusive partnership expands the Periwinkle Arts In Medicine Program at Texas Children's Hospital Cancer and Hematology Centers to other Texas Children's Hospital facilities through the addition of financial, staff and volunteer resources. The agreement requires annual payments of \$100,000 for five years to Texas Children's Hospital for an AIM Coordinator, performance fees, and supplies for the program. The first payment was made in September 2020, with subsequent payments to be made in September of each year through September 2026. The agreement could be terminated with 60-days' notice by either Texas Children's Hospital or Periwinkle. The payment of \$100,000 for the year ended December 31, 2020 is a program expense and is reported as professional fees in the statement of functional expenses.

NOTE 10 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through June 29, 2021, which is the date that the financial statements were available for issuance. As a result of this evaluation, no events, other than forgiveness of the PPP loan as disclosed in Note 4, were identified that are required to be disclosed or would have a material impact on reported net assets or changes in net assets.