



# **GRAMEEN FOUNDATION USA AND AFFILIATES**

**AUDIT REPORT**

**FINANCIAL AND FEDERAL AWARD  
COMPLIANCE EXAMINATION**

**FOR THE YEAR ENDED JUNE 30, 2019**

# GRAMEEN FOUNDATION USA AND AFFILIATES

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**CONSOLIDATED FINANCIAL STATEMENTS**



**GRAMEEN FOUNDATION USA  
AND AFFILIATES**

**FOR THE YEAR ENDED JUNE 30, 2019  
WITH SUMMARIZED FINANCIAL  
INFORMATION FOR 2018**

# GRAMEEN FOUNDATION USA AND AFFILIATES

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**CPAs & ADVISORS**

## **INDEPENDENT AUDITOR'S REPORT**

To the Board of Directors  
Grameen Foundation USA and Affiliates  
Washington, D.C.

### **Report on the Financial Statements**

We have audited the accompanying consolidated financial statements of Grameen Foundation USA and Affiliates (together "Grameen"), which comprise the consolidated statement of financial position as of June 30, 2019, and the related consolidated statements of activities and change in net assets, functional expenses and cash flows for the year then ended, and the related notes to the consolidated 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 fair presentation of consolidated 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 did not audit the financial statements of Freedom from Hunger, Grameen Foundation for Social Impact or Grameen Foundation India Private Limited, which statements reflect total assets of \$877,068, \$16,492 and \$152,330 as of June 30, 2019, respectively, and total support and revenues of \$437,821, \$283,280 and \$90,748, respectively, for the year ended June 30, 2019. Those statements were audited by other auditors, whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for the Affiliates, are based solely on the reports of the other auditors. 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 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.

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, based on our audit and the reports of the other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Grameen as of June 30, 2019, and the consolidated change in its net assets and its consolidated cash flows for the year ended June 30, 2019 in accordance with accounting principles generally accepted in the United States of America.

## Emphasis of Matter

The accompanying consolidated financial statements have been prepared assuming that Grameen Foundation India Private Limited (GFI) will continue as a going concern. As discussed in Note 9 to the consolidated financial statements, GFI has suffered a substantial loss from operations and has a net capital deficiency that raises substantial doubt about its ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to this matter.

## Report on Summarized Comparative Information

We have previously audited Grameen's 2018 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated December 24, 2018. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2018, is consistent, in all material respects, with the audited financial statements from which it has been derived.

## Other Matter

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The Consolidated Schedule of Support and Revenue and Functional Expenses on page I-23 is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. The Schedule of Expenditures of Federal Awards on pages I-(24 - 25), as required by *Title 2 U.S. Code of Federal Regulations (CFR) Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance)*, is presented for purposes of additional analysis and is not a required part of the consolidated 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 consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated 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 consolidated 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 consolidated financial statements as a whole.

## Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated March 30, 2020 on our consideration of Grameen's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Grameen's internal control over financial reporting and compliance.



March 30, 2020

**GRAMEEN FOUNDATION USA AND AFFILIATES**  
**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AS OF JUNE 30, 2019**  
**WITH SUMMARIZED FINANCIAL INFORMATION FOR 2018**

<b>ASSETS</b>		<u>2019</u>	<u>2018</u>
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	\$	2,850,230	\$ 5,555,193
Investments		722,938	705,689
Grants and contributions receivable		2,866,325	2,625,271
Other receivables and advances, net of allowance		155,386	663,717
Prepaid expenses		<u>320,492</u>	<u>285,549</u>
Total current assets		<u>6,915,371</u>	<u>9,835,419</u>
<b>FURNITURE AND EQUIPMENT</b>			
Furniture and equipment		224,364	228,452
Less: Accumulated depreciation		<u>(207,282)</u>	<u>(202,249)</u>
Net furniture and equipment		<u>17,082</u>	<u>26,203</u>
<b>OTHER ASSETS</b>			
Program-related investments		2,141,253	1,958,808
Cash surrender value of life insurance		299,128	303,559
Deposits		66,098	73,018
Investments - restricted		<u>237,267</u>	<u>226,110</u>
Total other assets		<u>2,743,746</u>	<u>2,561,495</u>
<b>TOTAL ASSETS</b>	<b>\$</b>	<b><u>9,676,199</u></b>	<b>\$ <u>12,423,117</u></b>
<b>LIABILITIES AND NET ASSETS</b>			
<b>CURRENT LIABILITIES</b>			
Accounts payable and accrued expenses	\$	543,037	\$ 619,242
Current portion of notes payable		16,000	-
Current portion of deferred rent		37,532	43,531
Deferred revenue		<u>508,712</u>	<u>820,290</u>
Total current liabilities		<u>1,105,281</u>	<u>1,483,063</u>
<b>NONCURRENT LIABILITIES</b>			
Notes payable, net of current portion		109,000	125,000
Deferred rent, long-term		<u>39,667</u>	<u>76,645</u>
Total noncurrent liabilities		<u>148,667</u>	<u>201,645</u>
Total liabilities		<u>1,253,948</u>	<u>1,684,708</u>
<b>NET ASSETS</b>			
Without donor restrictions		5,618,172	7,272,947
With donor restrictions		<u>2,804,079</u>	<u>3,465,462</u>
Total net assets		<u>8,422,251</u>	<u>10,738,409</u>
<b>TOTAL LIABILITIES AND NET ASSETS</b>	<b>\$</b>	<b><u>9,676,199</u></b>	<b>\$ <u>12,423,117</u></b>

See accompanying notes to consolidated financial statements.

## GRAMEEN FOUNDATION USA AND AFFILIATES

**CONSOLIDATED STATEMENT OF ACTIVITIES AND CHANGE IN NET ASSETS  
FOR THE YEAR ENDED JUNE 30, 2019  
WITH SUMMARIZED FINANCIAL INFORMATION FOR 2018**

	2019			2018
	Without Donor Restrictions	With Donor Restrictions	Total	Total
<b>SUPPORT AND REVENUE</b>				
Contributions and grants	\$ 2,648,826	\$ 2,230,684	\$ 4,879,510	\$ 5,831,923
Government grants	1,804,030	-	1,804,030	523,369
Program revenues	1,390,525	-	1,390,525	2,880,822
In-kind contributions	704,893	-	704,893	738,691
Interest and investment income, net	73,487	8,689	82,176	23,908
Other	60,838	-	60,838	36,325
Net assets released from donor restrictions	<u>2,900,756</u>	<u>(2,900,756)</u>	<u>-</u>	<u>-</u>
Total support and revenue	<u>9,583,355</u>	<u>(661,383)</u>	<u>8,921,972</u>	<u>10,035,038</u>
<b>EXPENSES</b>				
Program Services:				
Financial Services	3,095,531	-	3,095,531	2,391,171
Health and Agricultural Solutions	1,503,973	-	1,503,973	1,592,051
Strengthening Organizations	1,254,854	-	1,254,854	1,449,421
Regional Programs	972,192	-	972,192	1,457,156
Public Education	<u>616,543</u>	<u>-</u>	<u>616,543</u>	<u>689,961</u>
Total program services	<u>7,443,093</u>	<u>-</u>	<u>7,443,093</u>	<u>7,579,760</u>
Supporting Services:				
Management and General	3,448,076	-	3,448,076	3,540,919
Fundraising	<u>438,928</u>	<u>-</u>	<u>438,928</u>	<u>412,205</u>
Total supporting services	<u>3,887,004</u>	<u>-</u>	<u>3,887,004</u>	<u>3,953,124</u>
Total expenses	<u>11,330,097</u>	<u>-</u>	<u>11,330,097</u>	<u>11,532,884</u>
Change in net assets before other items	<u>(1,746,742)</u>	<u>(661,383)</u>	<u>(2,408,125)</u>	<u>(1,497,846)</u>
<b>OTHER ITEMS</b>				
Program related investments gain	140,827	-	140,827	3,668,471
Refund of unspent grant funds	-	-	-	(29,144)
Foreign exchange rate loss	<u>(48,860)</u>	<u>-</u>	<u>(48,860)</u>	<u>(9,798)</u>
Total other items	<u>91,967</u>	<u>-</u>	<u>91,967</u>	<u>3,629,529</u>
Change in net assets	(1,654,775)	(661,383)	(2,316,158)	2,131,683
Net assets at beginning of the year	<u>7,272,947</u>	<u>3,465,462</u>	<u>10,738,409</u>	<u>8,606,726</u>
<b>NET ASSETS AT END OF THE YEAR</b>	<b><u>\$ 5,618,172</u></b>	<b><u>\$ 2,804,079</u></b>	<b><u>\$ 8,422,251</u></b>	<b><u>\$ 10,738,409</u></b>

See accompanying notes to consolidated financial statements.



## GRAMEEN FOUNDATION USA AND AFFILIATES

**CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES  
FOR THE YEAR ENDED JUNE 30, 2019  
WITH SUMMARIZED FINANCIAL INFORMATION FOR 2018**

	2019										2018	
	Program Services					Supporting Services					Total Expenses	Total Expenses
	Financial Services	Health and Agricultural Solutions	Strengthening Organizations	Regional Programs	Public Education	Total Program Services	Management and General	Fundraising	Total Supporting Services			
Salaries	\$ 1,022,235	\$ 677,363	\$ 637,103	\$ 431,512	\$ 317,176	\$ 3,085,389	\$ 1,785,277	\$ 232,601	\$ 2,017,878	\$ 5,103,267	\$ 5,494,844	
Benefits	204,019	183,453	88,989	78,552	69,007	624,020	414,551	61,491	476,042	1,100,062	1,168,666	
Professional services	220,839	197,178	233,113	149,940	52,639	853,709	251,716	1,500	253,216	1,106,925	1,189,107	
In-kind contributions	67,508	-	81,120	-	60,116	208,744	496,149	-	496,149	704,893	738,691	
Grants	1,131,993	76,750	-	109,610	-	1,318,353	-	-	-	1,318,353	677,730	
Travel	183,179	145,469	68,244	100,215	32,048	529,155	93,443	4,216	97,659	626,814	578,233	
Conferences and meetings	38,327	25,052	44,130	8,021	686	116,216	15,027	68	15,095	131,311	189,874	
Communications	19,147	14,500	3,703	7,103	2,494	46,947	14,708	1,739	16,447	63,394	139,935	
Information technology	44,361	50,251	53,041	17,702	21,238	186,593	81,910	18,211	100,121	286,714	321,022	
Occupancy	99,876	84,768	19,954	40,091	30,872	275,561	184,341	23,141	207,482	483,043	465,266	
Vehicles and equipment	3,112	14,215	1,581	3,167	4,846	26,921	5,377	672	6,049	32,970	86,285	
Depreciation	2,120	1,179	277	688	518	4,782	3,087	388	3,475	8,257	9,587	
Insurance	18,981	11,957	4,945	9,634	4,987	50,504	44,555	3,739	48,294	98,798	89,061	
Office expenses	12,160	14,452	3,013	7,000	2,664	39,289	30,840	53,852	84,692	123,981	169,614	
Advertising	87	608	1,112	81	14,107	15,995	3,360	2,571	5,931	21,926	18,538	
Bank fees	1,034	1,357	1,437	3,012	482	7,322	10,870	17,821	28,691	36,013	41,084	
Other	26,553	5,421	13,092	5,864	2,663	53,593	12,865	16,918	29,783	83,376	155,347	
<b>TOTAL</b>	<b>\$ 3,095,531</b>	<b>\$ 1,503,973</b>	<b>\$ 1,254,854</b>	<b>\$ 972,192</b>	<b>\$ 616,543</b>	<b>\$ 7,443,093</b>	<b>\$ 3,448,076</b>	<b>\$ 438,928</b>	<b>\$ 3,887,004</b>	<b>\$ 11,330,097</b>	<b>\$ 11,532,884</b>	

See accompanying notes to consolidated financial statements.

**GRAMEEN FOUNDATION USA AND AFFILIATES**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED JUNE 30, 2019**  
**WITH SUMMARIZED FINANCIAL INFORMATION FOR 2018**

	<b>2019</b>	<b>2018</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Change in net assets	\$ (2,316,158)	\$ 2,131,683
Adjustments to reconcile changes in net assets to net cash used by operating activities:		
Depreciation	8,257	9,587
Loss (gain) on disposal of fixed assets	864	(3,902)
Unrealized (gain) loss on investments	(25,764)	17,920
Realized loss (gain) on investments	3,322	(135)
Realized (gain) loss on donated investments	(650)	972
Receipt of contributed securities	(117,306)	(105,860)
Proceeds from the sale of contributed securities	117,956	104,888
Contributions in perpetuity	-	(150,800)
Realized gain on program-related investments	-	(3,628,894)
Change in allowance on program-related investments	(182,445)	(67,645)
Unrealized gain on split-interest agreements	-	(264)
Realized loss on split-interest agreements	-	2,610
Unrealized loss (gain) on cash surrender value of life insurance	4,431	(14,437)
Change in allowance for doubtful accounts	40,114	(226,108)
Change in allowances for uncollectable loans receivable	-	21,074
(Increase) decrease in:		
Grants and contributions receivable	(241,054)	(425,374)
Other receivables and advances	468,217	(72,600)
Prepaid expenses	(34,943)	95,253
Deposits	6,920	(924)
Decrease in:		
Accounts payable and accrued expenses	(76,205)	(511,834)
Deferred rent liability	(42,977)	(39,550)
Deferred revenue	(311,578)	(293,971)
Net cash used by operating activities	<u>(2,698,999)</u>	<u>(3,158,311)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of furniture and equipment	-	(3,464)
Proceeds from the sale of fixed assets	-	4,492
Proceeds from sales of program-related investments	-	4,584,033
Purchase of split-interest agreements	-	(2,610)
Proceeds from sales of split-interest agreements	-	12,623
Purchases of investments	(58,070)	(347,424)
Proceeds from sale of investments	52,106	196,302
Net cash (used) provided by investing activities	<u>(5,964)</u>	<u>4,443,952</u>
Net (decrease) increase in cash and cash equivalents	(2,704,963)	1,285,641
Cash and cash equivalents at beginning of the year	<u>5,555,193</u>	<u>4,269,552</u>
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>	<u><b>\$ 2,850,230</b></u>	<u><b>\$ 5,555,193</b></u>

**GRAMEEN FOUNDATION USA AND AFFILIATES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION**

Organization -

Grameen Foundation USA is a U.S. non-profit organized under Section 501(c)(3) of the Internal Revenue Code. It was created to collaborate with public and private institutions to alleviate poverty, distress, and malnutrition; promote health and social welfare; and educate the public with a particular emphasis on the application of information technologies.

Grameen Foundation India Private Limited (GFI), a for-profit corporation registered in India, was established for the purpose of furthering the mission of Grameen Foundation USA. It is a wholly-owned subsidiary of Grameen Foundation USA.

Grameen Foundation for Social Impact (GFSI), is a non-profit corporation registered in India under section 8 of the Companies Act, 1956 whose mission is to undertake activities and services that impact the lives of the poor, especially women. It is a wholly-owned subsidiary of Grameen Foundation India Private Limited.

TaroWorks, LLC (Taroworks) is a U.S. corporation that provides an advanced mobile data platform to enhance data collection, monitoring, sales and inventory management in the field. The mission is to improve product and service delivery to the poor by bringing real-time data to any organization, anywhere. It is wholly owned by Grameen Foundation USA.

Freedom from Hunger is a U.S. non-profit organization. Founded in 1946 under section 501(c)(3) of the Internal Revenue Code, it brings self-help solutions to combat chronic hunger and poverty globally by offering microfinance, education and health protection services to millions of women and their families. On October 21, 2016, Freedom from Hunger entered into an Asset Transfer Agreement with Grameen Foundation USA in order to advance the organizations' shared missions. On November 1, 2016, the organizations came under common control. After this date Freedom from Hunger became a Type I supporting organization of Grameen Foundation USA within the meaning of Section 509(a)(3) of the Internal Revenue Code of 1986. Freedom from Hunger's supporting organization status was approved by the Internal Revenue Service on March 1, 2017. As a supporting organization, Freedom from Hunger is organized and operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of Grameen Foundation USA and designates.

Basis of presentation -

The accompanying consolidated financial statements are presented on the accrual basis of accounting, and in accordance with the Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) 2016-14, *Presentation of Financial Statements of Not-for-Profit Entities*. The ASU was adopted during the year ended June 30, 2019 and applied retrospectively.

The consolidated financial statements include the accounts of Grameen Foundation USA; Grameen Foundation India Private Limited, Grameen Foundation for Social Impact, TaroWorks, LLC and Freedom from Hunger (together "Grameen"). All significant intercompany transactions and balances have been eliminated in consolidation.

The financial statements include certain prior year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with Grameen's financial statements for the year ended June 30, 2018, from which the summarized information was derived.

**GRAMEEN FOUNDATION USA AND AFFILIATES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION**  
**(Continued)**

Cash and cash equivalents -

Grameen considers all cash and other highly liquid investments with initial maturities of three months or less to be cash equivalents.

Bank deposit accounts are insured by the Federal Deposit Insurance Corporation (FDIC) up to a limit of \$250,000. At times during the year, Grameen maintains cash balances in excess of the FDIC insurance limits. Management believes the risk in these situations to be minimal.

At June 30, 2019, Grameen had \$193,399 of cash and cash equivalents held at financial institutions in foreign countries to support operations in those countries. The majority of funds held in foreign countries is uninsured.

Investments -

Investments are recorded at their readily determinable fair value. Interest, dividends, realized and unrealized gains and losses are included in interest and investment income, which is presented net of investment expenses paid to external investment advisors in the accompanying Consolidated Statement of Activities and Change in Net Assets. Investments acquired by gift are recorded at their fair value at the date of the gift. Grameen's policy is to liquidate all gifts of investments as soon as possible after the gift.

Receivables -

All amounts receivable are recorded at their net realizable value, which approximates fair value. Management considers all amounts from grants, contributions and other receivables to be fully collectible within one year. The allowance for doubtful accounts is reviewed quarterly and updated as appropriate.

Furniture and equipment -

Furniture and equipment with an acquisition value of \$5,000 or more are stated at cost. Furniture and equipment are depreciated on a straight-line basis over the estimated useful lives of the related assets, generally three to ten years. The cost of maintenance and repairs is recorded as expenses are incurred.

Deferred revenue -

Deferred revenue consists of unearned fees. Grameen recognizes exchange contracts as they are earned, subscription revenue on a monthly basis over the life of the subscription and volunteer engagement revenue when the engagement actually occurs. This revenue is reported as program revenues on the Consolidated Statement of Activities and Change in Net Assets.

Income taxes -

Grameen Foundation USA and Freedom from Hunger are exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for income taxes has been made in the accompanying consolidated financial statements. Grameen Foundation USA and Freedom from Hunger are not private foundations.

**GRAMEEN FOUNDATION USA AND AFFILIATES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION**  
**(Continued)**

Income taxes (continued) -

GFI is a for-profit corporation registered in India and is subject to tax on any net profit recognized during the fiscal year. However, GFI is operated as a social business and is expected to incur losses for the foreseeable future. Accordingly, no provision for income taxes has been made in the accompanying consolidated financial statements.

GFSI is a non-profit corporation registered in India that has applied for exemption from income tax. Accordingly, no provision for income taxes has been made in the accompanying consolidated financial statements. TaroWorks is a limited liability company (LLC) and is considered a disregarded entity. For the purpose of corporate tax reporting for the LLC, all financial transactions are reported under Grameen Foundation USA's filing status.

Uncertain tax positions -

For the year ended June 30, 2019, Grameen has documented its consideration of FASB ASC 740-10, *Income Taxes*, that provides guidance for reporting uncertainty in income taxes and has determined that no material uncertain tax positions qualify for either recognition or disclosure in the consolidated financial statements.

Net asset classification -

Net assets, revenues, gains, and losses are classified based on the existence or absence of donor imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

- **Net Assets Without Donor Restrictions** - Net assets available for use in general operations and not subject to donor restrictions are recorded as "net assets without donor restrictions". Assets restricted solely through the actions of the Board are referred to as Board designated and are also reported as net assets without donor restrictions.
- **Net Assets With Donor Restrictions** - Net assets may be subject to donor-imposed stipulations that are more restrictive than Grameen's mission and purpose. Some donor imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Donor imposed restrictions are released when the restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both. Other donor imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. Gifts of long-lived assets and gifts of cash restricted for the acquisition of long-lived assets are recognized as revenue without donor restrictions when the assets are placed in service.

Contributions and grants -

Contributions and grants are recorded as revenue in the year notification is received from the donor. Contributions and grants with donor restrictions are recognized as "without donor restrictions" only to the extent of actual expenses incurred in compliance with the donor-imposed restrictions and satisfaction of time restrictions; such funds in excess of expenses incurred are shown as net assets with donor restrictions in the accompanying consolidated financial statements.

**GRAMEEN FOUNDATION USA AND AFFILIATES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION**  
**(Continued)**

Contributions and grants (continued) -

Contributions and grants received in advance of incurring the related expenses are recorded as "net assets with donor restrictions".

Grameen receives awards under grants and contracts from the U.S. and foreign governments, international organizations and other sources for direct and indirect program costs. This funding is subject to contractual restrictions, which must be met through incurring qualifying expenses for particular programs.

Accordingly, such awards are recorded as revenue "without donor restrictions" to the extent that related expenses are incurred in compliance with the criteria stipulated in the grant agreements. Awards received under grants and contracts from the U.S. and foreign governments, international organizations and other sources for direct and indirect program costs (in which the claimed costs are deemed conditional until accepted by the donor) in advance of incurring the related expenses are recorded as refundable advances.

Program revenue -

Revenue under program income is recognized based on the work performed in correlation to the deliverables of the agreements.

Foreign currency translation -

The U.S. dollar ("Dollars") is the functional currency for Grameen's worldwide operations. Transactions in currencies other than U.S. Dollars are translated into dollars at the rate of exchange in effect during the month of the transaction. Assets and liabilities denominated in non-U.S. currency are translated into dollars at the exchange rate in effect at the date of the Consolidated Statement of Financial Position.

In-kind contributions -

Grameen receives and recognizes contributed services and gifts in-kind from various sources. In-kind contributions are recorded at their fair market value as of the date of the gift.

Use of estimates -

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Functional allocation of expenses -

The costs of providing the various programs and other activities have been summarized on a functional basis in the Consolidated Statement of Activities and Change in Net Assets. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

**GRAMEEN FOUNDATION USA AND AFFILIATES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION**  
**(Continued)**

Functional allocation of expenses (continued) -

Expenses directly attributed to a specific functional area of Grameen are reported as direct expenses to the programmatic area and those expenses that benefit more than one function are allocated on a basis of actual time and effort or other reasonable basis.

Risks and uncertainties -

Grameen invests in various investment securities. Investment securities are exposed to various risks such as credit, market and currency risks.

Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the consolidated financial statements.

Credit risk -

Credit risk is the risk of financial loss to Grameen if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from Grameen's investments.

Market risk -

Market risk is defined as external influences, generally outside of the control of the organization's executive management, but which can be identified, assessed and mitigating actions put in place to reduce any adverse impact.

Currency risk -

Grameen is exposed to currency risk through transactions in foreign currencies against the U.S. dollar ("Dollars"). There is also a Consolidated Statement of Financial Position risk that the net monetary liabilities in foreign currencies will take a higher value when translated into dollars as a result of currency movements. Significant changes in the economy, depreciation of local currencies against the currencies of the indexed portfolios, or in the health of a particular industry segment, could result in evidence that the expected future cash flows are different from those provided for at the end of the reporting period. Management, therefore, carefully monitors and manages its exposure to currency risk.

Fair value measurement -

Grameen adopted the provisions of FASB ASC 820, *Fair Value Measurement*. FASB ASC 820 defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the quality of inputs (assumptions that market participants would use in pricing assets and liabilities, including assumptions about risk) used to measure fair value, and enhances disclosure requirements for fair value measurements.

Grameen accounts for a significant portion of its financial instruments at fair value or considers fair value in their measurement.

## GRAMEEN FOUNDATION USA AND AFFILIATES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2019

#### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION (Continued)

New accounting pronouncements (not yet adopted) -

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers* (Topic 606) (ASU 2014-09). The ASU establishes a comprehensive revenue recognition standard for virtually all industries under generally accepted accounting principles in the United States (U.S. GAAP) including those that previously followed industry-specific guidance. The guidance states that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The FASB issued ASU 2015-14 in August 2015 that deferred the effective date of ASU 2014-09 by a year; thus, the effective date is fiscal years beginning after December 15, 2018. Early adoption is permitted. Grameen has not yet selected a transition method and is currently evaluating the effect that the updated standard will have on the consolidated financial statements.

In June 2018, the FASB issued ASU 2018-08, *Not-for-Profit Entities (Topic 958): Clarifying the Scope and Accounting Guidance for Contributions Received and Contributions Made*, which is intended to clarify and improve current guidance about whether a transfer of assets is an exchange transaction or a contribution. The amendments in this ASU provide a more robust framework to determine when a transaction should be accounted for as a contribution under Subtopic 958-605 or as an exchange transaction accounted for under other guidance (for example, Topic 606). The amendments also provide additional guidance about how to determine whether a contribution is conditional or unconditional. The amendments in this ASU could result in more grants and contracts being accounted for as contributions than under previous GAAP. The ASU recommends application on a modified prospective basis; however, retrospective application is permitted. Grameen has not yet decided on a transition method. The ASU is effective for fiscal years beginning after December 15, 2018.

FASB issued ASU 2019-01, *Leases (Topic 842)*. The ASU changes the accounting treatment for operating leases by recognizing a lease asset and lease liability at the present value of the lease payments in the Consolidated Statement of Financial Position and disclosing key information about leasing arrangements. The ASU is effective for non public entities beginning after December 15, 2020. Early adoption is permitted. The ASU can be applied at the beginning of the earliest period presented using a modified retrospective approach or applied at the beginning of the period of adoption recognizing a cumulative-effect adjustment.

Grameen plans to adopt the new ASUs at the required implementation date and management is currently in the process of evaluating the adoption method and the impact of the new standard on its accompanying consolidated financial statements.

Reclassification -

Certain amounts in the prior year's consolidated financial statements have been reclassified to conform to the current year's presentation. The reclassifications are primarily due to the adoption of ASU 2016-14, as discussed above, which requires two classifications of net assets from the previously presented three classes.

Net assets previously classified as of June 30, 2018 as unrestricted net assets in the amount of \$7,272,947 are now classified as "net assets without donor restrictions". Net assets previously classified as temporarily restricted net assets and permanently restricted net assets in the amount of \$3,236,884 and \$228,578, respectively, are now classified as "net assets with donor restrictions".



**GRAMEEN FOUNDATION USA AND AFFILIATES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2019**

**2. INVESTMENTS**

Investments consisted of the following as of June 30, 2019:

	<u>Fair Value</u>
Mutual funds - Equities	\$ 722,938
Restricted investments:	
Cash and cash equivalents	60,060
Mutual funds	121,741
Exchange-traded funds	<u>55,466</u>
<b>TOTAL INVESTMENTS</b>	<b>\$ <u>960,205</u></b>

Included in interest and investment income in the Consolidated Statement of Activities and Change in Net Assets are the following for the year ended June 30, 2019:

Interest and dividends (from cash and investment accounts)	\$ 61,136
Unrealized gain on investments	25,764
Net realized loss on sales of investments	(2,672)
Investment fees	<u>(2,052)</u>
<b>TOTAL INTEREST AND INVESTMENT INCOME, NET</b>	<b>\$ <u>82,176</u></b>

**3. PROGRAM-RELATED INVESTMENTS**

Grameen Foundation USA has made certain program-related investments in an effort to further the impact of its programmatic activities. All investments are stated at cost; however, certain allowances have been recognized to adjust to fair value. Grameen Foundation USA has performed independent valuations and deemed the net values to be a fair representation of lower of cost or market. Following is a list of all program-related investments as of June 30, 2019:

<u>Equity</u>	<u>Book Value</u>	<u>Less Allowance</u>	<u>Carrying Value</u>
Grameen Capital India Ltd.	\$ 658,420	\$ (564,271)	\$ 94,149
Kashf Holdings (Pvt.) Limited	250,000	(250,000)	-
Drishtee Dot Com Ltd.	20,000	(20,000)	-
Musoni (DTM & Kenya)	1,026,129	(302,704)	723,425
Fairtrade Access Fund	750,000	-	750,000
Juhudi Kulimo	741,435	(320,868)	420,567
Radaur Holdings	404,238	(251,126)	153,112
HoneyCare Africa	<u>552,243</u>	<u>(552,243)</u>	<u>-</u>
<b>TOTAL</b>	<b>\$ <u>4,402,465</u></b>	<b>\$ <u>(2,261,212)</u></b>	<b>\$ <u>2,141,253</u></b>

**4. NOTE PAYABLE**

On January 18, 2017, TaroWorks entered into an agreement to borrow \$125,000 from eBay Foundation Corporate Advised Fund at Silicon Valley Community Foundation. The purpose of the loan was to provide general support to TaroWorks in its efforts to grow earned revenue and operate as a financially self-sufficient social enterprise.

**GRAMEEN FOUNDATION USA AND AFFILIATES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2019**

**4. NOTE PAYABLE (Continued)**

Provisions of the loan provide that principal repayments of \$16,000 be made in fiscal year 2020 and \$109,000 in fiscal year 2021. There is no interest being charged on this note.

**5. NET ASSETS WITH DONOR RESTRICTIONS**

Net assets with donor restrictions consist of the following at June 30, 2019:

Financial Services	\$ 176,918
Health and Agricultural Solutions	2,314,894
Strengthening Organizations	75,000
Accumulated endowment investment earnings not yet authorized for spending	8,689
Endowment to be invested in perpetuity	<u>228,578</u>
<b>TOTAL NET ASSETS WITH DONOR RESTRICTIONS</b>	<b><u>\$ 2,804,079</u></b>

**6. NET ASSETS RELEASED FROM DONOR RESTRICTIONS**

The following net assets with donor restrictions were released from donor restrictions at June 30, 2019 by incurring expenses (or through the passage of time) which satisfied the restricted purposes specified by the donors:

Financial Services	\$ 487,086
Health and Agricultural Solutions	1,414,678
Strengthening Organizations	110,600
Regional Programs	<u>888,392</u>
<b>NET ASSETS RELEASED FROM DONOR RESTRICTIONS</b>	<b><u>\$ 2,900,756</u></b>

**7. ENDOWMENT**

In the year ended June 30, 1995, Freedom from Hunger received a \$77,778 bequest to “establish or add to the Charles J. and Rae B. Hitzler endowment fund for the general purposes of Freedom from Hunger.” In the year ended June 30, 2018, Freedom from Hunger received a \$150,800 bequest from the Rose Shure Estate. As required by GAAP, net assets associated with endowment funds, including funds designated by the Board of Directors to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions. The Board of Directors is subject to the State Prudent Management of Institutional Funds Act (SPMIFA) and, thus classifies amounts in its donor-restricted endowment funds as net assets with donor restrictions because those assets are time restricted until the governing Board appropriates such amounts for expenditures. Most of those net asset also are subject to purpose restrictions that must be met before reclassifying those net assets to new assets without donor restrictions. The governing Board has interpreted SPMIFA as not requiring the maintenance of purchasing power of the original gift amount contributed to an endowment fund, unless a donor stipulates the contrary. As a result of this interpretation, when reviewing its donor-restricted endowment funds, Freedom from Hunger considers a fund to be underwater if the fair value of the fund is less than the sum the (a) the original value of initial and subsequent gift amounts donated to the fund and (b) any accumulations to the fund that are required to be maintained in perpetuity in accordance with the direction of the applicable donor gift instrument.

**GRAMEEN FOUNDATION USA AND AFFILIATES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2019**

**7. ENDOWMENT (Continued)**

Freedom from Hunger has interpreted SPMIFA to permit spending from underwater funds in accordance with the prudent measures required under the law. Additionally, in accordance with SPMIFA, Freedom from Hunger considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- The duration and preservation of the fund;
- The purpose of the organization and the donor-restricted endowment fund;
- General economic conditions and the possible effect of inflation and deflation;
- The expected total return from income and the appreciation of investments; and
- Investment policies of Freedom from Hunger.

Endowment net asset composition by type of fund as of June 30, 2019:

	<b><u>Without Donor Restrictions</u></b>	<b><u>With Donor Restrictions</u></b>	<b><u>Total</u></b>
Original donor-restricted gift amount and amounts required to be maintained in perpetuity by donor	\$ -	\$ 228,578	\$ 228,578
Accumulated investment earnings	<u>-</u>	<u>8,689</u>	<u>-</u>
<b>TOTAL ENDOWMENT FUNDS</b>	<b><u>\$ -</u></b>	<b><u>\$ 237,267</u></b>	<b><u>\$ 237,267</u></b>

Changes in endowment net assets for the year ended June 30, 2019:

	<b><u>Without Donor Restrictions</u></b>	<b><u>With Donor Restrictions</u></b>	<b><u>Total</u></b>
Endowment net assets, beginning of year	\$ -	\$ 226,110	\$ 226,110
Investment return, net	<u>-</u>	<u>11,157</u>	<u>11,157</u>
<b>ENDOWMENT NET ASSETS, END OF YEAR</b>	<b><u>\$ -</u></b>	<b><u>\$ 237,267</u></b>	<b><u>\$ 237,267</u></b>

Freedom from Hunger has adopted investment and spending policies for endowment assets that attempt to subject the fund to low investment risk and provide its programs with current income. Endowment assets are invested in money market funds, equity and fixed income mutual funds. Freedom from Hunger has a policy of appropriating for distribution periodically the endowment fund's investment income that is not restricted, and generally expends the endowment fund's investment income for program services as needed.

This is consistent with the organization's objectives to provide income for our programs and preserve endowment assets without subjecting them to substantial risk.

**GRAMEEN FOUNDATION USA AND AFFILIATES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2019**

**8. LIQUIDITY AND AVAILABILITY**

Financial assets available for use for general expenditures within one year of the Consolidated Statement of Financial Position date comprise the following:

Cash and cash equivalents	\$ 2,850,230
Investments	722,938
Grants and contributions receivable	2,866,325
Other receivables and advances	<u>155,386</u>
Subtotal financial assets available within one year	6,594,879
Less: Donor restricted funds	<u>(2,804,079)</u>

**FINANCIAL ASSETS AVAILABLE TO MEET CASH NEEDS FOR  
GENERAL EXPENDITURES WITHIN ONE YEAR** **\$ 3,790,800**

Grameen has a policy to structure its financial assets to be available and liquid as its obligations become due. As of June 30, 2019, Grameen has financial assets equal to approximately four months of operating expenses.

**9. FUTURE FUNDING OF THE AFFILIATES**

As of June 30, 2019, GFI has a net assets without donor restrictions balance of \$107,230, comprised of \$(2,297,139) in cumulative losses from operations offset by \$2,404,369 in capital investments by Grameen Foundation USA. Failure to obtain additional revenue without restrictions may affect GFI's future activities. Grameen Foundation USA is committed to continuing to invest resources in GFI because of its social mission to ensure it can meet its obligations. The consolidated financial statements do not include any adjustment that might be necessary if GFI is unable to continue operations.

As of June 30, 2019, TaroWorks has a deficit in net assets totaling \$202,770. Failure to obtain additional revenue may affect its future activities. However, Grameen Foundation USA is committed to investing resources in TaroWorks to support its social mission. The consolidated financial statements do not include any adjustment that might be necessary if TaroWorks is unable to continue operations.

**10. IN-KIND CONTRIBUTIONS**

During the year ended June 30, 2019, Grameen Foundation USA was the beneficiary of donated services, which allowed Grameen Foundation USA to provide greater resources toward various programs. In-kind contributions include professional services from Grameen's Bankers without Borders program and other advertising and professional services.

To properly reflect total program expenses, the following donations have been included in revenue and expense for the year ended June 30, 2019:

Legal services	\$ 71,050
Advertising and other	60,116
Professional services	<u>573,727</u>
<b>TOTAL IN-KIND CONTRIBUTIONS</b>	<b><u>\$ 704,893</u></b>

**GRAMEEN FOUNDATION USA AND AFFILIATES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2019**

**11. LEASE COMMITMENTS**

Grameen Foundation USA leases a headquarters office in Washington, D.C. under a five year and 15 day lease that began September 15, 2016 and expires on September 30, 2021. The base rent under the lease is approximately \$138,415 per year for the first year, escalating 2.5% annually thereafter.

Grameen Foundation USA leases office space in Seattle, Washington under an eleven-year lease agreement that began on January 1, 2011 and expires on December 31, 2021. The annual rental rate is adjusted annually to include a proportionate share of operating expenses and real estate tax assessments. Grameen Foundation USA has the right to terminate the lease at any time between the 60th and 82nd month.

Freedom from Hunger leases office space in Davis, California under a 60-month lease that began on December 16, 2014 and ended on December 15, 2019.

Outside the United States, Grameen entered into leases for office space as follows:

<u>Location</u>	<u>Term</u>
Burkina Faso	June 2018 to May 2019
Ghana	July 2016 to June 2021
India	March 2019 to February 2022
Kenya	April 2014 to June 2019
Philippines	February 2019 to June 2019
Uganda	January 2019 to December 2019

Accounting principles generally accepted in the United States of America require that the total rent commitment should be recognized on a straight-line basis over the term of the lease.

Accordingly, the difference between the actual monthly payments and the rent expense being recognized for consolidated financial statement purposes is recorded as a deferred rent liability on the Consolidated Statement of Financial Position. As of June 30, 2019, the deferred rent liability totaled \$77,199.

Grameen Foundation USA entered into a long term sublease on December 1, 2016, which terminates on December 31, 2021. Sublease revenue for the year ended June 30, 2019, totaled \$178,710.

Future minimum lease payments required under these leases (net of sublease income) are as follows:

<u>Year Ending June 30,</u>	
2020	\$ 263,686
2021	191,638
2022	<u>35,644</u>
	<u><b>\$ 490,968</b></u>

Total occupancy expense, including operating expenses and net of sublease income, totaled \$483,043 for the year ended June 30, 2019.

## GRAMEEN FOUNDATION USA AND AFFILIATES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2019

#### 12. CONTINGENCY

Grameen Foundation USA receives grants from various agencies of the United States Government. Such grants are subject to audit under the provisions of *Title 2 U.S. Code of Federal Regulations (CFR) Part 200 Uniform Administrative Requirement, Cost Principles, and Audit Requirements for Federal Awards*. The ultimate determination of amounts received under the United States Government grants is based upon the allowance of costs reported to and accepted by the United States Government as a result of the audits.

For the year ended June 30, 2018, Grameen Foundation USA and Freedom from Hunger were not subject to audit under the provisions of *Title 2 U.S. Code of Federal Regulations (CFR) Part 200 Uniform Administrative Requirement, Cost Principles, and Audit Requirements for Federal Awards*. Until such audits have been accepted by the United States Government, there exists a contingency to refund any amount received in excess of allowable costs. Management is of the opinion that no material liability will result from such audits.

#### 13. PENSION PLAN

Grameen Foundation USA and TaroWorks maintain a contributory defined contribution plan under Section 401(k) of the Internal Revenue Code for all eligible U.S. employees. The Board of Directors determines the employer contributions. Currently, both entities contribute 50% of each employee's contribution, up to 3% of each employee's salary. For the year ended June 30, 2019, pension expense totaled \$76,408.

#### 14. FAIR VALUE MEASUREMENT

In accordance with FASB ASC 820, *Fair Value Measurement*, Grameen has categorized its financial instruments, based on the priority of the inputs to the valuation technique, into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the financial instruments fall within different levels of hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument. Investments recorded in the Consolidated Statement of Financial Position are categorized based on the inputs to valuation techniques as follows:

**Level 1.** These are investments where values are based on unadjusted quoted prices for identical assets in an active market Grameen has the ability to access.

**Level 2.** These are investments where values are based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, or model-based valuation techniques that utilize inputs that are observable either directly or indirectly for substantially the full-term of the investments.

**Level 3.** These are investments where inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Following is a description of the valuation methodology used for investments measured at fair value. There have been no changes in the methodologies used at June 30, 2019.

- *Mutual funds (equities)* - Valued at the daily closing price as reported by the fund. Mutual funds held by Grameen are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily value and to transact at that price. Mutual funds held by Grameen are deemed to be actively traded.

**GRAMEEN FOUNDATION USA AND AFFILIATES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2019**

**14. FAIR VALUE MEASUREMENT (Continued)**

- *Cash surrender value of life insurance* - The carrying amount equals policy valuations invested in publicly traded mutual funds obtained from the carrier less surrender charges.
- *Exchange traded-funds* - Valued at the closing price reported on the active market in which the individual securities are traded.
- *Program-related investments* - These instruments do not have a readily determinable fair value. The fair values used are generally determined by an external valuation expert and are based on appraisals or other estimates that require varying degrees of judgment. Inputs used in determining fair value may include the cost and recent activity concerning the underlying investments in the funds or partnerships.

The table below summarizes, by level within the fair value hierarchy, Grameen's investments as of June 30, 2019:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<b>Asset Class:</b>				
Mutual funds - Equities	\$ 722,938	\$ -	\$ -	\$ 722,938
Cash surrender value of life insurance	-	299,128	-	299,128
Restricted investments:	-	-	-	-
Cash and cash equivalents	60,060	-	-	60,060
Mutual funds	121,741	-	-	122,960
Exchange-traded funds	55,466	-	-	55,466
Program-related investments	-	-	2,141,253	2,141,253
<b>TOTAL</b>	<b>\$ 960,205</b>	<b>\$ 299,128</b>	<b>\$ 2,141,253</b>	<b>\$ 3,163,319</b>

**Level 3 Financial Assets**

The following table provides a summary of changes in fair value of Grameen Foundation USA's financial assets for the year ended June 30, 2019:

	<u>Program-Related Investments</u>
Beginning balance as of June 30, 2018	\$ 1,958,808
Change in allowance for impairment of program-related investments	<u>182,445</u>
<b>BALANCE AS OF JUNE 30, 2019</b>	<b>\$ <u>2,141,253</u></b>

**15. RELATED PARTY TRANSACTIONS**

In August 2010, Grameen Foundation USA incorporated GFI, a for profit wholly-owned subsidiary in India. During the year ended June 30, 2019, additional investments of \$172,016 were made by Grameen Foundation USA. As of June 30, 2019, the investment totaled \$2,404,369. During the year ended June 30, 2019, Grameen Foundation USA paid fees to GFI for professional services in India totaling \$107,907.

**GRAMEEN FOUNDATION USA AND AFFILIATES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 2019**

**15. RELATED PARTY TRANSACTIONS (Continued)**

In April 2015, Grameen Foundation USA incorporated TaroWorks, a wholly-owned subsidiary in the United States. As of June 30, 2019, the investment totaled \$245,076. During the year ended June 30, 2019, Grameen Foundation USA paid for grant and software license fees to TaroWorks totaling \$105,000 and TaroWorks paid for grant and allocated expenses to Grameen Foundation USA totaling \$3,831.

In October 2016, Freedom from Hunger entered into an Asset Transfer Agreement with Grameen Foundation USA in order to advance the organizations' shared missions. During the year ended June 30, 2019, Freedom from Hunger paid Grameen Foundation USA \$244,350 for staff time and allocated expenses.

Inter-organization balances and transactions involving Grameen Foundation USA, Grameen Foundation India Private Limited, Grameen Foundation for Social Impact, TaroWorks, LLC and Freedom from Hunger have been eliminated in the accompanying consolidated financial statements.

**16. SUBSEQUENT EVENTS**

In preparing these consolidated financial statements, Grameen has evaluated events and transactions for potential recognition or disclosure through March 30, 2020, the date the consolidated financial statements were issued.

The COVID-19 outbreak in the United States has caused business disruption and a reduction in economic activity. While the disruption is currently expected to be temporary, there is considerable uncertainty around the duration. While the global financial markets have declined, the related financial impact on Grameen's investment portfolio at the time of the auditor's report has been minimal.



## **SUPPLEMENTAL INFORMATION**

GRAMEEN FOUNDATION USA AND AFFILIATES

CONSOLIDATED SCHEDULE OF SUPPORT AND REVENUE AND EXPENSES  
FOR THE YEAR ENDED JUNE 30, 2019

	Grameen Foundation USA							Freedom from Hunger	Grameen Foundation for Social Impact	Grameen Foundation India Private Limited	TaroWorks, LLC	Consolidated
	Headquarters	Colombia Branch	Ghana Branch	Indonesia Branch	Kenya Branch	Philippines Branch	Uganda Branch					
<b>SUPPORT AND REVENUE</b>												
Contributions and grants	\$ 4,512,590	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 366,920	\$ -	\$ -	\$ -	\$ 4,879,510
Government grants	1,804,030	-	-	-	-	-	-	-	-	-	-	1,804,030
Program revenues	275,795	-	-	-	-	-	-	41,047	280,058	86,806	706,819	1,390,525
In-kind contributions	704,893	-	-	-	-	-	-	-	-	-	-	704,893
Interest and investment income, net	61,298	48	-	-	-	-	-	11,201	3,222	6,407	-	82,176
Other	37,716	-	5,635	-	-	1,245	54	18,653	-	(2,465)	-	60,838
<b>TOTAL SUPPORT AND REVENUE</b>	<b>\$ 7,396,322</b>	<b>\$ 48</b>	<b>\$ 5,635</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 1,245</b>	<b>\$ 54</b>	<b>\$ 437,821</b>	<b>\$ 283,280</b>	<b>\$ 90,748</b>	<b>\$ 706,819</b>	<b>\$ 8,921,972</b>
<b>EXPENSES</b>												
Salaries	\$ 3,459,174	\$ 25,433	\$ 187,787	\$ -	\$ 198,558	\$ 170,683	\$ 132,157	\$ 127,622	\$ 88,728	\$ 253,641	\$ 459,484	\$ 5,103,267
Benefits	782,964	10,947	70,059	-	78,418	26,811	34,407	34,315	6,722	(467)	55,886	1,100,062
Professional services	582,901	42,992	695	1,259	41,695	17,504	30,712	110,561	43,822	50,318	184,466	1,106,925
In-kind contributions	704,893	-	-	-	-	-	-	-	-	-	-	704,893
Grants	1,093,812	-	-	-	-	-	-	139,686	84,855	-	-	1,318,353
Travel	359,830	1,184	50,536	-	31,798	29,163	9,709	79,552	13,443	26,307	25,292	626,814
Conferences and meetings	95,482	-	12,190	-	2,616	1,599	104	13,261	489	273	5,297	131,311
Communications	38,209	296	4,710	-	6,083	94	5,744	3,799	508	1,980	1,971	63,394
Information technology	233,116	383	-	-	-	-	-	5,909	287	1,779	45,240	286,714
Occupancy	310,557	-	54,881	-	42,788	28,303	8,321	14,697	5,682	14,497	3,317	483,043
Vehicles and equipment	17,621	-	7,160	-	1,368	30	182	6,560	-	49	-	32,970
Depreciation and amortization	1,131	122	-	-	-	-	-	-	500	6,504	-	8,257
Insurance	72,328	-	168	-	-	-	2,203	22,417	303	1,379	-	98,798
Office expenses	89,960	5	14,308	-	1,430	653	340	5,936	2,663	7,987	699	123,981
Advertising	20,255	-	15	-	-	291	-	-	-	380	985	21,926
Bank fees	25,465	688	128	42	1,427	1,194	358	3,636	191	1,658	1,226	36,013
Other	29,451	559	2,490	-	390	1,254	-	6,365	13,399	23,803	5,665	83,376
<b>TOTAL EXPENSES</b>	<b>\$ 7,917,149</b>	<b>\$ 82,609</b>	<b>\$ 405,127</b>	<b>\$ 1,301</b>	<b>\$ 406,571</b>	<b>\$ 277,579</b>	<b>\$ 224,237</b>	<b>\$ 574,316</b>	<b>\$ 261,592</b>	<b>\$ 390,088</b>	<b>\$ 789,528</b>	<b>\$ 11,330,097</b>

## GRAMEEN FOUNDATION USA

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS  
FOR THE YEAR ENDED JUNE 30, 2019

Federal Granting Agency and Program Title	CFDA Number	Pass-Through Entity	Pass-Through Entity Identifying Number	Pass-Through to Subrecipients	2019 Expenditures
<b>United States Agency for International Development:</b>					
OVC Cash Transfer Training Sub-Award	98.001	FHI 360	AID-OAA-LA-13-00001	\$ -	\$ 27,473
Freedom from Hunger ES Training	98.001	FHI 360	AID-OAA-LA-13-0001	-	84,035
Feed the Future Global Food Security BAA	98.001	University of California Davis	7200AA18R00032	-	69,452
<b>Subtotal CFDA 98.001</b>				<b>-</b>	<b>180,960</b>
Farmer-to-Farmer Program (F2F) - Caribbean Basin and Burma USAID	98.009	Partners of the Americas	7200AA18LE00007	-	73,854
Farmer-to-Farmer Program	98.009	International Executive Service Corps	7200AA18LE00010	-	118,450
<b>Subtotal CFDA 98.009</b>				<b>-</b>	<b>192,304</b>
<b>Subtotal United States Agency for International Development</b>				<b>-</b>	<b>373,264</b>
<b>United States Department of State:</b>					
Women and Girls Empowered (WAGE)	19.801	American Bar Association	SLMAQM17CA2059	-	35,010
Reducing Barriers to Women's Economic Empowerment Initiative	19.801	American Bar Association	SLMAQM17CA2059	803,798	878,998
<b>Subtotal CFDA 19.801 United States Department of State</b>				<b>803,798</b>	<b>914,008</b>
<b>United States Department of Labor:</b>					
Child Labor	17.401	N/A	-	218,341	516,758
<b>Subtotal CFDA 17.401 United States Department of Labor</b>				<b>218,341</b>	<b>516,758</b>
<b>TOTAL EXPENDITURES OF FEDERAL AWARDS</b>				<b>\$ 1,022,139</b>	<b>\$ 1,804,030</b>

**GRAMEEN FOUNDATION USA**

**SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS  
FOR THE YEAR ENDED JUNE 30, 2019**

**Note 1. Basis of Presentation**

The accompanying Schedule of Expenditures of Federal Awards (the Schedule) includes the Federal award activity of Grameen Foundation USA under programs of the federal government for the year ended June 30, 2019. Information in the Schedule is presented in accordance with the requirements of Title 2 U.S. Code of Federal Regulations (CFR) Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance)*. The Schedule presents only a selected portion of the operations of Grameen Foundation USA; accordingly, it is not intended to and does not present the financial position, changes in net assets or cash flows of Grameen Foundation USA.

**Note 2. Summary of Significant Accounting Policies**

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement. Negative amounts shown on the Schedule represent adjustments or credits made in the normal course of business to amounts reported as expenditures in prior years. Grameen Foundation USA has elected not to use the 10-percent de minimis indirect cost rate as allowed under Uniform Guidance.

GRAMEEN FOUNDATION USA

SCHEDULE OF FINDINGS AND QUESTIONED COSTS  
FOR THE YEAR ENDED JUNE 30, 2019

**Section I - Summary of Auditor's Results**

**Financial Statements**

1). Type of auditor's report issued on whether the financial statements audited were prepared in accordance with GAAP on the accrual basis of accounting: Unmodified

2). Internal control over financial reporting:

- Material weakness(es) identified?  Yes  No
- Significant deficiency(ies) identified that are not considered to be material weakness(es)?  Yes  None Reported

3). Noncompliance material to financial statements noted?  Yes  No

**Federal Awards**

4). Internal control over major programs:

- Material weakness(es) identified?  Yes  No
- Significant deficiency(ies) identified that are not considered to be material weakness(es)?  Yes  None Reported

5). Type of auditor's report issued on compliance for major programs: Unmodified

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

7). Identification of major programs:

<u>Federal Program Title</u>	<u>Pass-Through Entity</u>	<u>CFDA Number</u>	<u>Expenditures</u>
Women and Girls Empowered (WAGE)	American Bar Association	19.801	\$ 35,010
Reducing Barriers to Women's Economic Empowerment Initiative	American Bar Association	19.801	\$ 878,998

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

9). Auditee qualified as a low-risk auditee?  Yes  No

**GRAMEEN FOUNDATION USA**

**SCHEDULE OF FINDINGS AND QUESTIONED COSTS  
FOR THE YEAR ENDED JUNE 30, 2019**

**Section II - Financial Statement Findings**

There were no reportable findings.

**Section III - Federal Award Findings and Questioned Costs (2 CFR 200.516(a))**

There were no reportable findings.



## CPAs & ADVISORS

### REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

#### Independent Auditor's Report

To the Board of Directors  
Grameen Foundation USA  
Washington, D.C.

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Grameen Foundation USA as of and for the year ended June 30, 2019, and the related notes to the financial statements, which collectively comprise Grameen Foundation USA's basic financial statements, and have issued our report thereon dated March 30, 2020.

#### **Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered Grameen Foundation USA's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances, for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Grameen Foundation USA's internal control. Accordingly, we do not express an opinion on the effectiveness of Grameen Foundation USA's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of Grameen Foundation USA's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit, we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

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## **Compliance and Other Matters**

As part of obtaining reasonable assurance about whether Grameen Foundation USA's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

### **Purpose of this Report**

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in cursive script that reads "Gelman Rosenberg & Friedman".

March 30, 2020





## CPAs & ADVISORS

### REPORT ON COMPLIANCE FOR EACH MAJOR FEDERAL PROGRAM AND REPORT ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY TITLE 2 U.S. CODE OF FEDERAL REGULATIONS (CFR) PART 200, UNIFORM ADMINISTRATIVE REQUIREMENTS, COST PRINCIPLES, AND AUDIT REQUIREMENTS FOR FEDERAL AWARDS (UNIFORM GUIDANCE)

#### Independent Auditor's Report

To the Board of Directors  
Grameen Foundation USA  
Washington, D.C.

#### **Report on Compliance for Each Major Federal Program**

We have audited Grameen Foundation USA's compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on each of Grameen Foundation USA's major federal programs for the year ended June 30, 2019. Grameen Foundation USA's major federal programs are identified in the summary of auditor's results section of the accompanying Schedule of Findings and Questioned Costs.

#### **Management's Responsibility**

Management is responsible for compliance with the federal statutes, regulations, and the terms and conditions of its federal awards applicable to its federal programs.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on compliance for each of Grameen Foundation USA's major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of *Title 2 U.S. Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles and Audit Requirements for Federal Awards (Uniform Guidance)*. Those standards and the Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about Grameen Foundation USA's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of Grameen Foundation USA's compliance.

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## Opinion on Each Major Federal Program

In our opinion, Grameen Foundation USA complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2019.

## Report on Internal Control Over Compliance

Management of Grameen Foundation USA is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered Grameen Foundation USA's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of Grameen Foundation USA's internal control over compliance.

*A deficiency in internal control over compliance* exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. *A material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. *A significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that were not identified. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.



March 30, 2020