FINANCIAL STATEMENTS & INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2020 AND 2019

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MULLINS CLEMMONS & MAYES, PLLC

CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Medical Foundation of Nashville:

We have audited the accompanying financial statements of Medical Foundation of Nashville (a nonprofit corporation) (the "Foundation"), which comprise the statements of financial position as of December 31, 2020 and 2019, and the related statements of activities and changes in net assets, cash flows and functional expenses for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our 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 the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

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

Report on Supplementary Information

Mullias Clemmons + Mayor, PLL

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedules of professional services on pages 15-16 are presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements taken as a whole.

Brentwood, Tennessee

June 8, 2021

STATEMENTS OF FINANCIAL POSITION DECEMBER 31, 2020 AND 2019

<u>ASSETS</u>	2020	2019
Cash and cash equivalents State grant receivables Promises to give Prepaid expenses and other assets Property and equipment, net	\$ 61,125 262,422 22,000 9,077 8,466	\$ 26,735 58,726 28,299 9,177 4,355
TOTAL ASSETS	\$ 363,090	\$ 127,292
LIABILITIES AND NET ASSETS		
Accounts payable Due to affiliated organization Total liabilities	\$ 2,361 150,026 152,387	\$ 1,198 19,000 20,198
NET ASSETS: Without donor restrictions With donor restrictions Total net assets	111,651 99,052 210,703	15,504 91,590 107,094
TOTAL LIABILITIES AND NET ASSETS	\$ 363,090	\$ 127,292

STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS FOR THE YEAR ENDED DECEMBER 31, 2020

				Without Donor Restrictions		•	Total
REVENUE, SUPPORT AND GAINS:							
Contributions	\$	56,009	\$	77,861	\$	133,870	
Contributed services		4,491,788		-		4,491,788	
State and local contracts and grants		418,042		-		418,042	
Paycheck Protection Program grant		36,074		-		36,074	
Total		5,001,913		77,861		5,079,774	
Net assets released due to							
satisfaction of restrictions		70,399		(70,399)		-	
Total revenue, support and gains		5,072,312		7,462		5,079,774	
EXPENSES:							
Program services		4,858,842		-		4,858,842	
Fundraising		22,015		-		22,015	
Management and general		95,308		-		95,308	
Total expenses		4,976,165		-		4,976,165	
CHANGE IN NET ASSETS		96,147		7,462		103,609	
NET ASSETS:							
Beginning		15,504		91,590		107,094	
Ending	\$	111,651	\$	99,052	\$	210,703	

STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS FOR THE YEAR ENDED DECEMBER 31, 2019

	Without Donor Restrictions				Total	
REVENUE, SUPPORT AND GAINS:						
Contributions	\$	53,001	\$	84,950	\$	137,951
Contributed services		1,967,342		-		1,967,342
State and local contracts and grants		199,660		-		199,660
Total		2,220,003	•	84,950		2,304,953
Net assets released due to						
satisfaction of restrictions		84,301		(84,301)		_
Total revenue, support and gains		2,304,304		649		2,304,953
EXPENSES:						
Program services		2,140,820		-		2,140,820
Fundraising		71,280		-		71,280
Management and general		61,488		-		61,488
Total expenses		2,273,588				2,273,588
CHANGE IN NET ASSETS		30,716		649		31,365
NET ASSETS:						
Beginning		(15,212)		90,941		75,729
Ending	\$	15,504	\$	91,590	\$	107,094

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES: Change in net assets Adjustments to reconcile change in net assets	\$ 103,609	\$ 31,365
to net cash provided by operating activities: Depreciation expense Net changes in other operating assets and liabilities:	1,169	74
Promises to give	6,299	2,701
State grant receivables	(203,696)	(14,528)
Prepaid expenses and other assets	100	(8,550)
Due to affiliated organization	131,026	(8,408)
Accounts payable	1,163	1,198
Net cash provided by operating activities	39,670	3,852
CASH FLOWS FROM INVESTING ACTIVITIES: Purchases of property and equipment Net cash used in investing activities	(5,280) (5,280)	(4,429) (4,429)
NET CHANGE IN CASH AND CASH EQUIVALENTS	34,390	(577)
CASH AND CASH EQUIVALENTS, BEGINNING	26,735	27,312
CASH AND CASH EQUIVALENTS, ENDING	\$ 61,125	\$ 26,735

STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2020

	Program Services	Fundraising	Management and General	Total
Contributed services	\$ 4,491,788	\$ -	\$ -	\$ 4,491,788
Professional services	341,165	21,246	62,579	424,990
Accounting and financial	-	711	31,783	32,494
Insurance	-	-	854	854
Community outreach	1,455	-	-	1,455
Computer service and supplies	17,065	-	-	17,065
Professional development	6,350	-	-	6,350
Total expenses before				
depreciation expense	4,857,823	21,957	95,216	4,974,996
Depreciation expense	1,019	58	92	1,169
Total expenses	\$ 4,858,842	\$ 22,015	\$ 95,308	\$ 4,976,165

STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2019

	Program Services	Fundra	ising	agement and eneral		Γotal
Contributed services	\$ 1,967,342	\$	_	\$ -	\$ 1,	,967,342
Professional services	167,359	70	0,740	43,271		281,370
Accounting and financial	-		526	17,359		17,885
Insurance	-		-	854		854
Computer service and supplies	6,063		-	•		6,063
Total expenses before depreciation expense	2,140,764	7	1,266	61,484	2,	273,514
Depreciation expense	56		14	 4	-	74_
Total expenses	\$ 2,140,820	\$ 7°	1,280	 61,488	\$ 2,	273,588

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2020 AND 2019

NOTE 1 – THE ENTITY

Medical Foundation of Nashville (the "Foundation") was established on January 1, 2018 as a Tennessee nonprofit corporation. The primary program of the Foundation is Project Access Nashville Specialty Care ("PAN"). PAN provides a coordinated system of care to low-income, uninsured residents of Davidson County and limited other Middle Tennessee Counties who are below 200% of the Federal Poverty Level. PAN has established a referral process that links these patients to a network of community-based medical clinics, physician specialists, collaborating hospitals, and ancillary partners. This program has been operating since 2005 and administered by Nashville Academy of Medicine ("NAM"). See Note 6 for further information related to NAM.

The Foundation also supports educational events for physicians, residents, and medical students in middle Tennessee, and health education for the broader community.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Periods

All references to 2020 and 2019 in these financial statements refer to the years ended December 31, 2020 and 2019, unless otherwise noted.

Basis of Accounting

In accordance with accounting principles generally accepted in the United States of America, the Foundation uses the accrual basis of accounting; therefore, revenue is recognized when earned and expenses are recognized when incurred.

Financial Statement Presentation

The Foundation is required to report information regarding its financial position and activities according to the following net asset classifications:

Net assets without donor restrictions – This class includes net assets that are not subject to any donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the Foundation. These net assets may be used at the discretion of the Foundation's management and the Board of Directors.

Net assets with donor restrictions – This class includes net assets whose use by the Foundation is subject to donor-imposed restrictions. Some donor restrictions are temporary in nature; those restrictions will be fulfilled by actions of the Foundation pursuant to those restrictions or by the passage of time. The Foundation has no donor restrictions that are perpetual in nature, whereby the donor has stipulated that resources be maintained in perpetuity.

Donor restricted contributions are reported as increases in net assets without donor restrictions if the restrictions expire in the reporting period in which the revenue is recognized.

NOTES TO FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2020 AND 2019

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial Statement Presentation (Continued)

All other donor-restricted contributions are reported as increases in net assets with donor restrictions, depending on the nature of the restrictions. When a restriction expires, net assets are reclassified from net assets with donor restrictions to net assets without donor restrictions and reported in the statement of activities as net assets released from restrictions.

Cash and Cash Equivalents

For purposes of the statement of cash flows, cash and cash equivalents consist of cash held in bank accounts, money market funds and bank certificates of deposit with original maturities of ninety days or less, which are neither held for nor restricted by donors for long-term purposes. The Foundation may, at times, maintain bank account balances in excess of federally insured limits. However, the Foundation has not experienced any losses in such accounts, and believes it is not exposed to any significant credit risk related to cash and cash equivalents.

Property and Equipment

Expenditures for additions, major renewals and betterment of property and equipment with a cost in excess of \$2,500 are capitalized. The fair value of donated property and equipment is similarly capitalized. Expenditures for maintenance and repairs are charged to expense as incurred. Depreciation is computed by using the straight-line method over the estimated useful lives of the individual assets.

See Note 5 for further details.

Contributions and Promises to Give

Contributions are recognized when cash, securities or other assets, an unconditional promise to give, or notification of a beneficial interest is received.

Unconditional promises to give expected to be collected within one year are recorded at net realizable value. Conditional promises to give are not recognized until the conditions on which they depend have been substantially met.

The Foundation uses the allowance method to determine uncollectible unconditional promises to give. The allowance is based on historical experience, an assessment of economic conditions, and management's analysis of specific promises made. Promises to give are written off when deemed uncollectible. At December 31, 2020 and 2019, management deemed all promises to give to be fully collectible, and, therefore, no allowance has been recorded.

See Note 4 for further details.

NOTES TO FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2020 AND 2019

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

State Grant Revenue and Receivables

State grant revenue is recognized when patient encounters are incurred under the terms of the contract.

The Foundation uses the allowance method to determine uncollectible state grant receivables. The allowance is based on historical experience, an assessment of economic conditions, and management's analysis of specific state grant receivables. State grant receivables are written off when deemed uncollectible. At December 31, 2020 and 2019 management deemed all state grant receivables to be fully collectible, and, therefore, no allowance has been recorded.

Donated Facilities and Services

Donated facilities are recognized at fair value on the date contributed. Donated services are recognized, at fair value, if they create or enhance nonfinancial assets or require specialized skills and would be purchased by the Foundation if not contributed. Donated services are recognized as contributions and expenses at their estimated fair values at date of receipt. The Foundation received contributed professional services related to PAN with an estimated fair value of \$4,491,788 and \$1,967,342 during 2020 and 2019, respectively.

The Foundation received donated services from unpaid office volunteers which did not meet the criteria for recognition under generally accepted accounting principles.

Income Taxes

As mentioned in Note 1, the Foundation is a Tennessee nonprofit corporation, and a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code. The Foundation is not classified as a private foundation.

The Foundation is required to file an annual Return of Organization for Exempt from Income Tax (Form 990) with the Internal Revenue Service. In addition, certain nonprofit corporations are subject to income tax on net income derived from business activities unrelated to their exempt purposes. Management has determined the Foundation is not subject to unrelated business income tax. Accordingly, no provision for income taxes is included in the accompanying financial statements.

Functional Allocation of Expenses

The costs of program and supporting services activities have been summarized on a functional basis in the statement of activities. The statements of functional expenses present the natural classification detail of expenses by function. Accordingly, certain costs have been allocated among the programs and supporting services benefited. See Note 8 for further details.

NOTES TO FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2020 AND 2019

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates, and those differences could be material.

Events Occurring after Reporting Date

The Foundation has evaluated events and transactions which occurred between December 31, 2020 and June 8, 2021, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

NOTE 3 – LIQUIDITY

Financial assets available for general expenditures within one year of December 31, 2020 and 2019, consist of the following:

•	2020	2019
Cash and cash equivalents	\$ 61,125	\$ 26,735
Promises to give	22,000	28,299
Grants and other receivables	262,822	59,226
Total financial assets	\$ 345,947	\$ 114,260
Less amounts not available to be used within one year:		
Promises to give		(7,000)
Financial assets available to meet general expenditures		
within one year	\$ 345,947	\$ 107,260

As part of the Foundation's liquidity plan, NAM has agreed to make a contribution in the amount of the operating loss for the first three years of the Foundation's existence. In 2019, the contribution from NAM in the amount of \$14,371 is reported in the accompanying Statements of Activities. No such contribution was received in 2020. See Note 6 for further details related to NAM.

NOTES TO FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2020 AND 2019

NOTE 4 - PROMISES TO GIVE

Unconditional promises to give consist of the following at December 31, 2020 and 2019:

		2020	2019		
Promises to give without donor restrictions	\$	-	\$	-	
Promises to give with donor restrictions		22,000		28,299	
Gross promises to give		22,000		28,299	
Promises receivable due less than one year		(22,000)		(21,299)	
Promises receivable due within one to five years	\$	-	\$	7,000	

NOTE 5 – PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

	2	2020		
Computers and equipment	\$	4,429	\$	4,429
Furniture and fixtures		5,280		-
Total cost		9,709		4,429
Accumulated depreciation		(1,243)		(74)
Property and equipment, net	\$	8,466		4,355

NOTE 6 - RELATED PARTY TRANSACTIONS

As mentioned in Note 1, the Foundation's major program was administered by NAM prior to January 1, 2018. The NAM Board voted to create the Foundation and move the charitable activities from NAM, a 501(c)(6) organization, to the Foundation. NAM will continue to operate the programs as an independent contractor unless in the future, the Foundation Board deems it appropriate to further separate the programs. The two organizations have separate Boards. However, the programs and activities are administered by the same staff at the same facilities. The expenses billed by NAM in the amount of \$424,990 and \$281,370 have been reported in the accompanying Statements of Activities for 2020 and 2019, respectively. The Foundation had payables due to NAM for \$150,026 and \$19,000 at December 31, 2020 and 2019, respectively.

NOTES TO FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2020 AND 2019

NOTE 7 – NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions have been restricted for the following purposes or periods at December 31, 2020 and 2019:

	2020	2019
Subject to expediture for a specified purpose:		
2021 special event	\$ 59,052	\$ 41,190
Staff development		6,100
·	59,052	47,290
Subject to the passage of time:		
Time-restricted for Project Access Specialty Care	40,000	44,300
		-
Total donor restricted net assets	\$ 99,052	\$ 91,590

Net assets with donor restrictions were released from restrictions by incurring expenses satisfying the restrictions during 2020 and 2019 as follows:

				2019
Project Access Specialty Care	\$	64,299	\$	84,301
Staff development		6,100		-
Total net assets released from restrictions	\$	70,399	\$	84,301

NOTE 8 – FUNCTIONAL EXPENSES

The financial statements report certain categories of expenses that are attributed to more than one program or supporting function. Therefore, expenses require allocation on a reasonable basis which is consistently applied. Such expenses are allocated using one overall method. Professional services from NAM consist of various expenses, as detailed on the supplemental schedules included with the financial statements. Within professional services, salaries and employee benefits are allocated on the basis of estimates of time and effort; occupancy is allocated on a square footage basis.

NOTE 9 - COMMITMENTS AND CONTINGENCIES

Grant expenditures are subject to review and audit by the grantors in the normal course of operations. Any reviews and audits could result in disallowance of expenditures, and therefore, a return of grant funds to the grantor. Management believes that no unallowable expenditures have been incurred under any of its grants. Accordingly, no provision has been made for any potential return of funds to any of its grantors.

NOTES TO FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2020 AND 2019

NOTE 10 – PAYCHECK PROTECTION PROGRAM

In May 2020, the Foundation received loan proceeds in the amount of \$36,074 under the Paycheck Protection Program ("PPP"). The PPP, established as part of the Coronavirus Aid, Relief and Economic Security Act ("CARES Act"), provides for loans to qualifying businesses for amounts up to 2.5 times of the average monthly payroll expenses of the qualifying business. The loans and accrued interest are forgivable after eight weeks if the borrower uses the loan proceeds for eligible purposes, including payroll, benefits, rent and utilities, and maintains its payroll levels. The amount of loan forgiveness will be reduced if the borrower terminates employees or reduces salaries during the eight-week period.

The unforgiven portion of the PPP loan is payable over two years at an interest rate of 1%, with a deferral of payments for the first six months. The Foundation has used the proceeds for purposes consistent with the PPP. The Foundation intends to file an application for forgiveness with its financial institution and expects all funds to be forgiven.

The Foundation has recorded these funds as a conditional contribution. In accordance with ASC 958-605, conditional contributions are recognized as the conditions are met. Accordingly, the Foundation recognized \$36,074 during 2020 in the accompanying Statement of Activities.

NOTE 11- RISKS AND UNCERTAINTIES

In December 2019, COVID-19 emerged and subsequently spread worldwide. The World Health Organization declared COVID-19 a pandemic resulting in federal, state and local governments and private entities mandating various restrictions, including travel restrictions, restrictions on public gatherings, stay at home orders and advisories and quarantining of people who may have been exposed to the virus. In an effort to mitigate the spread of COVID-19, the mayor of Nashville announced a "Safer at Home Order" and effective March 2020 employees began working remotely where possible. The Foundation has taken several steps to maintain financial liquidity and flexibility, including, reviewing operating expenses and reducing capital expenditures. In addition, the Foundation applied for and received a forgivable loan of \$36,074 under the Paycheck Protection Program. As the COVID-19 pandemic is complex and rapidly evolving, the Foundation's plans as described above may change. At this point, management cannot reasonably estimate the duration and severity of this pandemic, which could have a material adverse impact on the Foundation's business, results of operations, financial position and cash flows.

ADDITIONAL INFORMATION

SUPPLEMENTAL SCHEDULE OF PROFESSIONAL SERVICES FOR THE YEAR ENDED DECEMBER 31, 2020

	Program Services		Fundraising		Management and General		Total	
Salaries and benefits	\$	269,970	\$	18,198	\$	33,742	\$	321,910
Occupancy		40,796		2,345		3,751		46,892
Accounting and financial		•		-		19,788		19,788
Computer related		10,268		703		694		11,665
Office expense		6,939		-		300		7,239
Dues		698		-		143		841
Insurance		-		-		1,187		1,187
Miscellaneous		864		-		1,761		2,625
Project Access Nashville								
Program expense		2,794		-		-		2,794
Educational program expense		287		-	,	-		287
Professional development		1,069		-		-		1,069
Postage		2,585		-		-		2,585
Taxes and licenses		-		-		241		241
Telephone		3,053		-		127		3,180
Travel and meetings		1,842		-		845		2,687
Total expenses	\$	341,165	\$	21,246	\$	62,579	\$	424,990

SUPPLEMENTAL SCHEDULE OF PROFESSIONAL SERVICES FOR THE YEAR ENDED DECEMBER 31, 2019

	Program Services		Fundraising		Management and General		Total	
Salaries and benefits	\$	108,667	\$	59,988	\$	20,613	\$	189,268
Occupancy		39,393		8,812		3,628		51,833
Accounting and financial		-				8,944		8,944
Computer related		9,407		1,940		-		11,347
Office expense		3,217		-		238		3,455
Dues		360		-		700		1,060
Insurance		-		-		929		929
Project Access Nashville								
Program expense		1,974		-		-		1,974
Educational program expense		527		-		-		527
Professional development		-		-		719		719
Postage		1,782		-		-		1,782
Taxes and licenses		-		-		220		220
Telephone		1,225		-		818		2,043
Travel and meetings		807		-		6,462		7,269
Total expenses	\$	167,359	\$	70,740	\$	43,271	\$	281,370