Financial Statements

June 30, 2021 and 2020

(With Independent Auditors' Report Thereon)



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INDEPENDENT AUDITORS' REPORT

The Board of Directors of Leadership Music:

We have audited the accompanying financial statements of Leadership Music, which are comprised of the statements of financial position as of June 30, 2021 and 2020, 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

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Leadership Music as of June 30, 2021 and 2020, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

LBMC,PC

Brentwood, Tennessee November 9, 2021

Statements of Financial Position

June 30, 2021 and 2020

<u>Assets</u>

		<u>2021</u>		<u>2020</u>
Cash and cash equivalents Contributions receivable Investments	\$	926,630 304,600 545,039	\$	625,315 42,750 -
Furniture and equipment, net of accumulated		201		4 505
depreciation of \$20,946 in 2021 and \$20,252 in 2020	_	901	_	<u> 1,595</u>
	\$ <u></u>	1,777,170	\$ <u></u>	669,660
<u>Liabilities and Net Assets</u>				
Liabilities:				
Note payable	\$	49,632	\$	47,200
Accounts payable		3,117		334
Accrued compensation and benefits		10,095		10,240
Total liabilities	_	62,844	_	57,774
Net assets without donor restrictions		1,169,287		611,886
Net assets with donor restrictions	_	545 <u>,039</u>	_	
Total net assets	_	1,714,326	_	611,886
	\$ <u></u>	1,777,170	\$ <u></u>	669,660

Statements of Activities and Changes in Net Assets

Years ended June 30, 2021 and 2020

		<u>2021</u>	<u>2020</u>
Changes in net assets without donor restrictions:			
Revenues and other support:			
Special events	\$	2,366	\$ 9,930
Contributions		747,550	196,375
Program tuition fees		-	49,000
Alumni dues		30,525	35,675
Interest income		1,366	5,694
Gain on forgiveness of debt		47,200	-
State and local grant income		115,000	-
Other miscellaneous contributions and income		1,055	 47,407
Total revenues and other support		945,062	 344,081
Expenses:			
Program		208,841	256,376
Management and general		117,361	96,548
Fundraising		<u>61,459</u>	 59,617
Total expenses		387,661	 412,541
Increase (decrease) in net assets without donor			
restrictions		<u>557,401</u>	 <u>(68,460</u>)
Changes in net assets with donor restrictions:			
Contributions		500,000	-
Investment return		<u>45,039</u>	 <u>-</u>
Increase in net assets with donor restrictions		545,03 <u>9</u>	
Increase (decrease) in net assets		1,102,440	(68,460)
Net assets at beginning of year		611,886	 680,346
Net assets at end of year	\$ <u></u>	1,714,326	\$ 611,886

Statements of Cash Flows

Years ended June 30, 2021 and 2020

	<u>2021</u>	<u>2020</u>
Cash flows from operating activities: Change in net assets Adjustments to reconcile changes in net assets to net cash provided (used) by operating activities:	\$ <u>1,102,440</u>	\$ (68,460)
Depreciation Gain on forgiveness of debt	694 (47,200)	1,525
Unrealized gain on investments	(42,108)	-
(Increase) decrease in operating assets: Contributions receivable Prepaid expenses	(261,850) -	14,175 14
Increase (decrease) in operating liabilities: Accounts payable Accrued compensation and benefits Deferred revenue	2,783 (145) 	(10,142) 4,052 (325)
Total adjustments	(347,826)	9,299
Net cash provided (used) by operating activities	754,614	(59,161)
Cash flows used by investing activities: Purchases of furniture and equipment Proceeds from sale of investments Purchases of investments	- 739 <u>(503,670</u>)	(624) - -
Net cash used by investing activities	(502,931)	(624)
Cash flows from financing activities - proceeds from note payable	49,632	47,200
Increase (decrease) in cash and cash equivalents	301,315	(12,585)
Cash and cash equivalents at beginning of year	625,315	637,900
Cash and cash equivalents at end of year	\$ <u>926,630</u>	\$ <u>625,315</u>

Statement of Functional Expenses

Year ended June 30, 2021

	Progra	am Services		Supportin	g Servi	ices		
	Lea	adership	Man	agement				
		rogram		General	Fun	draising		<u>Total</u>
Special events - Alumni Engagement Event		7 225						7 225
Party and Events	\$	7,225	\$	-	\$	-	\$	7,225
Employee compensation:								
Salaries and wages		123,934		41,312		41,312		206,558
Employee benefits		27,120		9,040		9,040		45,200
Payroll taxes		10,496		3,499		3,499		17,494
Total compensation expenses		161,550		53,851		53,851		269,252
Program costs		21,711		-		-		21,711
Development/stewardship		-		-		1,966		1,966
Office supplies		354		1,061		-		1,415
Website		1,956		5,868		1,956		9,780
Telephone		779		3,634		779		5,192
Postage		294		-		294		588
Taxes, licenses and fees		-		4,468		-		4,468
Legal and professional		-		17,885		-		17,885
Rent		10,663		14,337		-		25,000
Insurance - general		4,167		1,389		1,389		6,945
Dues and subscriptions		142		568		-		710
Meals and entertainment		-		-		1,118		1,118
Depreciation		-		694		-		694
Travel		-		107		106		213
Equipment rental		-		5,449		-		5,449
Archival		-		3,600		-		3,600
Donations		<u> </u>		4,450		<u>-</u>		4,450
Total	\$	208,841	\$	117,361	\$	61,459	\$_	387,661

Statement of Functional Expenses

Year ended June 30, 2020

	Program Services	Supportin	g Services	
	Leadership	Management		
	<u>Program</u>	and General	Fundraising	<u>Total</u>
Special events - Alumni Engagement Events	\$ <u>8,542</u>	\$	\$	\$ <u>8,542</u>
Employee compensation:				
Salaries and wages	115,808	38,603	38,603	193,014
Employee benefits	20,150	6,717	6,717	33,584
Payroll taxes	9,930	3,310	3,310	<u>16,550</u>
Total compensation expenses	145,888	48,630	48,630	243,148
Program costs	74,113	-	-	74,113
Development/stewardship	-	-	2,429	2,429
Office supplies	206	617	-	823
Website	1,231	3,693	1,231	6,155
Telephone	844	3,938	844	5,626
Postage	476	-	476	952
Taxes, licenses and fees	-	3,558	-	3,558
Legal and professional	-	15,952	-	15,952
Rent	10,663	14,337	-	25,000
Insurance - general	4,053	1,351	1,351	6,755
Dues and subscriptions	112	448	-	560
Meals and entertainment	-	-	3,907	3,907
Transportation	9,660	-	-	9,660
Depreciation	-	1,525	-	1,525
Miscellaneous	588	572	572	1,732
Travel	-	177	177	354
Equipment rental		1,750		1,750
Total	\$ <u>256,376</u>	\$ <u>96,548</u>	\$ <u>59,617</u>	\$ <u>412,541</u>

Notes to the Financial Statements

June 30, 2021 and 2020

(1) Nature of operations

Leadership Music (the "Organization") is a nonprofit corporation, organized in the State of Tennessee in 1989. Its mission is to cultivate a forward-thinking community of leaders who impact the creative industry. The Organization operates from facilities located in Nashville, Tennessee and attracts its support primarily from the Middle Tennessee area. The Organization is supported primarily by contributions from the general public, alumni and by fundraising events.

(2) Summary of significant accounting policies

The financial statements of the Organization are presented on the accrual basis of accounting under which revenue is recognized when earned and expenses when incurred. The significant accounting policies followed are described below.

(a) Basis of presentation

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

<u>Net assets without donor restrictions</u> - Net assets that are not subject to donor-imposed restrictions.

<u>Net assets with donor restrictions</u> - Net assets subject to donor-imposed restrictions that may or will be met either by actions of the Organization and/or the passage of time. Other donor restrictions are perpetual in nature, where the donor stipulates the resources be maintained permanently. Generally, the donors of these assets permit the Organization to use all or part of the income earned and any related investments for general purposes.

(b) Program activities

The defining elements of the Organization's program have been to: 1) explore and analyze how various parts of the music industry operate; 2) provide increased familiarity and dialogue with music industry leaders; and 3) expose and educate class participants to varying points of view and philosophies.

Notes to the Financial Statements

June 30, 2021 and 2020

The Organization helps to expand the knowledge base of each participant, expand the talent pool of leadership within the music community, and promote teamwork and camaraderie in an otherwise competitive business. Each person selected to participate in Leadership Music makes an extensive time commitment. Attendance is mandatory for the eight-month program, which begins in the fall. The first and last meetings are weekend retreats. Between these retreats are six monthly meetings, which average twelve hours each. The participants make on-site visits around the community, focusing on such subjects as songwriting/publishing, media, artist, production, record company, and live music. They also hear from numerous speakers and participate in hands-on exercises.

(c) Cash equivalents

The Organization considers all cash and related short-term investments with original maturities of three months or less when purchased to be cash equivalents.

(d) Investments and investment return

Investments in marketable equity securities with readily determinable fair values and all investments in debt securities are shown at their fair values in the statements of financial position. Investment return shown in the statements of activities includes interest, dividends, and realized and unrealized gains and losses, net of investment expenses.

Investment return is reported in the period earned as an increase in net assets without donor restrictions unless the use of the assets received is limited by donor-imposed restrictions. Investment return that is restricted by the donor is reported as an increase in net assets without donor restrictions if the restrictions are met or expire in the year in which the income is recognized.

All other donor-restricted investment return is reported as an increase in net assets with donor restrictions depending on the nature of the restrictions. See note 4 for discussion of fair value measurements.

(e) Contributions and contributions receivable

Contributions are recognized when the donor makes a promise to give to the Organization that is, in substance, unconditional. Unconditional promises to give are recorded when the promises are made. Conditional promises to give are not included as support until such time as the conditions are substantially met. Donor restricted contributions are reported as increases to net assets with donor restrictions. As restrictions are met or expire, net assets with donor restrictions are reclassified to net assets without donor restrictions.

Notes to the Financial Statements

June 30, 2021 and 2020

Unconditional promises to give due in the next year are reflected as current contributions receivable and are recorded at their net realizable value. Unconditional promises to give due in subsequent years are reflected as long-term contributions receivable and are recorded at present value using interest rates applicable to the years in which the contributions receivable are received.

The Organization uses the specific identification method to determine uncollectible contributions receivable. The allowance is based on prior years' experience and management's analysis of specific promises made.

In-kind contributions are recorded based on their estimated fair value at the date of the contribution.

(f) Furniture and equipment

Furniture and equipment are stated at cost, or if donated, at the estimated fair market value as of the date of donation. Depreciation is provided over the assets' estimated useful lives, generally five years, using the straight-line method. Expenditures for maintenance and repairs are expensed when incurred. When property is retired or sold, the cost and the related accumulated depreciation are removed from the accounts, and the resulting gain or loss is included in operations.

(g) Income taxes

The Organization is a not-for-profit corporation as described in section 501(c)(3) of the Internal Revenue Code and, as such, is exempt from federal income taxes pursuant to code section 501(a). An uncertain tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. The Organization has no material uncertain tax positions that qualify for either recognition or disclosure in the financial statements.

As of June 30, 2021 and 2020, the Organization has accrued no interest and no penalties related to uncertain tax positions. It is the Organization's policy to recognize interest and/or penalties related to income tax matters in income tax expense. The Organization files U.S. Federal information tax returns.

Notes to the Financial Statements

June 30, 2021 and 2020

(h) Revenue recognition

The Organization recognizes revenue in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers, as amended. ASU 2014-09 applies to exchange transactions with customers that are bound by contracts or similar arrangements and establishes a performance obligation approach to revenue recognition. The Organization's exchange related transactions primarily consist of fees for program tuition and alumni dues. The performance obligations for these services are to provide education programming to the participants and membership benefits to its members. These obligations generally are met over time within the Organization's fiscal year.

The Organization also conducts special events in which a portion of the gross proceeds paid by the participant represents payment for the direct cost of the benefits received by the participant at the event - the exchange component, and a portion represents a contribution to the Organization. Unless a verifiable objective means exists to demonstrate otherwise, the fair value of meals and entertainment provided at special events is measured at the actual cost to the Organization. The contribution component is the excess of the gross proceeds over the fair value of the direct donor benefit. The performance obligation is delivery of the event. The Organization allocates the exchange and contribution components of the gross proceeds from special events. Special event fees collected by the Organization in advance of its delivery are initially recognized as liabilities (deferred revenue) and recognized as special event revenue after delivery of the event.

(i) Donated goods and services

Donated goods and services are recognized at the fair value of items received at the time of donation. Volunteer time is recognized to the extent such time is provided by individuals with special training and which would normally need to be purchased. The Organization also receives volunteer services from a number of individuals in carrying out its programs whose service does not meet the criteria for recognition in the financial statements.

(j) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(k) Functional allocation of expenses

The costs of providing program and supporting services have been summarized on a functional basis. Accordingly, certain costs have been allocated among the programs and supporting services benefited based on management's estimate.

Notes to the Financial Statements

June 30, 2021 and 2020

(I) Events occurring after reporting date

Management of the Organization has evaluated events and transactions that occurred between June 30, 2021 and November 9, 2021, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

(3) Credit risk and other concentrations

The Organization generally maintains cash and cash equivalents on deposit at banks in excess of federally insured amounts. The Organization has not experienced any losses in such accounts and management believes the Organization is not exposed to any significant credit risk related to cash and cash equivalents.

(4) Investments and fair value measurements

FASB Accounting Standards Codification 820, Fair Value Measurement, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Organization has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Notes to the Financial Statements

June 30, 2021 and 2020

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets at fair value. There have been no changes in the methodologies used at June 30, 2021.

(i) Mutual funds and exchange traded funds: Valued at the net asset value of shares held by the Organization at year end as reported on the active market on which the individual fund is traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Organization's management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Organization's assets at fair value as of June 30, 2021:

		Level 1		Level 2		Level 3	<u>Total</u>
Cash and cash equivalents	\$	8,146	\$_		\$_		\$ 8,146
Mutual funds and exchange traded funds:							
Fixed income		167,348		-		-	167,348
Equity		<u>369,545</u>	_	<u>-</u>			 <u>369,545</u>
	_	536,893	_				 536,893
Total	\$	545,039	\$_		\$		\$ 545,039

(5) Special events

The Alumni Engagement Events were not physically held during fiscal years 2021 and 2020; however, virtual events were held with the intention of engaging interest of the Organization's alumni. Revenue was generated by donations.

Notes to the Financial Statements

June 30, 2021 and 2020

Revenue and expense from these events are summarized below:

	2021				
	Jon Meacham				
	<u>Event</u>				
Revenue	\$ 2,366				
Expense					
Net	\$ <u>(4,859</u>)				
	2020				
	Grammy				
	<u>Event</u>				
Revenue	\$ 9,930				
Expense	<u>8,542</u>				
Net	\$ <u>1,388</u>				

(6) In-kind contributions

The Organization received in-kind contributed goods and services during fiscal years 2021 and 2020 meeting the requirements for recognition consisting of the following:

	<u>2021</u>	<u>2020</u>
Program food, venue, and transportation	\$ -	\$ 25,100
Rent	25,000	25,000
Legal and professional	 7,200	 7,200
	\$ 32,200	\$ 57,300

(7) Note payable

During fiscal year 2021, the Organization was granted a loan from a bank in the amount of \$49,632 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 average monthly payroll expenses of the qualifying business. The loans and accrued interest are forgivable after 24 weeks as long as 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 period established by the CARES Act.

Notes to the Financial Statements

June 30, 2021 and 2020

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 principal amount of the Loan is expected to be fully forgiven under the provisions of the CARES Act during 2022; however, the Organization will make monthly payments beginning in November 2021 through April 2022 unless forgiveness is received. The Organization's PPP loan issued in 2020 was forgiven in full during 2021.

(8) Net assets

Donor restricted net assets as of June 30, 2021 relate to the Joe Galante Leadership Music Preservation Fund endowment (Note 11).

(9) Benefit plan

The Organization maintains a defined contribution 403(b) plan (the "Plan") which covers employees who have completed 90 days of service and attained the age of 21. The Plan provides for the Organization to match up to 50% of employee contributions up to \$6,000. The Organization made annual contributions of \$4,864 and \$3,264 during 2021 and 2020, respectively.

(10) Liquidity and availability

As part of the Organization's liquidity management plan, cash in excess of daily requirements is invested in short-term investments and money market funds. At June 30, 2021 and June 30, 2020, the Organization has cash of \$926,705 and \$625,315, respectively, and contributions receivable of \$304,600 and \$42,750, respectively, available to meet its obligations within one-year of the financial statements for the respective years.

(11) Endowments

During 2021, the Organization established the Joe Galante Leadership Music Preservation Fund which was funded with a \$500,000 contribution from a donor under a grant agreement ("Agreement"). The Agreement has restricted the corpus for five years after the date of receipt, except in the event of emergency that impacts the solvency of the Organization. During the initial five years, the corpus shall be invested, in accordance with Leadership Music's Endowment Investment Policy Statement ("Investment Statement"), and any investment returns will be reinvested and added to the corpus of the endowment fund. The investment return will continue to be used in accordance with the Investment Statement for operational and/or program expenses.

Notes to the Financial Statements

June 30, 2021 and 2020

As prescribed by the Tennessee Uniform Prudent Management of Institutional Funds Act ("TUPMIFA"), the Organization intends to preserve the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Organization classifies as permanently restricted net assets the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified in accordance with the terms of the donor agreement. In accordance with TUPMIFA, the Organization considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- (1) The duration and preservation of the fund
- (2) The purposes of the Organization and the donor-restricted endowment fund
- (3) General economic conditions
- (4) The possible effect of inflation and deflation
- (5) The expected total return from income and the appreciation of investments
- (6) Other resources of the Organization
- (7) The investment policies of the Organization

Funds with Deficiencies

From time to time, the fair value of assets associated with individual donor restricted endowment funds may fall below the level that the donor or TPMIFA requires the Organization to retain as a fund of perpetual duration. Deficiencies generally result from unfavorable market fluctuations that occurred shortly after the investment or new donor restricted contributions and continued appropriation for certain programs that were deemed prudent by the Board of Trustees. No endowment funds had fair values below the level that the donor or TUPMIFA required at June 30, 2021.

Endowment Investment Policy and Risk Parameters

The Organization has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that the Organization must hold in perpetuity or for a donor-specified period.

Strategies Employed for Achieving Investment Objectives

To satisfy its long-term rate-of-return objectives, the Organization relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Organization targets a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term return objectives with in prudent risk constraints.

Notes to the Financial Statements

June 30, 2021 and 2020

Spending Policy and How the Investment Objectives Relate to Spending Policy

Subsequent to the five-year accumulation period, the Organization has established a spending policy which appropriates an annual distribution from the endowment fund between 3% to 5% of the average of the prior three fiscal year beginning endowment values.

A summary of endowment asset balances and the changes in endowment net assets as of and for the year ended June 30, 2021 is as follows:

Changes in Endowment Net Assets for the Year Ended June 30, 2021:

	With donor restrictions
Balance at June 30, 2020	
Contributions	\$ 500,000
Investment return, net	<u>45,039</u>
Balance at June 30, 2021	\$ <u>545,039</u>

Earnings from the endowment are to be reinvested, in accordance with the Organization's Endowment Investment Policy Statement for the initial five years and then used to pay for operational and/or program expenses thereafter.