



**FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)**

**CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION**

JUNE 30, 2018 and 2017

WITH

INDEPENDENT AUDITOR'S REPORTS

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
FoodLink, Inc. and Subsidiaries
(d/b/a Regional Food Bank of Oklahoma)

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of FoodLink, Inc. and Subsidiaries (d/b/a Regional Food Bank of Oklahoma, collectively referred to as Food Bank), which comprise the consolidated statements of financial position as of June 30, 2018 and 2017, and the related consolidated statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the consolidated financial statements (collectively, 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.

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 and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of 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 FoodLink, Inc. and its Subsidiaries as of June 30, 2018 and 2017, and the changes in their net assets and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited the Food Bank's 2016 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated September 30, 2016. In our opinion, the summarized comparative information presented herein for the year ended June 30, 2016, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Other Matter

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying schedule of expenditures of federal awards, 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 the purpose of additional analysis and is not a required part of the basic financial statements. The accompanying schedule of state awards and schedules of federal and state awards contract revenues and expenses - budget to actual contract period to date, are presented for purpose of additional analysis and are not a required part of the basic 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 audits 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.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report date October 30, 2018 on our consideration of Food Bank'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 Food Bank's internal control over financial reporting and compliance.



Oklahoma City, Oklahoma
October 30, 2018

FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

June 30, 2018 and 2017

	2018	2017
Assets		
Cash and cash equivalents	\$ 3,586,427	\$ 2,948,486
Accounts receivable, less allowance for doubtful accounts	496,671	793,399
Pledges and grants receivable, net	2,880,999	2,417,111
Inventory	5,576,612	6,159,456
Prepaid expenses	172,003	262,598
Investments	10,356,427	10,513,913
Beneficial interests in assets held by community foundations	866,132	825,573
Leased property under capital leases, net of accumulated amortization	235,748	305,125
Property, plant and equipment, net of accumulated depreciation	16,107,583	18,743,907
Total assets	\$ 40,278,602	\$ 42,969,568
Liabilities and Net Assets		
Liabilities:		
Accounts payable	\$ 584,281	\$ 746,580
Accrued expenses	563,818	374,625
Capital lease obligation	134,533	227,386
Total liabilities	1,282,632	1,348,591
Net assets:		
Unrestricted	31,440,051	32,154,245
Temporarily restricted	6,047,153	8,065,333
Permanently restricted	1,508,766	1,401,399
Total net assets	38,995,970	41,620,977
Total liabilities and net assets	\$ 40,278,602	\$ 42,969,568

FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)

CONSOLIDATED STATEMENT OF ACTIVITIES

Year ended June 30, 2018
(and Comparative Totals for 2017)

	Unrestricted	Temporarily Restricted	Permanently Restricted	2018 Total	Comparative Totals for 2017
Revenues, Gains and Other Support					
Value of contributed inventory, including USDA commodities	\$ 66,542,179	\$ 6,523	\$ -	\$ 66,548,702	\$ 67,254,976
Handling fees and reimbursements for purchased products and related storage and distribution costs	3,278,754	-	-	3,278,754	3,536,416
Government contracts	1,734,633	-	-	1,734,633	1,614,097
Government grants	177,000	-	-	177,000	177,000
Contributions:					
Corporate	1,178,463	1,598,282	-	2,776,745	2,471,724
Grants and foundations	780,732	1,272,970	107,367	2,161,069	1,277,792
Individuals	3,783,993	2,211,610	-	5,995,603	4,949,611
Special events	55,845	-	-	55,845	92,541
Other	156,657	512,136	-	668,793	723,735
Other income	127,833	-	-	127,833	184,713
Interest income	115,114	161,141	-	276,255	149,734
Net unrealized/realized gain on investments	55,137	72,198	-	127,335	376,204
Funds released from restriction	5,574,532	(5,574,532)	-	-	-
Total revenues, gains and other support	83,560,872	260,328	107,367	83,928,567	82,808,543
Expenses					
Program services:					
Value of inventory distributed, including shrinkage and spoilage	67,272,600	-	-	67,272,600	66,193,537
Other program services	14,229,756	-	-	14,229,756	15,229,253
Building donation, at fair value	1,433,883	-	-	1,433,883	-
	82,936,239	-	-	82,936,239	81,422,790
Supporting services:					
Management and general	1,550,510	-	-	1,550,510	998,826
Fundraising	2,066,825	-	-	2,066,825	2,087,831
Total expenses	86,553,574	-	-	86,553,574	84,509,447
Changes in net assets	(2,992,702)	260,328	107,367	(2,625,007)	(1,700,904)
Endowment reclassification (Note 10)	2,278,508	(2,278,508)	-	-	-
Net assets, beginning of year	32,154,245	8,065,333	1,401,399	41,620,977	43,321,881
Net assets, end of year	\$ 31,440,051	\$ 6,047,153	\$ 1,508,766	\$ 38,995,970	\$ 41,620,977

See notes to consolidated financial statements.

FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)

CONSOLIDATED STATEMENT OF ACTIVITIES

Year ended June 30, 2017
(and Comparative Totals for 2016)

	Unrestricted	Temporarily Restricted	Permanently Restricted	2017 Total	Comparative Totals for 2016
Revenues, Gains and Other Support					
Value of contributed inventory, including USDA commodities	\$ 67,254,976	\$ -	\$ -	\$ 67,254,976	\$ 62,018,547
Handling fees and reimbursements for purchased products and related storage and distribution costs	3,536,416	-	-	3,536,416	3,806,492
Government contracts	1,614,097	-	-	1,614,097	1,455,969
Government grants	177,000	-	-	177,000	177,000
Contributions:					
Corporate	1,299,096	1,172,628	-	2,471,724	2,075,603
Grants and foundations	681,180	495,112	101,500	1,277,792	6,450,428
Individuals	3,734,888	1,214,723	-	4,949,611	4,457,050
Special events	53,831	38,710	-	92,541	77,530
Other	86,365	637,370	-	723,735	366,594
Other income	184,713	-	-	184,713	29,101
Interest income	77,647	72,087	-	149,734	181,012
Net unrealized/realized gain (loss) on investments	107,599	268,605	-	376,204	(292,891)
Funds released from restriction	5,746,873	(5,746,873)	-	-	-
Total revenues, gains and other support	84,554,681	(1,847,638)	101,500	82,808,543	80,802,435
Expenses					
Program services:					
Value of inventory distributed, including shrinkage and spoilage	66,193,537	-	-	66,193,537	62,531,754
Other program services	15,229,253	-	-	15,229,253	16,697,641
	81,422,790	-	-	81,422,790	79,229,395
Supporting services:					
Management and general	998,826	-	-	998,826	1,050,002
Fundraising	2,087,831	-	-	2,087,831	2,252,630
Total expenses	84,509,447	-	-	84,509,447	82,532,027
Changes in net assets	45,234	(1,847,638)	101,500	(1,700,904)	(1,729,592)
Net assets, beginning of year	32,109,011	9,912,971	1,299,899	43,321,881	45,051,473
Net assets, end of year	\$ 32,154,245	\$ 8,065,333	\$ 1,401,399	\$ 41,620,977	\$ 43,321,881

FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)

CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES

Year ended June 30, 2018

	Program Services	Supporting Services		Total
		Management and General	Fundraising	
Value of inventory distributed, including shrinkage and spoilage	\$ 67,272,600	\$ -	\$ -	\$ 67,272,600
Food supplements - purchased inventory utilized	1,380,612	-	-	1,380,612
Kids Café	467,758	-	-	467,758
Urban Harvest	7,339	-	-	7,339
Summer Feeding/Food 4 Kids	2,115,606	-	-	2,115,606
Food 4 Seniors	51,539	-	-	51,539
School Pantry	240,117	-	-	240,117
Care & Share Box/Pantry Box	24,521	-	-	24,521
Vistas	33,638	-	-	33,638
Disaster relief	28,178	-	-	28,178
Other programs	243,907	1,294	-	245,201
Food resource centers	274,108	-	-	274,108
Salaries, wages and related taxes	4,177,302	655,079	1,009,845	5,842,226
Benefits	757,519	130,152	133,927	1,021,598
Freight	1,424,694	-	-	1,424,694
Utilities	209,831	13,971	15,875	239,677
Repairs and maintenance	594,334	16,001	46,855	657,190
Dues	4,305	28,057	13,669	46,031
Special events	3,625	1,121	112,628	117,374
Fuel	224,360	66	246	224,672
Supplies	132,111	155	-	132,266
Disposal services	31,708	1,666	-	33,374
Direct mail	-	-	436,536	436,536
Equipment rental	7,262	2,667	-	9,929
Exterminating	22,716	-	-	22,716
Pre-employment physicals	7,903	648	977	9,528
Workshops	7,904	15,365	4,628	27,897
Insurance	141,981	18,857	-	160,838
Telephone	29,779	1,295	1,061	32,135
Computer	83,709	-	19,137	102,846
Travel	66,032	16,166	8,724	90,922
Office supplies	20,604	8,968	33,757	63,329
Postage	1,137	1,022	19,617	21,776
Professional services	18,420	139,202	44,075	201,697
Bad debts	(8,336)	140	34,247	26,051
Depreciation and amortization	1,235,855	36,245	49,758	1,321,858
Security	3,844	1,315	-	5,159
Bank charges	-	241	64,333	64,574
Rolling stock operating leases	106,387	-	559	106,946
Loss on building donation	-	422,762	-	422,762
Building donation, at fair value	1,433,883	-	-	1,433,883
Other	57,447	38,055	16,371	111,873
	<u>\$ 82,936,239</u>	<u>\$ 1,550,510</u>	<u>\$ 2,066,825</u>	<u>\$ 86,553,574</u>

See notes to consolidated financial statements.

FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)

CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES

Year ended June 30, 2017

	Program Services	Supporting Services		Total
		Management and General	Fundraising	
Value of inventory distributed, including shrinkage and spoilage	\$ 66,193,537	\$ -	\$ -	\$ 66,193,537
Food supplements - purchased inventory utilized	1,638,232	-	-	1,638,232
Kids Café	478,331	-	-	478,331
Urban Harvest	11,765	-	-	11,765
Summer Feeding/Food 4 Kids	2,328,554	-	-	2,328,554
Food 4 Seniors	68,362	-	-	68,362
School Pantry	454,385	-	-	454,385
Care & Share Box/Pantry Box	69,997	-	-	69,997
Vistas	36,398	-	-	36,398
Other programs	324,406	-	-	324,406
Food resource centers	407,647	-	-	407,647
Salaries, wages and related taxes	4,175,631	528,520	1,037,788	5,741,939
Benefits	750,671	102,661	145,687	999,019
Freight	1,503,080	-	-	1,503,080
Utilities	193,256	4,875	6,202	204,333
Repairs and maintenance	656,149	19,993	45,137	721,279
Dues	4,262	24,225	13,989	42,476
Special events	6,355	1,355	123,752	131,462
Fuel	186,561	-	-	186,561
Supplies	163,406	-	126	163,532
Disposal services	31,536	1,299	-	32,835
Direct mail	-	-	427,737	427,737
Equipment rental	21,763	6,621	-	28,384
Exterminating	21,016	-	-	21,016
Pre-employment physicals	6,551	2,483	1,109	10,143
Workshops	8,402	13,945	3,942	26,289
Insurance	132,785	18,128	1,707	152,620
Disaster relief	4,755	-	-	4,755
Telephone	21,771	2,363	5,458	29,592
Computer	93,856	157	1,909	95,922
Travel	63,751	12,354	19,439	95,544
Office supplies	22,457	10,319	28,682	61,458
Postage	1,511	4,026	20,676	26,213
Professional services	9,586	128,255	52,735	190,576
Bad debts	-	19,381	-	19,381
Depreciation and amortization	1,203,798	32,478	51,097	1,287,373
Security	8,382	729	270	9,381
Bank charges	-	178	51,070	51,248
Rolling stock operating leases	95,233	-	-	95,233
Other	24,652	64,481	49,319	138,452
	<u>\$ 81,422,790</u>	<u>\$ 998,826</u>	<u>\$ 2,087,831</u>	<u>\$ 84,509,447</u>

See notes to consolidated financial statements.

FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)

CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended June 30, 2018 and 2017

	2018	2017
Cash Flows from Operating Activities		
Change in net assets	\$ (2,625,007)	\$ (1,700,904)
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:		
Depreciation and amortization	1,321,858	1,287,373
Value of contributed inventory	(66,548,702)	(67,254,976)
Value of inventory distributed, including shrinkage and spoilage	67,272,600	66,193,537
Building donation, at fair value	1,433,883	-
Provision for doubtful receivables	26,051	16,080
Contributions for long term purposes	(107,367)	(101,500)
Loss on disposal of property, plant and equipment	440,412	-
Net unrealized/realized gain on investments	(127,335)	(376,204)
Changes in operating assets and liabilities:		
Accounts receivable	296,728	(71,994)
Pledges and grants receivable	(689,939)	271,355
Inventory	41,032	170,871
Prepaid expenses	90,595	(16,214)
Accounts payable	(344,385)	180,912
Accrued expenses	189,193	(443,235)
Net cash provided by (used in) operating activities	669,617	(1,844,899)
Cash Flows from Investing Activities		
Purchases of property, plant and equipment	(505,872)	(1,124,281)
Proceeds from sales of property, plant and equipment	15,420	-
Purchases of investments	(3,628,661)	(5,605,652)
Proceeds from sales of investments	3,872,923	2,698,722
Net cash used in investing activities	(246,190)	(4,031,211)
Cash Flows from Financing Activities		
Contributions for endowment	107,367	101,500
Contributions for capital improvements	200,000	985,559
Payments on capital lease obligation	(92,853)	(106,351)
Net cash provided by financing activities	214,514	980,708
Net increase (decrease) in cash	637,941	(4,895,402)
Cash and cash equivalents, beginning of year	2,948,486	7,843,888
Cash and cash equivalents, end of year	\$ 3,586,427	\$ 2,948,486

FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2018 and 2017

Note 1 – Nature of Operations

FoodLink, Inc. (FoodLink) and Regional Food Bank Foundation (Foundation) are Oklahoma not-for-profit corporations, which were formed exclusively to support the activities, affairs and programs of the Regional Food Bank of Oklahoma, Inc. (RFB). RFB was established in May 1980, and its primary activities include solicitation and receipt of food items of local, regional and national food companies that are distributed to other charitable feeding programs in 53 central and western Oklahoma counties. See Note 16 for information regarding the companies' reorganization in effective July 1, 2018.

Note 2 – Summary of Significant Accounting Policies

Consolidated financial statements

The consolidated financial statements include the activities and net assets of FoodLink and its commonly controlled subsidiaries, RFB and the Foundation (collectively Food Bank). All material intercompany transactions have been eliminated in the consolidated financial statements.

Basis of presentation

The consolidated financial statements have been prepared on the accrual basis of accounting. The assets, liabilities and net assets of Food Bank are reported in three classes of net assets as follows:

- Unrestricted net assets represent the portion of expendable funds that are available for support of operations.
- Temporarily restricted net assets represent funds with donor-designated restrictions for the acquisition and maintenance of property, plant, and equipment, capital campaign funds, or specific programs.
- Permanently restricted net assets represent funds that are subject to donor-designated restrictions requiring the principal to be invested in perpetuity and only the income be available for use.

Cash and cash equivalents

Food Bank considers certificates of deposit, money market funds, and all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. At June 30, 2018 and 2017, Food Bank had \$765,060 and \$764,887 in cash equivalents, respectively.

Contributions

Unconditional promises to give are recognized as contribution revenue in the period the promise to give is made by the donor, and as assets, decreases of liabilities or expense, depending on the form of the benefit received. Promises to give are recorded at the estimated net realizable value. Conditional promises to give are recognized when the conditions on which they depend are substantially met.

Food Bank reports gifts of cash and other assets and unconditional promises to give as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires (that is, when a stipulated time restriction ends or a purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as funds released from restriction.

Food Bank reports gifts of long-lived assets as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, Food Bank reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

Contributed food is recognized as unrestricted support when received and as program expenses when distributed.

Contract revenues under grants for reimbursement of expenditures are recognized as unrestricted revenues in the period in which the expenditures in compliance with the specific grant restrictions are incurred.

Donated services

Food Bank uses, to varying degrees, the services of unpaid volunteers in conducting its warehousing and distribution activities. For the years ended June 30, 2018 and 2017, approximately 41,800 and 41,500 volunteers donated approximately 141,000 and 184,500 hours of service, respectively. No amounts have been reflected in the accompanying consolidated financial statements for such donated services because they do not meet the criteria for recognition.

Inventory

Inventory consists of contributed and purchased food and other products and is valued at prevailing amounts available as of the beginning of the fiscal year determined as follows:

- United States Department of Agriculture (USDA) contributed food items are valued at the amount for one pound of product as established by the USDA.
- Contributed food and other products from other sources are valued at the weighted average wholesale amount for one pound of product as estimated by Feeding America.

For the year ended June 30, 2018, contributed food and other products from other sources were valued using the Feeding America report dated June 23, 2017, related to the year ended December 31, 2016. For the year ended June 30, 2017, contributed food and other products from other sources were valued using the Feeding America report dated June 28, 2016, related to the year ended December 31, 2015.

- Purchased food and other products are stated at the lower of cost (determined on the first-in, first-out method) or market.

Investments

Food Bank's investments, which are held under managerial agency agreements, include equity securities, pooled mutual funds, exchange traded funds, U.S. treasury securities, certificates of deposit and money market funds, which are carried at fair value, based upon quoted market prices or dealer quotes. Unrealized and realized gains and losses are reported in the consolidated statement of activities. Donated investment instruments are initially recorded at estimated fair value at the date of the donation.

Property, plant and equipment

Property, plant and equipment is recorded at historical cost or estimated value at date of donation. Depreciation of these assets is provided on the straight-line basis over the estimated useful lives of the respective assets, which range from 3 to 39 years. Maintenance and repair costs are expensed as incurred, while renewals and betterments are capitalized and depreciated over their estimated useful lives. Upon disposition, the cost and related accumulated depreciation are removed from the accounts and the resulting gain or loss is reflected in the consolidated statement of activities for the period.

Allocation of expenses

Costs of providing Food Bank's various programs and supporting services have been summarized on a functional basis in the statements of activities. Salaries and wages are allocated based on actual staff position. Administrative expenses are allocated to each area based on an estimate of usage. Occupancy expenses are allocated based upon square footage and communication expenses are allocated based upon headcount.

Capital lease

Food Bank leases transportation equipment under a capital lease, which is recorded at the lower of the present value of the minimum lease payments or the fair value of the transportation equipment at the inception of the lease.

Amortization of the capital lease is computed using the straight-line method over the shorter of the estimated useful life of the asset or the period of the related lease (seven years).

Income taxes

The Food Bank has been determined not to be a private foundation under Section 509(a) of the Internal Revenue Code (the Code) and is exempt from taxes under Section 501(c)(3) of the Code. Continued compliance with applicable tax regulations affords the Food Bank the opportunity to maintain its tax-exempt status.

Use of estimates

In preparing consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions in determining the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Concentration of credit risk

Financial instruments which potentially subject Food Bank to credit risk consist of accounts receivable, unconditional promises to give and investments. Credit risk for all of Food Bank's receivables is concentrated because the majority of the balances are receivable from individuals and entities located within the same geographic region.

Food Bank maintains its cash and cash equivalents in accounts which typically exceed federally insured amounts. Food Bank has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

Food Bank's investments consist of various equity and fixed income securities funds. Investment securities are exposed to various risks, such as interest rate, market, and credit risk. 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 investment account balances and the amounts reported in the consolidated statements of financial position and the consolidated statements of activities.

Approximately 60% of the pledges receivable balance were from three significant donors at June 30, 2018. At June 30, 2017, approximately 36% of the pledges receivable balance were from two significant donors.

New accounting pronouncement

In August 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities*, which provides more relevant information about available resources (and the changes in those resources) to donors, grantors, creditors and other users. The most significant aspects of the ASU are as follows: (1) the ASU replaces the current presentation of three classes of net assets (unrestricted, temporarily restricted, and permanently restricted) with two classes of net assets – net assets with donor restrictions and net assets without donor restrictions, (2) expands the disclosures about the nature and amount of any donor restrictions, board designations of net assets without donor restrictions as well as any underwater endowment funds, (3) requires expenses to be presented by nature and function, as well as an analysis of the allocation of these expenses, and (4) requires specific quantitative and qualitative disclosures to improve the ability of financial statement users to assess the entity's available financial resources and the methods by which it manages liquidity and liquidity risk. ASU 2016-14 is to be applied retrospectively, and is effective for years beginning after December 15, 2017, with early adoption permitted. Food Bank is currently evaluating the impact this standard will have on its consolidated financial statements and related disclosures.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The update provides guidance concerning the recognition and measurement of revenue from contracts with customers. Its objective is to increase the usefulness of information in the financial statements regarding the nature, timing and uncertainty of revenues. As deferred by ASU 2015-14, the update is effective for Food Bank beginning with the fiscal year ending June 30, 2020. The standard permits the use of either the retrospective or cumulative effect transition method. Food Bank is currently evaluating the impact this standard will have on its consolidated financial statements and related disclosures, including the selection of a transition method.

Reclassifications

Certain items in the 2017 consolidated financial statements have been reclassified to conform to the current year financial statement presentation. Previously reported net assets and change in net assets are unaffected by the reclassifications.

Subsequent events

Management has evaluated subsequent events through October 30, 2018, the date the consolidated financial statements were available to be issued. See Note 16 for information regarding subsequent events.

Note 3 – Pledges and Grants Receivable

Pledges and grants receivable are as follows at June 30:

	2018	2017
Less than one year	\$ 1,076,259	\$ 1,453,113
One to five years	2,051,856	1,079,195
Total pledges and grants receivable	3,128,115	2,532,308
Less allowance for uncollectible pledges	(36,722)	(45,624)
Less discount to present value	(210,394)	(69,573)
Net pledges and grants receivable	<u>\$ 2,880,999</u>	<u>\$ 2,417,111</u>

Pledges receivable expected to be received in more than one year are discounted at 6% for 2018 and 5.25% for 2017. Substantially all pledges and grants receivable are restricted for use in a future period or for a specific program of the Food Bank.

Note 4 – Inventory

Inventory is comprised of the following at June 30:

	2018	2017
USDA contributed food	\$ 469,569	\$ 598,354
Purchased food	1,107,509	966,454
Other contributed food	3,999,534	4,594,648
	<u>\$ 5,576,612</u>	<u>\$ 6,159,456</u>

Note 5 – Property, Plant and Equipment

Property, plant and equipment is comprised of the following at June 30:

	Useful Life	2018	2017
Land		\$ 364,655	\$ 432,085
Building	39 years	19,122,435	20,314,182
Furniture and fixtures	5 - 7 years	890,243	936,689
Transportation equipment	3 - 5 years	1,473,645	1,557,343
Warehouse equipment and improvements	5 - 7 years	3,326,926	3,718,270
Agency equipment	5 - 7 years	967,161	1,062,511
Computer software	3 - 5 years	1,135,131	1,214,219
Construction in process		-	473,433
		27,280,196	29,708,732
Less: accumulated depreciation		11,172,613	10,964,825
Property, plant and equipment, net		<u>\$ 16,107,583</u>	<u>\$ 18,743,907</u>

Note 6 – Capital Lease Obligation

Food Bank leases transportation equipment under capital leases which expire in various years through May 2022. Leased property under capital leases include rolling stock and fleet car assets of \$1,035,006, with accumulated amortization of \$799,258 at June 30, 2018.

The following is a schedule of the future minimum lease payments under capital leases which approximates the present value of the net minimum lease payments as of June 30, 2018:

<u>Year ending June 30,</u>	
2019	\$ 53,367
2020	23,244
2021	23,244
2022	23,126
2023	<u>11,552</u>
Total minimum lease payments	<u>\$ 134,533</u>

Note 7 – Handling Fees

Member agencies were charged up to \$0.19 per pound of food distributed for the years ended June 30, 2018 and 2017, for their share of Food Bank's operating expenses. Purchased products can carry a handling fee of up to \$0.19 per pound in both 2018 and 2017. The Emergency Food Assistance Program (TEFAP) product did not carry a handling fee. Total agency handling fees were approximately \$774,000 and \$679,000 for years ended June 30, 2018 and 2017, respectively.

Note 8 – Employee Benefit Plans

Food Bank has a defined contribution retirement plan covering all employees who have been employed by Food Bank for one or more years. Food Bank may make contributions to the plan annually at the discretion of the Board of Directors (the Board). Contributions for the years ended June 30, 2018 and 2017, were \$128,915 and \$134,475, respectively.

Note 9 – Beneficial Interests in Assets Held by Community Foundations

Food Bank is the beneficiary of certain endowment funds at the Oklahoma City Community Foundation (OCCF) and The Communities Foundation of Oklahoma (CFO). OCCF and CFO are not-for-profit entities that provide for endowment transfer contributions to be pooled to maximize return on investments for the benefit of area not-for-profit organizations. Transfers to the endowment funds are permitted by not-for-profit entities, as well as contributions by individual donors in the community who designate the beneficiary of their contributions. OCCF and CFO maintain variance power and legal ownership over all assets transferred and contributed. Earnings on these endowed funds are distributed annually in accordance with the terms of the endowment and spending policies of each foundation.

Food Bank made no contributions to OCCF or CFO for the years ended June 30, 2018 or 2017. The fair value of endowed funds transferred to OCCF and CFO at June 30, 2018 and 2017, including reinvested earnings and net of distributions, are reflected in the consolidated statements of financial position as beneficial interests in assets held by community foundations.

The fair value of endowed funds held by OCCF that were contributed directly to OCCF by donors for the benefit of Food Bank was \$243,856 and \$238,387, at June 30, 2018 and 2017, respectively. The fair value of endowed funds held by CFO at June 30, 2018 and 2017, for the benefit of Food Bank that were contributed directly to CFO by donors, was \$44,046 and \$41,525, respectively. These endowed funds are not reflected in Food Bank's accompanying consolidated statements of financial position.

Note 10 – Endowment Funds

The Board interprets Oklahoma law as requiring the preservation of the fair value of the original donor-restricted endowment funds as of the gift date of the donor-restricted endowment funds, absent explicit donor stipulations to the contrary. As a result, Food Bank classifies as permanently restricted net assets (a) 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 as temporarily restricted net assets until those amounts are appropriated for expenditure by Food Bank in a manner consistent with the standard of prudence prescribed by Oklahoma law and in accordance with original donor stipulations, if any.

Food Bank has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment. Endowment assets include those assets of donor-restricted funds that Food Bank must hold either in perpetuity or for a donor-specified period of time. Under this policy, as approved by the Board, the assets are to be invested with the objective of preserving the long-term, real purchasing power of assets while providing a relatively predictable and growing stream of annual distributions to support Food Bank.

To satisfy its long-term rate-of-return objectives, Food Bank 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). Food Bank targets a diversified asset allocation that places a greater emphasis on equity-based investments (a maximum position of 70% and a minimum position of 50%) to achieve its long-term return objectives within prudent risk constraints. The Board requests pre-approval, from the donor, for the use of capital appreciation and current yield. However, if at any time the value of the funds falls below the fully funded corpus amount, the Board will not make an expenditure request.

Food Bank maintains the following endowments:

- Donald W. Reynolds Distribution Center Endowment Fund. This endowment fund was originally established as a permanent donor-restricted fund created to provide earnings for the ongoing maintenance of Food Bank's distribution facility, the Donald W. Reynolds Distribution Center. During fiscal year 2013, the donor redesignated this fund from permanent to temporarily restricted. Donald W. Reynolds Foundation, the donor, ceased active operations effective December 31, 2017. While Food Bank is expected to adhere to and satisfy the stated provisions of the original grant, variance power over this fund has effectively been transferred to the Board of Directors of Food Bank. Accordingly, this fund has been reclassified within the endowment from temporarily restricted to board designated.
- Donald W. Reynolds Foundation Restricted Fund. This fund is a temporary donor-restricted fund created to provide earnings for the ongoing operations of the programs offered by Food Bank. It is the intent of the Donald W. Reynolds Foundation that the life of the Restricted Fund for Programs would be a minimum of 20 years with earnings, dividends, capital gains and 5% of the corpus being available each year to fund programs. Donald W. Reynolds Foundation, the donor,

ceased active operations effective December 31, 2017. While Food Bank is expected to adhere to and satisfy the stated provisions of the original grant, variance power over this fund has effectively been transferred to the Board of Directors of Food Bank. Accordingly, this fund has been reclassified within the endowment from temporarily restricted to board designated.

- Childhood Hunger Endowment Fund. This endowment fund is a permanent donor-restricted fund created to provide earnings for Food Bank's Childhood Hunger program.
- Equipment Restricted Endowment Fund. This fund includes board-designated and donor-restricted amounts created to fund the orderly replacement and major repair of vital equipment and rolling stock used in warehouse and distribution operations. At June 30, 2018 and 2017, \$702,311 and \$664,880, respectively, of this fund is held by CFO (see Note 9).
- Endowment funds held by community foundations (see Note 9).

The Food Bank's endowment net asset composition, by type, is as follows:

June 30, 2018	Temporarily			Total
	Unrestricted	Restricted	Restricted	
Donor-restricted endowment funds	\$ -	\$ 964,154	\$ 1,508,766	\$ 2,472,920
Board-designated endowment funds	3,646,181	-	-	3,646,181
Total endowment	\$ 3,646,181	\$ 964,154	\$ 1,508,766	\$ 6,119,101

June 30, 2017	Temporarily			Total
	Unrestricted	Restricted	Restricted	
Donor-restricted endowment funds	\$ -	\$ 2,496,580	\$ 1,401,399	\$ 3,897,979
Board-designated endowment funds	1,338,604	-	-	1,338,604
Total endowment	\$ 1,338,604	\$ 2,496,580	\$ 1,401,399	\$ 5,236,583

Changes in Food Bank's endowment fund net assets for the years ended June 30 consist of the following:

	Temporarily			Total
	Unrestricted	Restricted	Restricted	
Endowment net assets, June 30, 2017	\$ 1,338,604	\$ 2,496,580	\$ 1,401,399	\$ 5,236,583
Investment gain:				
Investment income	28,676	103,211	-	131,887
Net appreciation (realized and unrealized)	74,408	89,903	-	164,311
Investment fees	(15)	(7,748)	-	(7,763)
Net investment gain	103,069	185,366	-	288,435
Contributions	-	1,350,670	107,367	1,458,037
Appropriations for expenditure	(74,000)	(789,954)	-	(863,954)
Endowment reclassification	2,278,508	(2,278,508)	-	-
Endowment net assets, June 30, 2018	\$ 3,646,181	\$ 964,154	\$ 1,508,766	\$ 6,119,101

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Endowment net assets, June 30, 2016	\$ 1,651,346	\$ 2,657,388	\$ 1,299,899	\$ 5,608,633
Investment loss:				
Investment income	33,737	72,087	-	105,824
Net appreciation (realized and unrealized)	114,424	276,677	-	391,101
Investment fees	(515)	(8,072)	-	(8,587)
Net investment gain	147,646	340,692	-	488,338
Contributions	-	-	101,500	101,500
Appropriations for expenditure	(460,388)	(501,500)	-	(961,888)
Endowment net assets, June 30, 2017	\$ 1,338,604	\$ 2,496,580	\$ 1,401,399	\$ 5,236,583

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 state law requires Food Bank to retain as a fund of perpetual duration. There were no such deficiencies for the years ended June 30, 2018 or 2017.

Note 11 – Commitments

Food Bank has a contract with the Oklahoma Department of Human Services (ODHS) under which it receives and distributes, as a subrecipient, USDA contributed food and receives reimbursement of related storage and distribution costs. The current contract period runs from October 1, 2017 through September 30, 2018.

The funds available under this contract are restricted to purposes and activities approved by ODHS during the contract period. Food Bank recognized revenue and support of approximately \$4,500,000 for contributed food and \$742,000 for reimbursement of costs for the year ended June 30, 2018, under this contract.

Note 12 – Fair Value Measurements

The Financial Accounting Standards Board Accounting Standards Codification established a consistent framework for measuring fair value and fair value hierarchy based on the observability of inputs used to measure fair value.

These inputs are summarized in the three broad levels listed below:

- Level 1 Quoted prices in active markets for identical assets or liabilities.
- Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The asset 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.

There have been no changes in the methodologies used at June 30, 2018. During the year ended June 30, 2018, there were no transfers of financial instruments between Level 1 and Level 2 or transfers into or out of Level 3. Following is a description of the valuation methodologies used for assets measured at fair value:

The fair value of investments in money market funds, exchange traded funds, equity securities, U.S. treasury securities and pooled mutual funds are based upon quoted market prices for identical assets and are classified within Level 1.

Beneficial interest in assets held by others is measured at fair value using Level 3 inputs. Since OCCF and CFO maintain variance power for the beneficial interests held, there is no potential market for the beneficial interests or similar assets. Consequently, the valuation is determined by aggregating the valuation of the underlying investments of the beneficial interest. The underlying investments include cash equivalents, corporate obligations, equity securities and other investments. The fair values of the underlying investments are based on quoted prices from active and inactive markets.

The following table sets forth by level, within the fair value hierarchy, Food Bank's assets that are measured at fair value on a recurring basis as of June 30, 2018:

	Level 1	Level 2	Level 3	Total
Cash, money market funds, and certificates of deposit	\$ 5,668,969	\$ -	\$ -	\$ 5,668,969
Equity securities	2,020,308	-	-	2,020,308
Pooled mutual funds	1,697,658	-	-	1,697,658
U.S. treasury securities	393,820	-	-	393,820
Exchange traded funds	575,672	-	-	575,672
Total investments	10,356,427	-	-	10,356,427
Beneficial interest in assets held at OCCF and TCFO	-	-	866,132	866,132
Total assets at fair value	\$ 10,356,427	\$ -	\$ 866,132	\$ 11,222,559

The following table sets forth by level, within the fair value hierarchy, Food Bank's assets that are measured at fair value on a recurring basis as of June 30, 2017:

	Level 1	Level 2	Level 3	Total
Cash, money market funds, and certificates of deposit	\$ 5,963,112	\$ -	\$ -	\$ 5,963,112
Equity securities	1,743,657	-	-	1,743,657
Pooled mutual funds	504,014	-	-	504,014
U.S. treasury securities	597,664	-	-	597,664
Exchange traded funds	1,705,466	-	-	1,705,466
Total investments	10,513,913	-	-	10,513,913
Beneficial interest in assets held at OCCF and TCFO	-	-	825,573	825,573
Total assets at fair value	\$ 10,513,913	\$ -	\$ 825,573	\$ 11,339,486

As of June 30, 2018 and 2017, investments of \$5,055,527 and \$4,526,075, respectively, have been designated by the Board of Directors as operating reserves, which primarily are held in certificates of deposit.

The following table summarizes the changes in fair value of the Food Bank's Level 3 financial assets for the year ended June 30:

	Beneficial Interests in Assets Held by Others	
	2018	2017
Balance at July 1	\$ 825,573	\$ 789,283
Net investment performance	47,572	94,362
Distributions to the Food Bank	(7,013)	(58,072)
Balance at June 30	<u>\$ 866,132</u>	<u>\$ 825,573</u>

The summary of changes in fair value of Level 3 assets has been prepared to reflect the activity in the same categories as those provided to the Food Bank by OCCF and CFO. Net investment performance includes realized and unrealized gains (losses) on investments, investment income and administrative fees. Distributions from OCCF and CFO decrease the Food Bank's beneficial interest and increase cash at the time of distribution. The change in value is included in net unrealized and realized gain on investments in the statement of activities.

Note 13 – Restricted Net Assets

Temporarily restricted net assets are available for the following purposes at June 30:

	2018	2017
Food resource centers and capital campaign	\$ 154,283	\$ 636,512
General operating pledges	2,783,034	2,530,414
Childhood hunger programs	325,133	261,161
Restricted fund for programs	-	784,510
Wellness programs	-	547,636
Disaster relief	555,234	564,025
Equipment replacement and maintenance	-	1,314,322
Organizational sustainability and improvement	2,229,469	597,664
Other	-	829,089
	<u>\$ 6,047,153</u>	<u>\$ 8,065,333</u>

Permanently restricted net assets of \$1,508,766 and \$1,401,399 at June 30, 2018 and 2017, respectively, include funds held in Food Bank's endowment to support equipment maintenance, operations and childhood hunger programs (see Note 10).

Note 14 – Supplemental Cash Flows Disclosures

During fiscal year 2018, Food Bank donated two buildings to affiliated food and resource centers. The net book value of these buildings was approximately \$1,857,000 and is recorded as an expense in the accompanying 2018 consolidated statement of activities.

Note 15 – Related Party Transactions

Members of the Food Bank's Board have pledge receivables with the Food Bank at June 30, 2018 and 2017. Pledges receivable from these Board members were approximately \$1,102,000 and \$565,000 at June 30, 2018 and 2017, respectively.

Note 16 – Subsequent Events

The Boards of Directors of FoodLink, Regional Food Bank Foundation and Regional Food Bank have elected to restructure the organizations effective July 1, 2018. FoodLink, Inc. was converted to a wholly owned subsidiary of RFB and will continue to hold real property. The Foundation, whose Board of Directors is elected by the RFB Board, will continue to hold investments and operating reserves for RFB. This organizational restructuring did not have any impact on the consolidated financial statements of the Food Bank.

SUPPLEMENTAL INFORMATION

FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

Year ended June 30, 2018

Federal Grantor/Pass-Through Grantor/Program Title	Federal CFDA Number	Agency or Pass-through Number	Pass- Through to Subrecipients	Federal Expenditures
U.S. Dept. of Agriculture:				
Pass-through Oklahoma Dept. of Human Services:				
U.S. Dept. of Agriculture Donated Foods Program				
Commodities (Note 1)	10.569	55210	\$ 4,478,803	\$ 4,478,803
Reimbursement of storage and distribution cost	10.568	55210	-	464,829
Commodity Supplemental Food Program	10.565	55210	-	205,926
Subtotal of Food Distribution Cluster			4,478,803	5,149,558
Pass-through Oklahoma Dept. of Education:				
Child and Adult Care Food Program	10.558	DC-55-811	-	736,516
Summer Food Service Program	10.559	55-X514	-	514,691
Total U.S. Department of Agriculture			4,478,803	6,400,765
U.S. Dept. of Health and Human Services:				
Pass-through Oklahoma Dept. of Human Services:				
TANF Support for Commodity Distribution	93.558	17007716	-	277,500
Corporation for National and Community Service:				
Pass-through Red River Community Corps, Inc.:				
Oklahoma In Action AmeriCorps Program	94.006		-	20,580
Total federal expenditures			<u>\$ 4,478,803</u>	<u>\$ 6,698,845</u>

FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)

NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

Year ended June 30, 2018

Note 1 – Summary of Significant Accounting Policies

The accompanying schedule of expenditures of federal awards includes the federal grant activity of the Regional Food Bank of Oklahoma (RFB) and is presented on the accrual basis of accounting. The information in this schedule is presented in accordance with the 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). Therefore, some amounts presented in this schedule may differ from amounts presented in or used in the preparation of the consolidated financial statements.

Note 2 – Indirect Cost Rate

RFB has elected not to use the 10-percent de minimis indirect cost rate as allowed under the Uniform Guidance.

Note 3 – Nonmonetary Assistance

Nonmonetary assistance is reported in the accompanying schedule of expenditures of federal awards based on amount received. At June 30, 2018, RFB had U.S. Department of Agriculture commodities inventory of \$469,569.

FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)

SCHEDULE OF FEDERAL AWARDS CONTRACT REVENUES AND EXPENSES
- BUDGET TO ACTUAL CONTRACT PERIOD TO DATE

Year ended June 30, 2018

Contract title: USDA and DHHS Emergency Food Assistance Programs
 Contract agency: Oklahoma Department of Human Services
 Contract numbers: 55210 and 17007716
 Contract dates: 10/1/17 - 9/30/18

	Program Budget	Year Ended June 30, 2018	Prior Years	Cumulative To Date
Reimbursement of storage and distribution costs:				
Revenues:				
Contract proceeds	\$ 948,255	\$ 948,255	\$ -	\$ 948,255
Expenses:				
Storage and distribution	948,255	948,255	-	948,255
Revenue over expenses	\$ -	\$ -	\$ -	\$ -
Commodities:				
Inventory at beginning of period	N/A	\$ 462,414	N/A	N/A
Value of commodities received	N/A	3,657,218	N/A	N/A
Value of commodities distributed	N/A	<u>(3,650,063)</u>	N/A	N/A
Inventory at end of period	N/A	<u>\$ 469,569</u>	N/A	N/A

FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)

SCHEDULE OF FEDERAL AWARDS CONTRACT REVENUES AND EXPENSES
- BUDGET TO ACTUAL CONTRACT PERIOD TO DATE
(continued)

Year ended June 30, 2018

Contract title: USDA and DHHS Emergency Food Assistance Programs
 Contract agency: Oklahoma Department of Human Services
 Contract numbers: 55210 and 17007716
 Contract dates: 7/1/17 - 9/30/17

	Program Budget	Year Ended June 30, 2018	Prior Years	Cumulative To Date
Reimbursement of storage and distribution costs:				
Revenues:				
Contract proceeds	\$ 878,683	\$ -	\$ 878,683	\$ 878,683
Expenses:				
Storage and distribution	878,683	-	878,683	878,683
Revenue over expenses	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Commodities:				
Inventory at beginning of period	N/A	\$ 598,354	N/A	N/A
Revaluation adjustment	N/A	(40,845)	N/A	N/A
Value of commodities received	N/A	821,585	N/A	N/A
Value of commodities distributed	N/A	<u>(916,680)</u>	N/A	N/A
Inventory at end of period	N/A	<u>\$ 462,414</u>	N/A	N/A

FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)

SCHEDULE OF FEDERAL AWARDS CONTRACT REVENUES AND EXPENSES
- BUDGET TO ACTUAL CONTRACT PERIOD TO DATE
(continued)

Year ended June 30, 2017

Contract title: USDA and DHHS Emergency Food Assistance Programs
 Contract agency: Oklahoma Department of Human Services
 Contract numbers: 55210 and 17007716
 Contract dates: 10/1/16 - 9/30/17

	Program Budget	Year Ended June 30, 2017	Prior Years	Cumulative To Date
Reimbursement of storage and distribution costs:				
Revenues:				
Contract proceeds	\$ 878,683	\$ 878,683	\$ -	\$ 878,683
Expenses:				
Storage and distribution	878,683	878,683	-	878,683
Revenue over expenses	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Commodities:				
Inventory at beginning of period	N/A	\$ 459,194	N/A	N/A
Value of commodities received	N/A	4,432,097	N/A	N/A
Value of commodities distributed	N/A	<u>(4,292,937)</u>	N/A	N/A
Inventory at end of period	N/A	<u>\$ 598,354</u>	N/A	N/A

**FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)**

**SCHEDULE OF FEDERAL AWARDS CONTRACT REVENUES AND EXPENSES
- BUDGET TO ACTUAL CONTRACT PERIOD TO DATE
(continued)**

Year ended June 30, 2018

Contract title: Child and Adult Care Food Program
 Contract agency: Oklahoma Department of Education
 Agreement Number: DC-55-811
 Contract Dates: 10/1/17 - 9/30/18

	Program Budget	Year Ended June 30, 2018	Prior Years	Cumulative To Date
Revenues:				
Contract proceeds	\$ 736,516	\$ 736,516	\$ -	\$ 736,516
Expenses:				
Food and distribution	736,516	736,516	-	736,516
Revenue over expenses	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)

SCHEDULE OF FEDERAL AWARDS CONTRACT REVENUES AND EXPENSES
- BUDGET TO ACTUAL CONTRACT PERIOD TO DATE
(continued)

Year ended June 30, 2017

Contract title: Child and Adult Care Food Program
 Contract agency: Oklahoma Department of Education
 Agreement Number: DC-55-811
 Contract Dates: 10/1/16 - 9/30/17

	Program Budget	Year Ended June 30, 2017	Prior Years	Cumulative To Date
Revenues:				
Contract proceeds	\$ 636,161	\$ 636,161	\$ -	\$ 636,161
Expenses:				
Food and distribution	636,161	636,161	-	636,161
Revenue over expenses	\$ -	\$ -	\$ -	\$ -

**FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)**

**SCHEDULE OF FEDERAL AWARDS CONTRACT REVENUES AND EXPENSES
- BUDGET TO ACTUAL CONTRACT PERIOD TO DATE
(continued)**

Year ended June 30, 2018

Contract title: Summer Food Service Program
 Contract agency: Oklahoma Department of Education
 County District Number: 55-X514
 Contract Dates: 6/1/18 - 7/29/18

	Program Budget	Year Ended June 30, 2018	Prior Years	Cumulative To Date
Revenues:				
Contract proceeds	\$ -	\$ 268,250	\$ -	\$ 268,250
Expenses:				
Food and distribution	-	268,250	-	268,250
Revenue over expenses	\$ -	\$ -	\$ -	\$ -

FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)

SCHEDULE OF FEDERAL AWARDS CONTRACT REVENUES AND EXPENSES
- BUDGET TO ACTUAL CONTRACT PERIOD TO DATE
(continued)

Year ended June 30, 2018

Contract title: Summer Food Service Program
 Contract agency: Oklahoma Department of Education
 County District Number: 55-X514
 Contract Dates: 6/1/17 - 7/29/17

	Program Budget	Year Ended June 30, 2018	Prior Years	Cumulative To Date
Revenues:				
Contract proceeds	\$ -	\$ 246,441	\$ 311,360	\$ 557,801
Expenses:				
Food and distribution	-	246,441	311,360	557,801
Revenue over expenses	\$ -	\$ -	\$ -	\$ -

FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)

SCHEDULE OF FEDERAL AWARDS CONTRACT REVENUES AND EXPENSES
- BUDGET TO ACTUAL CONTRACT PERIOD TO DATE
(continued)

Year ended June 30, 2017

Contract title: Summer Food Service Program
 Contract agency: Oklahoma Department of Education
 County District Number: 55-X514
 Contract Dates: 6/1/17 - 7/29/17

	Program Budget	Year Ended June 30, 2017	Prior Years	Cumulative To Date
Revenues:				
Contract proceeds	\$ -	\$ 311,360	\$ -	\$ 311,360
Expenses:				
Food and distribution	-	311,360	-	311,360
Revenue over expenses	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)

SCHEDULE OF FEDERAL AWARDS CONTRACT REVENUES AND EXPENSES
- BUDGET TO ACTUAL CONTRACT PERIOD TO DATE
(continued)

Year ended June 30, 2018

Contract title: Oklahoma In Action AmeriCorps Program
 Contract agency: Corporation for National and Community Service
 Contract dates: 9/1/17 - 8/31/18

	Program Budget	Year Ended June 30, 2018	Prior Years	Cumulative To Date
Revenues:				
Contract proceeds	\$ 15,540	\$ 15,540	\$ -	\$ 15,540
Expenses:				
Member living allowances	15,540	15,540	-	15,540
Revenue over expenses	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)

SCHEDULE OF FEDERAL AWARDS CONTRACT REVENUES AND EXPENSES
- BUDGET TO ACTUAL CONTRACT PERIOD TO DATE
(continued)

Year ended June 30, 2018

Contract title: Oklahoma In Action AmeriCorps Program
 Contract agency: Corporation for National and Community Service
 Contract dates: 9/1/16 - 8/31/17

	Program Budget	Year Ended June 30, 2018	Prior Years	Cumulative To Date
Revenues:				
Contract proceeds	\$ 5,040	\$ 5,040	\$ -	\$ 5,040
Expenses:				
Member living allowances	5,040	5,040	-	5,040
Revenue over expenses	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

**FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)**

SCHEDULE OF STATE AWARDS

Year ended June 30, 2018

State Agency/Program Title	State Expenditures
Oklahoma Department of Human Services: Kids Café	<u>\$ 153,000</u>

**FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)**

**SCHEDULE OF STATE AWARDS CONTRACT REVENUES AND EXPENSES
- BUDGET TO ACTUAL CONTRACT PERIOD TO DATE**

Year ended June 30, 2018

Contract title: Kids Café
 Contract agency: Oklahoma Department of Human Services
 Bid Number: M053435
 Agency Req. Number: 02023084000
 Contract Dates: 7/1/17 - 6/30/18

	Program Budget	Year Ended June 30, 2018	Prior Years	Cumulative To Date
Revenues:				
Contract proceeds	\$ 153,000	\$ 153,000	\$ -	\$ 153,000
Expenses:				
Food and distribution	153,000	153,000	-	153,000
Revenue over expenses	\$ -	\$ -	\$ -	\$ -

**FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)**

**SCHEDULE OF STATE AWARDS CONTRACT REVENUES AND EXPENSES
- BUDGET TO ACTUAL CONTRACT PERIOD TO DATE
(continued)**

Year ended June 30, 2017

Contract title: Kids Café
 Contract agency: Oklahoma Department of Human Services
 Bid Number: M053435
 Agency Req. Number: 02023084000
 Contract Dates: 7/1/16 - 6/30/17

	Program Budget	Year Ended June 30, 2017	Prior Years	Cumulative To Date
Revenues:				
Contract proceeds	\$ 153,000	\$ 153,000	\$ -	\$ 153,000
Expenses:				
Food and distribution	153,000	153,000	-	153,000
Revenue over expenses	\$ -	\$ -	\$ -	\$ -

OTHER REPORTS

**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
FoodLink, Inc. and Subsidiaries
(d/b/a Regional Food Bank of Oklahoma)

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 consolidated financial statements of FoodLink, Inc. and Subsidiaries (d/b/a Regional Food Bank of Oklahoma, collectively referred to as Food Bank), which comprise the consolidated statement of financial position as of June 30, 2018, and the related consolidated statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the consolidated financial statements, and have issued our report thereon dated October 30, 2018.

Internal Control over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered Food Bank'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 opinion on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of Food Bank's internal control. Accordingly, we do not express an opinion on the effectiveness of Food Bank'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 the entity's consolidated 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.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Food Bank's consolidated 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 consolidated 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 black ink that reads "Hogan Taylor LLP". The signature is written in a cursive, flowing style.

Oklahoma City, Oklahoma
October 30, 2018

**REPORT ON COMPLIANCE FOR EACH MAJOR FEDERAL PROGRAM
AND ON INTERNAL CONTROL OVER COMPLIANCE
REQUIRED BY THE UNIFORM GUIDANCE**

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
FoodLink, Inc. and Subsidiaries
(d/b/a Regional Food Bank of Oklahoma)

Report on Compliance for Each Major Federal Program

We have audited FoodLink, Inc. and Subsidiaries' (d/b/a Regional Food Bank of Oklahoma, collectively referred to as Food Bank) compliance with the types of compliance requirements described in *OMB Compliance Supplement* that could have a direct and material effect on each of Food Bank's major federal programs for the year ended June 30, 2018. Food Bank'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 Food Bank'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 Food Bank'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 Food Bank's compliance.

Opinion on Each Major Federal Program

In our opinion, Food Bank 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, 2018.

Report on Internal Control Over Compliance

Management of Food Bank 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 Food Bank'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 Food Bank'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. 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.

Other Matters

The results of our auditing procedures identified deficiencies in internal control that we determined did not constitute significant deficiencies or material weaknesses, which are required to be reported in accordance with the Uniform Guidance and which are described in the accompanying schedule of findings and questioned costs as item 2018-001.

Food Bank's response to the internal control findings identified in our audit is described in the accompanying schedule of findings and questioned costs and corrective action plan. The Food Bank's response was not subjected to the auditing procedures applied in the audit of compliance and, accordingly, we express no opinion on the response.



Oklahoma City, Oklahoma
October 30, 2018

**FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)**

SCHEDULE OF FINDINGS AND QUESTIONED COSTS

Year ended June 30, 2018

Section I – Summary of Auditor's Results

Financial statements

Type of Auditor's report issued:	Unmodified		
	Yes	No	None Reported
Internal control over financial reporting:			
• Material weakness(es) identified?		X	
• Significant deficiency(ies) identified that are not considered to be material weaknesses?			X
• Noncompliance material to financial statements noted?		X	

Federal awards

	Yes	No	None Reported
Internal control over major programs:			
• Material weakness(es) identified?		X	
• Significant deficiency(ies) identified that are not considered to be material weaknesses?			X
Type of Auditor's report issued on compliance for major programs:	Unmodified		
	Yes	No	None Reported
Any audit findings disclosed that are required to be reported in accordance with Section 2 CFR 200.516(a)?	X		

**FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)**

**SCHEDULE OF FINDINGS AND QUESTIONED COSTS
(continued)**

Year ended June 30, 2018

Identification of major programs:

Name of Federal Program or Cluster

Food Distribution Cluster:

CFDA 10.569	U.S. Dept. of Agriculture Emergency Food Assistance Program – Commodities
CFDA 10.568	U.S. Dept. of Agriculture Emergency Food Assistance Program – Reimbursement of Storage and Distribution Costs
CFDA 10.565	U.S. Dept. of Agriculture Emergency Food Assistance Program – Commodity Supplemental Food Program

Dollar threshold used to distinguish between type A and type B programs:

\$750,000

	Yes	No	None Reported
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Auditee qualified as low-risk auditee?

X

Section II – Financial Statement Findings

None

Section III – Findings and Questioned Costs for Federal Awards

	Finding/Noncompliance	Questioned Costs
Finding:	Item 2018-001 – Eligibility: Agency Approval <i>Federal Program</i> – Food Distribution Cluster <i>CFDA Numbers</i> – 10.565, 10.568, 10.569 <i>Agency Award Number</i> – 55210 <i>Federal Award Year</i> – June 30, 2018 <i>Federal Agency</i> – U.S. Department of Agriculture <i>Pass-Through Entity</i> – Oklahoma Dept. of Human Services	\$ -

**FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)**

**SCHEDULE OF FINDINGS AND QUESTIONED COSTS
(continued)**

Year ended June 30, 2018

Finding/Noncompliance	Questioned Costs
Criteria:	7 CFR § 247.9 and §251.3 establish the eligibility criteria for agencies participating in the food distribution program.
Condition:	The Food Bank does not maintain formal documentation of their approval of the recipient agencies upon initial acceptance into the program.
Cause:	Approval of recipient agencies is not being documented.
Effect:	Without adequate controls, the Food Bank could distribute commodities to noneligible recipient agencies.
Context:	Not applicable.
Recommendation:	The Food Bank should institute a procedure to document the approval of recipient agencies.
View of responsible officials:	Management's response is reported in "Management's Views and Corrective Action Plan" at the end of this report.

**FOODLINK, INC. AND SUBSIDIARIES
(d/b/a REGIONAL FOOD BANK OF OKLAHOMA)**

SUMMARY SCHEDULE OF PRIOR AUDIT FINDINGS

Year ended June 30, 2018

Section II – Financial Statement Findings

None

Section III – Findings and Questioned Costs for Federal Awards

None

EXHIBIT



"Fighting Hunger... Feeding Hope"™

October 31, 2018

Re: Schedule of Findings and Questioned Costs, Independent Auditor's Reports for Year Ended June 30, 2018

To whom it may concern:

A process has been put in place for the proper review and approval for all agency additions, modifications and deletions. Effective the date of the attached operating procedure, all new agencies and the reactivation of existing agencies will have the documented approval of the Chief Impact Officer prior to setup or reactivation. The Oklahoma Department of Human Services Commodity Unit is now reviewing and approving all new or reinstated agency candidates prior to the distribution of any USDA commodities.

The procedure includes the provision that personnel working directly with agencies will not have the capability of adding, deleting or changing information. An employee not affiliated with the agency distribution process will perform all additions and modifications. As an additional control, all shipment addresses are input by accounting personnel only after receipt of a documented approval from the Chief Impact Officer, Senior Director of Community Impact, Senior Director of Health Programming or the Chief Financial Officer.

In the fiscal year of 2018, twelve new agencies were deemed eligible to distribute government commodities and were added to the distribution list.

Regards,


Jim Struby
Chief Impact Officer
Regional Food Bank of Oklahoma