



STATE OF INDIANA
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June 12, 2018

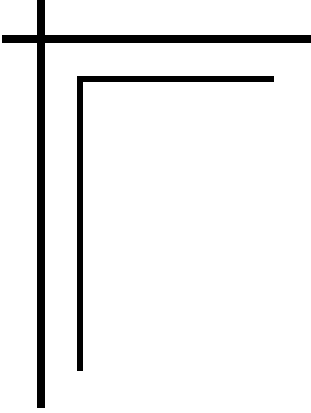
Board of Directors
ProKids, Inc.
6923 Hillside Court
Indianapolis, IN 46250

We have reviewed the report prepared by ProKids, Inc. and opined upon by Pile CPAs, Independent Public Accountants, for the period July 1, 2016 to June 30, 2017. Per the *Independent Auditor's Report* the financial statements included in the report present fairly the financial condition of ProKids, Inc. as of June 30, 2017 and the results of its operations for the period then ended, on the basis of accounting described in the report.

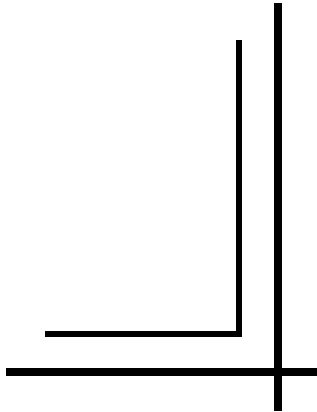
In our opinion, Pile CPAs prepared all required independent auditor's reports in accordance with generally accepted auditing standards and guidelines established by the State Board of Accounts.

The report is filed with this letter in our office as a matter of public record.

Paul D. Joyce
Paul D. Joyce, CPA
State Examiner



PROKIDS, INC.
FINANCIAL REPORT
June 30, 2017



ProKids

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INDEPENDENT AUDITOR'S REPORT

Board of Directors
ProKids, Inc.
Indianapolis, Indiana

Report on the Financial Statements

We have audited the accompanying financial statements of ProKids, Inc., which comprise the statements of financial position as of June 30, 2017 and 2016, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the 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. 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.

INDEPENDENT AUDITOR'S REPORT - continued

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of ProKids, Inc. as of June 30, 2017 and 2016, and the changes in its net assets and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Supplementary and Other Information

Our audits were 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* is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the 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 as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated September 21, 2017, on our consideration of ProKids, Inc.'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 ProKids, Inc.'s internal control over financial reporting and compliance.

Pile CPAs

Indianapolis, Indiana
September 21, 2017

PROKIDS, INC

STATEMENTS OF FINANCIAL POSITION

June 30, 2017 and 2016

	<u>2017</u>	<u>2016</u>
<u>ASSETS</u>		
<u>CURRENT ASSETS</u>		
Cash	\$ 98,952	\$ 43,648
Grants receivable	439,685	434,794
Other receivables	24,941	226
Other current assets	26,396	8,128
TOTAL CURRENT ASSETS	<u>589,974</u>	<u>486,796</u>
<u>PROPERTY AND EQUIPMENT</u>		
Office equipment	211,057	211,057
Office furniture	174,013	174,013
Leasehold improvements	53,104	53,104
	<u>438,174</u>	<u>438,174</u>
Less accumulated depreciation	(420,740)	(402,218)
	<u>17,434</u>	<u>35,956</u>
<u>OTHER ASSETS</u>		
	-	19,269
TOTAL ASSETS	<u>\$ 607,408</u>	<u>\$ 542,021</u>
<u>LIABILITIES AND NET ASSETS</u>		
<u>CURRENT LIABILITIES</u>		
Accounts payable and accrued expenses	\$ 2,642	\$ 5,231
Salaries & wages payable	75,851	71,879
Deferred lease incentive, current portion	11,646	13,976
Deferred rent expense, current portion	6,574	-
TOTAL CURRENT LIABILITIES	<u>96,713</u>	<u>91,086</u>
<u>LONG-TERM LIABILITIES</u>		
Deferred lease incentive, less current portion	-	11,646
Deferred rent expense, less current portion	-	10,794
	<u>-</u>	<u>22,440</u>
<u>NET ASSETS</u>		
Unrestricted	<u>510,695</u>	<u>428,495</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 607,408</u>	<u>\$ 542,021</u>

See Notes to Financial Statements.

PROKIDS, INC.

STATEMENTS OF ACTIVITIES

Years ended June 30, 2017 and 2016

	<u>2017</u>	<u>2016</u>
<u>SUPPORT AND REVENUE</u>		
Grants - federal	\$ 3,427,468	\$ 3,464,002
Evaluations	1,457,452	1,399,409
Contributions	100	453
Interest income	918	105
Other income	<u>1,927</u>	<u>1,100</u>
TOTAL SUPPORT AND REVENUE	<u>4,887,865</u>	<u>4,865,069</u>
<u>EXPENSES</u>		
Program expenses:		
Central Indiana Cluster G	4,642,152	4,631,180
General and administrative expenses	<u>163,513</u>	<u>170,483</u>
TOTAL EXPENSES	<u>4,805,665</u>	<u>4,801,663</u>
CHANGE IN NET ASSETS	82,200	63,406
<u>NET ASSETS</u>		
Beginning of year	<u>428,495</u>	<u>365,089</u>
End of year	<u><u>\$ 510,695</u></u>	<u><u>\$ 428,495</u></u>

See Notes to Financial Statements.

PROKIDS, INC.

STATEMENTS OF FUNCTIONAL EXPENSES

Year ended June 30, 2017

	Central Indiana <u>Cluster G</u>	General and <u>Admin.</u>	<u>Total</u>
Bank service charges	\$ 887	\$ 360	\$ 1,247
Depreciation	13,330	5,192	18,522
Dues and subscriptions	816	1,479	2,295
Equipment expense	25,474	1,113	26,587
Facilities expense	26,552	886	27,438
General insurance	-	18,835	18,835
Health insurance	290,720	6,205	296,925
Interest expense	-	333	333
Life, dental, and disability	81,265	1,715	82,980
Maintenance agreements	3,477	1,338	4,815
Materials and supplies	19,097	1,124	20,221
Miscellaneous expense	-	-	-
Other outside services	38,252	382	38,634
Payroll service	(285)	5,705	5,420
Payroll taxes	243,359	5,409	248,768
Postage	6,676	236	6,912
Professional fees	-	30,050	30,050
Rent	199,827	6,394	206,221
Retirement plan contributions	60,178	1,476	61,654
Salaries	3,360,986	73,885	3,434,871
Telephone	23,817	415	24,232
Training Event Expense	3,122	-	3,122
Travel	214,055	34	214,089
Utilities	21,965	702	22,667
Workers compensation	8,582	245	8,827
	<u>\$ 4,642,152</u>	<u>\$ 163,513</u>	<u>\$ 4,805,665</u>

See Notes to Financial Statements.

PROKIDS, INC.

STATEMENTS OF FUNCTIONAL EXPENSES - continued

Year ended June 30, 2016

	Central Indiana <u>Cluster G</u>	General and <u>Admin.</u>	<u>Total</u>
Bank service charges	\$ 1,386	\$ 13	\$ 1,399
Depreciation	13,975	5,587	19,562
Dues and subscriptions	583	1,563	2,146
Equipment expense	22,124	617	22,741
Facilities expense	28,589	951	29,540
General insurance	1,018	16,716	17,734
Health insurance	292,648	5,820	298,468
Interest expense	213	1,012	1,225
Life, dental, and disability	75,227	3,485	78,712
Maintenance agreements	4,149	719	4,868
Materials and supplies	19,456	721	20,177
Miscellaneous expense	550	-	550
Other outside services	34,921	190	35,111
Payroll service	-	6,361	6,361
Payroll taxes	248,603	6,995	255,598
Postage	8,461	256	8,717
Professional fees	-	29,750	29,750
Rent	212,174	(11,153)	201,021
Retirement plan contributions	55,940	1,954	57,894
Salaries	3,360,623	95,937	3,456,560
Telephone	23,739	436	24,175
Training Event Expense	3,714	1,657	5,371
Travel	195,333	68	195,401
Utilities	19,799	587	20,386
Workers compensation	7,955	241	8,196
	\$ 4,631,180	\$ 170,483	\$ 4,801,663

See Notes to Financial Statements.

PROKIDS, INC.

STATEMENTS OF CASH FLOWS
Years ended June 30, 2017 and 2016

	<u>2017</u>	<u>2016</u>
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>		
Cash received from grants, contributions and interest	\$ 4,858,259	\$ 4,842,152
Cash disbursed for programs and general and administrative purposes	<u>(4,802,955)</u>	<u>(4,788,900)</u>
Net cash provided by (used in) operating activities	<u>55,304</u>	<u>53,252</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>		
Property and equipment acquisitions	<u>-</u>	<u>(2,040)</u>
Net cash provided by (used in) investing activities	<u>-</u>	<u>(2,040)</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>		
Borrowings on line of credit	185,000	1,186,000
Payments on line of credit	<u>(185,000)</u>	<u>(1,237,000)</u>
Net cash provided by (used in) financing activities	<u>-</u>	<u>(51,000)</u>
Increase (decrease) in cash	55,304	212
<u>CASH</u>		
Beginning	<u>43,648</u>	<u>43,436</u>
Ending	<u>\$ 98,952</u>	<u>\$ 43,648</u>
<u>RECONCILIATION OF CHANGE IN NET ASSETS TO NET CASH PROVIDED BY OPERATING ACTIVITIES</u>		
Change in net assets	\$ 82,200	\$ 63,406
Adjustments to reconcile increase (decrease) in net assets to net cash provided by operating activities:		
Depreciation	18,522	19,562
(Increase) decrease in:		
Grants and other receivables	(29,606)	(22,917)
Other assets	1,001	(259)
Increase (decrease) in:		
Accounts payable and accrued liabilities	(947)	10,928
Deferred rent and lease incentive	<u>(15,866)</u>	<u>(17,468)</u>
Net cash provided by (used in) operating activities	<u>\$ 55,304</u>	<u>\$ 53,252</u>
<u>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</u>		
Cash payments for interest	<u>\$ 333</u>	<u>\$ 1,225</u>

See Notes to Financial Statements.

PROKIDS, INC.

NOTES TO FINANCIAL STATEMENTS

June 30, 2017

NOTE 1 NATURE OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

ProKids, Inc. (the "Organization") was formed to develop, implement, and manage intra-agency programs, identified by Part C of the Individuals With Disabilities Education Act ("IDEA") legislation, in order to provide early intervention services to eligible infants and toddlers (birth to three years of age) with disabilities and their families. In the State of Indiana, this Part C program is called First Steps.

The goals of the First Steps Program in Indiana are to find and identify eligible children who are developmentally delayed; to provide assessment/evaluation of development for referred children to determine eligibility; to assist children to transition into other appropriate programs, once the child is three years of age and/or no longer eligible; to teach families to be advocates for their child's needs; and to provide appropriate developmental interventions so as to decrease the need for ongoing Special Education Services.

The Organization is the Fiscal Agent for the Local Planning and Coordinating Council ("LPCC") and the System Point of Entry ("SPOE") for the Indiana First Steps Program in Marion, Hamilton, Hendricks, Johnson, Morgan and Tipton counties ("Central Indiana Cluster G").

- *Local Planning and Coordinating Councils* - The purpose of these grants is to provide funding for Marion, Hamilton, Hendricks, Johnson, Morgan and Tipton counties to do public awareness, child find, transition, education, and other activities that enhance the early intervention program in each county. The Organization provides fiscal agent services, through cost reimbursement, to administer these funds for each of the above counties.
- *System Point of Entry* - The purpose of these grants is to provide funding to receive referrals from Marion, Hamilton, Hendricks, Johnson, Morgan and Tipton counties for children who are suspected of having developmental delays or who are at risk for developmental delays due to their medical condition or other biological risk factors; to initiate the evaluation process; and to determine whether eligibility criteria have been met. The Organization provides fiscal agent services, through cost reimbursement and fee for service, to administer these funds for each of the above counties.

A summary of the Organization's significant accounting policies are as follows:

A. Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting.

These financial statements have been prepared to focus on the entity as a whole and to present transactions according to the existence or absence of donor-imposed restrictions in conformity with accounting principles generally accepted in the United States of America. This has been done by classification of transactions and balances into three categories of net assets: unrestricted net assets which have no donor-imposed restrictions, temporarily restricted net assets which have donor-imposed restrictions that will expire in the future, and permanently restricted net assets which have donor-imposed restrictions which do not expire. The Organization has no temporarily or permanently restricted net assets.

PROKIDS, INC.

NOTES TO FINANCIAL STATEMENTS

June 30, 2017

NOTE 1 NATURE OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES- continued

B. Concentration of Credit Risk

Cash consists of one checking account with a financial institution. The demand deposit account is insured by the Federal Deposit Insurance Corporation up to the maximum amount prescribed by law per institution. The balance may occasionally exceed the insured limit.

Federal funding by Indiana Family and Social Services Administration, Division of Disability and Rehabilitative Services ("State of Indiana") accounted for greater than 95% of total revenue received by the Organization for 2017 and 2016. The funding is derived from reimbursable grants and a fee for service contract to carry out the mission and programs of the Organization.

C. Property and Equipment

Furniture, equipment, and leasehold improvements in excess of \$500 are capitalized and recorded at cost. Fixed assets are considered to be owned by the Organization; however, state funding sources may maintain equitable interest in the property purchased by grant monies, as well as the right to determine the use of any proceeds from the sale of these assets. Depreciation is provided using the straight-line method over the following estimated useful lives of the assets:

	<u>Years</u>
Software	3
Furniture and equipment	5 - 10
Leasehold improvements	10

Depreciation in the amount of \$18,522 and \$19,562 has been allocated to program services and supporting activities in the statements of activities for the years ended June 30, 2017 and 2016, respectively.

D. Grants Receivable

Grants receivable consists of grant revenue expected to be received shortly after year-end. Management considers grants receivable at June 30, 2017 and 2016, to be fully collectible; accordingly, no allowance for doubtful accounts is required.

E. Income Taxes

The Organization is exempt from federal and state income taxes on its related activities under Internal Revenue Service Code Section 501(c)(3). Accordingly, no provision for federal and state income taxes has been made.

The Organization files the required federal and state information returns. Whenever tax returns are filed, the filing organization must evaluate the merits of its tax positions and determine if they will be ultimately sustained. Those tax positions for the Organization include maintaining their tax-exempt status and the taxability of any unrelated business income. The Organization believes these positions are sustainable. Although the Organization has not incurred any interest and penalties associated with these positions, it is their policy to expense them in the statement of activities.

PROKIDS, INC.

NOTES TO FINANCIAL STATEMENTS

June 30, 2017

NOTE 1 NATURE OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES- continued

F. Functional Expenses

The costs of providing the various programs and activities have been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

G. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities 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.

H. Evaluation of Subsequent Events

The Organization has evaluated subsequent events through September 21, 2017, which is the date the financial statements were available to be issued.

NOTE 2 LINE OF CREDIT

The Organization has a line of credit with National Bank of Indianapolis with a maximum debt facility of \$350,000 available through January 16, 2018. Amounts borrowed are secured by a commercial security agreement securing all assets of the Organization. The amount borrowed under the line of credit was \$0 as of June 30, 2017 and 2016. Interest is assessed at the lender's prime rate plus 0.25%, but not less than 4.50%. The effective rate at June 30, 2017 and 2016 was 4.50%.

NOTE 3 LEASE COMMITMENTS

On February 7, 2008, the Organization signed an office lease with a lease term of ten years commencing on May 1, 2008. Under the lease agreement, the Organization received a lease incentive of \$139,760. The Organization used the incentive proceeds to pay-off the remaining lease payments and termination fee on the old leases. The incentive is recorded as a liability and is being amortized using the straight-line method over the term of the lease. In addition, the Organization accrues rent expense on the new lease in an amount such that total rent expense under the lease will be recognized ratably over the ten-year term. Lease expense, net of amortization of lease incentive, for the years ended June 30, 2017 and 2016, was \$219,633 and \$199,724, respectively.

The Organization is obligated under three operating leases for a postage machine and two copiers with monthly payments ranging from \$150 to \$375 and various expiration dates through September 2020.

PROKIDS, INC.

NOTES TO FINANCIAL STATEMENTS

June 30, 2017

NOTE 3 LEASE COMMITMENTS - continued

The total rent expense charged to income for the year ended June 30, 2017 and 2016, consists of the following:

	<u>2017</u>	<u>2016</u>
Rental paid on office lease	\$ 219,633	\$ 217,192
Annual operating expenses pass through (credit)	4,784	1,297
Adjustment to recognize lease payments ratable over the ten-year term	(4,220)	(3,492)
Amortization of deferred lease incentive over the ten-year term	<u>(13,976)</u>	<u>(13,976)</u>
Total rent expense	<u>\$ 206,221</u>	<u>\$ 201,021</u>

The future minimum lease payments as of June 30, 2017, are as follows:

	<u>Facilities</u>	<u>Postage Machine</u>	<u>Copiers</u>	<u>Total</u>
2018	\$ 177,634	\$ 1,872	\$ 6,539	\$ 186,045
2019	-	-	6,397	6,397
2020	-	-	3,054	3,054
2021	-	-	162	162
Thereafter	-	-	-	-
	<u>\$ 177,634</u>	<u>\$ 1,872</u>	<u>\$ 16,152</u>	<u>\$ 195,658</u>

NOTE 4 EMPLOYEE BENEFIT PLAN

The Organization has established a 403(b) Defined Contribution Retirement Plan (the "Plan"). An employee is eligible to make elective deferrals without a service requirement, unless they are part of an excluded class described in the Plan Adoption Agreement. Eligible classes of employees are all employees except Casual Employees who are hired to work on an as needed basis from time to time and normally work 0-19 hours per week; provided, however, that a Casual Employee who attains age 21 and completes one year of eligibility service will be eligible to become a participant for purposes of becoming a contributing participant (and thus eligible to make elective deferrals) on the first day of the next Plan Year, but not more than six months after satisfaction of this criteria. To be eligible for employer contributions, an employee must be at least 21 years of age and complete 12 consecutive months of eligibility service. Plan contributions are invested at the discretion of each participant and are fully vested and non-forfeitable when such contributions are made.

Plan contributions are made at a discretionary rate set by the Board of Directors each year. The discretionary rate for fiscal years June 30, 2017 and 2016 was 2%. Retirement plan contributions were \$61,654 and \$57,894 for the years ended June 30, 2017 and 2016, respectively.

PROKIDS, INC.

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

For the year ended June 30, 2017

Federal Grantor/Pass-Through Grantor Program or Cluster Title	Federal CFDA Number	Pass-Through Entity Identifying Number	Passed Through to Sub- Recipients	Federal Expenditures
US Department of Education Individuals with Disabilities Education Act Grants for Infants and Families with Disabilities Pass-Through Grantor: Indiana Family & Social Svcs Admin Pass-through programs: First Steps Cluster Contracts (FS)	84.181	49-14-5F-1460-04	\$ -	\$ 3,427,468
Total expenditures of federal awards			\$ -	\$ 3,427,468

See Notes to the Schedule of
Expenditures of Federal Awards.

PROKIDS, INC.

NOTES TO THE SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

June 30, 2017

NOTE 1 BASIS OF PRESENTATION

The accompanying schedule of expenditures of federal awards ("the Schedule") includes the federal award activity of ProKids, Inc. under programs of the federal government for the year ended June 30, 2017. 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"). Because the Schedule presents only a selected portion of the operations of ProKids, Inc., it is not intended to and does not present the financial position, changes in net assets, or cash flows of ProKids, Inc.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Expenditures reported on the schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement. Pass-through entity identifying numbers are presented where available.

NOTE 3 INDIRECT COST RATE

ProKids, Inc. has elected not to use the 10 percent de minimis indirect cost rate as allowed under the Uniform Guidance.

**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

Board of Directors
ProKids, Inc.
Indianapolis, Indiana

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of ProKids, Inc., which comprise the statement of financial position as of June 30, 2017, and the related statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated September 21, 2017.

Internal Control Over Financial Reporting

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

**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 - continued

Compliance and Other Matters

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

Purpose of this Report

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

Pike CPAs

Indianapolis, Indiana
September 21, 2017

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

INDEPENDENT AUDITOR'S REPORT

Board of Directors
ProKids, Inc.
Indianapolis, Indiana

Report on Compliance for Each Major Federal Program

We have audited ProKids, Inc.'s compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on each of ProKids, Inc.'s major federal programs for the year ended June 30, 2017. ProKids, Inc.'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 requirements of 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 ProKids, Inc.'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 ProKids, Inc.'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 ProKids, Inc.'s compliance.

Opinion on Each Major Federal Program

In our opinion, ProKids, Inc. complied, in all material respects, with the 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, 2017.

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

INDEPENDENT AUDITOR'S REPORT - continued

Report on Internal Control Over Compliance

Management of ProKids, Inc. 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 ProKids, Inc.'s internal control over compliance with the types of requirements that could have a direct and material effect on a 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 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 ProKids, Inc.'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 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.

Pile CPAs

Indianapolis, Indiana
September 21, 2017

PROKIDS, INC.

SCHEDULE OF FINDINGS AND QUESTIONED COSTS

Year ended June 30, 2017

I. SUMMARY OF AUDITOR'S RESULTS

Financial Statements

Type of auditor's report issued:	Unmodified
Internal Control over financial reporting	
• Material weakness identified?	No
• Significant deficiency identified?	None Reported
Noncompliance material to the financial statements noted?	No

Federal Awards

Internal Control over major programs:	
• Material weakness identified?	No
• Significant deficiency identified?	None Reported
Type of auditor's report issued on compliance for major programs:	Unmodified
• Any audit findings disclosed that are required to be reported in accordance with section 2 CFR 200.516(a)?	No

Identification of major programs:

<u>CFDA Number</u>	<u>Name of Federal Program</u>
84.181	US Department of Education Individuals with Disabilities Education Act Grants for Infants and Families with Disabilities

Dollar Threshold used to distinguish between type A and type B programs	\$ 750,000
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Auditee qualified as low-risk auditee?	Yes
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II. FINANCIAL STATEMENT FINDINGS	None
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III. FINDINGS AND QUESTIONED COSTS FOR FEDERAL AWARDS	None
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PROKIDS, INC.

SUMMARY SCHEDULE OF PRIOR AUDIT FINDINGS

Year ended June 30, 2017

The prior year audit disclosed no instances of noncompliance that were required to be reported under U.S. Government Auditing Standards and no uncorrected or unresolved findings exist from the prior audit's Schedule of Audit Findings and Questioned Costs.