

AEROSTEM ACADEMY INC.

AUDIT REPORT

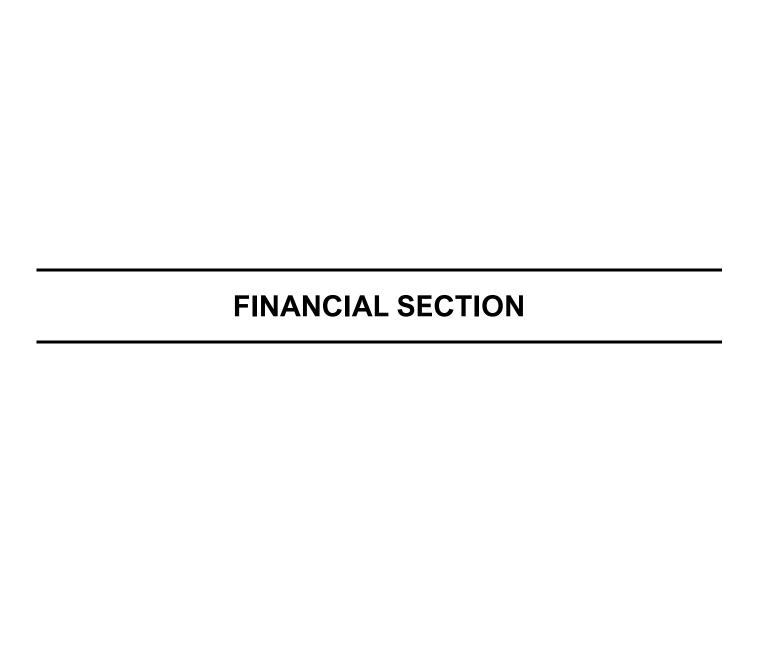
FOR THE YEAR ENDED JUNE 30, 2020

A NONPROFIT PUBLIC BENEFIT CORPORATION OPERATING THE FOLLOWING CALIFORNIA CHARTER SCHOOL

AeroSTEM Academy (Charter No. 2000)

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of AeroSTEM Academy Inc. Yuba City, California

Report on the Financial Statements

We have audited the accompanying financial statements of AeroSTEM Academy Inc. (the "Charter") which comprise the statement of financial position as of June 30, 2020, and the related statements of activities, functional expenses and cash flows for the year 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 audit. We conducted our audit 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 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.

Basis for Qualified Opinion

Although substantial effort was made, the Charter operated without comprehensive, reliable accounting software to provide for accurate and complete accounting records throughout the 2019-20 fiscal year. We were unable to obtain sufficient appropriate audit evidence about amounts recorded as local revenues and expenses for the year ended June 30, 2020, because there were no accounting controls established or implemented yet. Consequently, we were unable to determine whether any additional adjustments to those amounts were necessary.

Qualified Opinion

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements referred to above present fairly, in all material respects, the financial position of AeroSTEM Academy Inc. as of June 30, 2020, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements of AeroSTEM Academy Inc. taken as a whole. The supplementary information listed in the table of contents is presented for purposes of additional analysis and is 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 audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Other Reporting Required by Government Auditing Standards

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In accordance with *Government Auditing Standards*, we have also issued our report dated March 12, 2021, on our consideration of the Charter'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 solely 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 the effectiveness of the Charter's 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 the Charter's internal control over financial reporting and compliance.

San Diego, California March 12, 2021

AEROSTEM ACADEMY INC. STATEMENT OF FINANCIAL POSITION JUNE 30, 2020

Current assets	
Cash and cash equivalents	\$ 5,309
Accounts receivable	256,790
Total current assets	262,099
Capital assets	
Property and equipment	624,713
Less accumulated depreciation	(124,942)
Capital assets, net	 499,771
Total Assets	\$ 761,870
LIABILITIES AND NET ASSETS Liabilities	
Accounts payable	\$ 89,639
Due to CORE Charter	600,000
Charter revolving loan	125,000
Total liabilities	 814,639
Net assets	
Without donor restrictions	(52,769)
Total net assets	 (52,769)
Total Liabilities and Net Assets	\$ 761,870

SUPPORT AND REVENUES	Without Donor Restrictions		
Federal and state support and revenues	\$	700 607	
Local control funding formula, state aid	Ф	709,697	
Federal revenues		238,081	
Other state revenues		196,399	
Total federal and state support and revenues		1,144,177	
Local support and revenues			
Payments in lieu of property taxes		211,624	
Cancellation of debt		250,000	
Other local revenues		9,640	
Total local support and revenues		471,264	
Total Support and Revenues		1,615,441	
EXPENSES			
Program services		938,398	
Management and general		536,271	
Total Expenses	-	1,474,669	
·	•		
CHANGE IN NET ASSETS		140,772	
Net Assets - Beginning		(193,541)	
Net Assets - Ending	\$	(52,769)	

AEROSTEM ACADEMY INC. STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED JUNE 30, 2020

	Program Services		Management and General		Total	
EXPENSES						
Personnel expenses						
Certificated salaries	\$	317,422	\$	22,565	\$ 339,987	
Noncertificated salaries		16,360		117,843	134,203	
Employee benefits		191,875		66,267	258,142	
Total personnel expenses		525,657		206,675	732,332	
Non-personnel expenses					_	
Books and supplies		151,591		17,201	168,792	
Insurance		-		25,242	25,242	
Facilities		89,306		92,822	182,128	
Professional services		150,242		64,390	214,632	
Depreciation		6,575		112,188	118,763	
Other operating expenses		15,027		17,753	32,780	
Total non-personnel expenses		412,741		329,596	742,337	
Total Expenses	\$	938,398	\$	536,271	\$ 1,474,669	

CASH FLOWS FROM OPERATING ACTIVITIES	
Change in net assets	\$ 140,772
Adjustments to reconcile change in net assets to net cash	
provided by (used in) operating activities	
Depreciation	118,763
Cancellation of debt	(250,000)
(Increase) decrease in operating assets	
Accounts receivable	(89,965)
Deposits	50,000
Increase (decrease) in operating liabilities	
Accounts payable	 25,177
Net cash provided by (used in) operating activities	(5,253)
CASH FLOWS FROM INVESTING ACTIVITIES Purchase of capital assets Net cash provided by (used in) investing activities	 (526,775) (526,775)
CASH FLOWS FROM FINANCING ACTIVITIES Proceeds from CORE Charter	314,051
Principal payments on charter revolving loan	(125,000)
Net cash provided by (used in) financing activities	 189,051
Het cash provided by (used in) infancing activities	 100,001
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(342,977)
Cash and cash equivalents - Beginning	 348,286
Cash and cash equivalents - Ending	\$ 5,309

NOTE 1 – SIGNIFICANT ACCOUNTING POLICIES

A. Reporting Entity

AeroSTEM Academy Inc. (the "Charter") was formed as a nonprofit public benefit corporation on July 27, 2017 for the purpose of operating as a California public school located in Sutter County. The Charter was numbered by the State Board of Education in August 2018 as California Charter No. 2000. AeroSTEM Academy prepares students of today for the growing college and career opportunities of tomorrow. During the year ended June 30, 2020, AeroSTEM Academy Inc. served grades 6 to 12.

AeroSTEM Academy Inc. is authorized to operate as a charter school through Sutter Superintendent of Schools (the "authorizing agency"). On May 9, 2018, the Sutter County Board of Education approved a conditional charter petition for the Charter for a three-year term beginning July 1, 2018 and expiring on June 30, 2021. Funding sources primarily consist of state apportionments, in lieu of property tax revenues, and grants and donations from the public.

B. Basis of Accounting

The Charter's policy is to prepare its financial statements on the accrual basis of accounting; consequently, revenues are recognized when earned rather than when cash is received and certain expenses and purchases of assets are recognized when the obligation is incurred rather than when cash is disbursed.

C. Financial Statement Presentation

The financial statements are presented in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 958 dated August 2016, and the provisions of the American Institute of Certified Public Accountants (AICPA) "Audit and Accounting Guide for Not-for-Profit Organizations" (the "Guide"). ASC 958-205 was effective July 1, 2018. Under the Guide, AeroSTEM Academy Inc. is required to report information regarding its financial position and activities according to two classes of net assets: net assets without donor restrictions and net assets with donor restrictions.

Net assets without donor restrictions – These net assets generally result from revenues generated by receiving contributions that have no donor restrictions, providing services, and receiving interest from operating investments, less expenses incurred in providing program-related services, raising contributions, and performing administrative functions.

Net assets with donor restrictions – These assets result from gifts of cash and other assets that are received with donor stipulations that limit the use of the donated assets, either temporarily or permanently, until the donor restriction expires (that is until the stipulated time restriction ends or the purpose of the restriction is accomplished) the net assets are restricted. When a restriction expires, restricted net assets are reclassified to net assets without donor restrictions.

As a public charter school, the Charter also accounts for its financial transactions in accordance with the policies and procedures of the Department of Education's *California School Accounting Manual* presented in Procedure 810 Charter Schools. Fund accounting is not used in the Charter's financial statement presentation.

D. Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures, such as depreciation expense and the net book value of capital assets. Accordingly, actual results could differ from those estimates.

NOTE 1 – SIGNIFICANT ACCOUNTING POLICIES (continued)

E. Functional Expenses

The costs of providing services have been summarized on a functional basis in the statement of activities and detailed in the statement of functional expenses. Certain costs and expenses have been allocated between program and supporting services based on management's estimates.

F. Contributions

Unconditional contributions are recognized when pledged and recorded as net assets without donor restrictions or net assets with donor restrictions, depending on the existence and/or nature of any donor-imposed restrictions. Conditional promises to give are recognized when the conditions on which they depend are substantially met. Gifts of cash and other assets are reported with donor restricted support if they are received with donor stipulations that limit the use of the donated assets.

When a restriction expires, that is, when a stipulated time restriction ends or a purpose restriction is accomplished, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported on the statement of activities as "net assets released from restrictions." Donor-restricted contributions whose restrictions are met in the same reporting period are reported as net assets without donor restriction support. Contributions restricted for the acquisition of land, buildings, and equipment are reported as net assets without restriction upon acquisition of the assets and the assets are placed in service.

Non-cash contributions of goods, materials, and facilities are recorded at fair value at the date of contribution. Contributed services are recorded at fair value at the date of contribution if they are used to create or enhance a non-financial asset or require specialized skills, are provided by someone possessing those skills, and would have to be purchased by the organization if not donated.

G. In Lieu of Property Taxes Revenue

Secured property taxes attach as an enforceable lien on property as of March 1. Taxes are payable in two installments on December 10 and April 10. Unsecured property taxes are payable in one installment on or before August 31. The County bills and collects the taxes for the local school district. In lieu of distributing funds out of property tax proceeds, the local school district makes monthly payments to AeroSTEM Academy Inc. Revenues are recognized by the Charter when earned.

H. Cash and Investments

AeroSTEM Academy Inc. considers all highly liquid deposits and investments with an original maturity of less than ninety days to be cash equivalents. The Charter's method of accounting for most investments is the fair value method. Fair value is determined by published quotes when they are readily available. Gains and losses resulting from adjustments to fair values are included in the accompanying statement of activities. Investment return is presented net of any investment fees.

I. Receivables and Allowances

Accounts receivable are stated at the amount management expects to collect from outstanding balances. An allowance for doubtful accounts is established, as necessary, based on past experience and other factors which, in management's judgment, deserve current recognition in estimating bad debts. Such factors include the relationship of the allowance for doubtful accounts to accounts receivable and current economic conditions. Based on review of these factors, the Charter establishes or adjusts the allowance for specific revenue sources as a whole. At June 30, 2020, an allowance for doubtful accounts was not considered necessary as all accounts receivable were deemed collectible

NOTE 1 – SIGNIFICANT ACCOUNTING POLICIES (continued)

J. Capital Assets

AeroSTEM Academy Inc. has adopted a policy to capitalize asset purchases over \$5,000. Lesser amounts are expensed. Donations of capital assets are recorded as contributions at their estimated fair value. Such donations are reported as net assets without donor restrictions. Capital assets are depreciated using the straight-line method over the estimated useful lives of the property and equipment or the related lease terms.

K. <u>Deferred Revenue</u>

Deferred revenue arises when potential revenue does not meet the criteria for recognition in the current period and when resources are received by the organization prior to the incurrence of expenses. In subsequent periods, when both revenue recognition criteria are met, the liability for deferred revenue is removed from the statement of financial position and revenue is recognized.

L. Income Taxes

AeroSTEM Academy Inc. is a 509(a)(1) publicly supported nonprofit organization that is exempt from income taxes under Section 501(a) and 501(c)(3) of the Internal Revenue Code and classified by the Internal Revenue Service as other than a private foundation. The Charter is exempt from state franchise or income tax under Section 23701(d) of the California Revenue and Taxation Code. As a school, the Charter is not required to register with the California Attorney General as a charity.

The Charter's management believes all of its significant tax positions would be upheld under examination; therefore, no provision for income tax has been recorded. The Charter's information and/or tax returns are subject to examination by the regulatory authorities for up to four years from the date of filing.

M. Fair Value Measurements

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

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.
- Level 2 Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

NOTE 1 – SIGNIFICANT ACCOUNTING POLICIES (continued)

N. New Accounting Pronouncements

Revenue Recognition

In May 2014, the International Accounting Standards Board (IASB) and FASB issued a joint accounting standard on revenue recognition to address a number of concerns regarding the complexity and lack of consistency surrounding the accounting for revenue transactions. Consistent with each board's policy, FASB and IASB issued new reporting standards on revenue recognition. FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The guidance in FASB ASU No. 2014-09 provides a framework for revenue recognition and supersedes or amends several of the revenue recognition requirements in FASB ASC 605 *Revenue Recognition*. The guidance was originally effective for public entities for the fiscal year beginning after December 15, 2016. In August 2015, FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, to allow entities additional time to implement systems, gather data, and resolve implementation questions. The effective dates for the new guidance are staggered. Public entities have already implemented the new guidance, and nonprofit entities were required to implement the new guidance for fiscal years beginning after December 15, 2018. In April 2020, FASB voted to delay implementation by one year as a result of COVID-19. The Charter will determine the impact on the financial statements once implemented.

Leases

In February 2016, FASB issued ASU No. 2016-02, *Leases (Topic 842)*. The objective of the ASU is to increase transparency and comparability in financial reporting by requiring balance sheet recognition of leases and note disclosure of certain information about lease arrangements. The new FASB ASU topic on leases consists of five subtopics: overall, lessee, lessor, sale and leaseback transactions, and leveraged lease arrangements. ASU No. 2016-02 is applicable to any entity that enters into a lease and was originally effective for public business entities for fiscal years beginning after December 15, 2018. In October 2019, FASB approved to delay effective dates for all public business entities, except for SEC filers, to fiscal years beginning after December 15, 2019. In April 2020, FASB voted to delay implementation by one year as a result of COVID-19. The Charter will determine the impact on the financial statements once implemented.

NOTE 2 – CASH AND CASH EQUIVALENTS

Cash and cash equivalents as of June 30, 2020, consist of cash in banks of \$5,309 held in a noninterest bearing account.

As of June 30, 2020, AeroSTEM Academy Inc.'s bank balance was not exposed to custodial credit risk. Custodial credit risk is the risk that in the event of a bank failure, an organization's deposits may not be returned to it. AeroSTEM Academy Inc. does not have a policy for custodial credit risk for deposits. The FDIC insures up to \$250,000 per depositor per insured bank.

NOTE 3 – ACCOUNTS RECEIVABLE

Accounts receivable as of June 30, 2020, consists of the following:

Local control funding sources, state aid	\$ 67,533
Federal sources	149,196
Other state sources	40,061
Total Accounts Receivable	\$ 256,790

NOTE 4 - CAPITAL ASSETS

A summary of activity related to capital assets during the year ended June 30, 2020 consists of the following:

	_	alance / 1, 2019	Additions	Transfers/ Disposals	-	Balance ne 30, 2020
Property and equipment				•		
Buildings and improvements	\$	- \$	562,919	\$ -	\$	562,919
Vehicles		61,794	-	-		61,794
Construction in progress		36,144	-	36,144		-
Total property and equipment		97,938	562,919	36,144		624,713
Less accumulated depreciation		(6,179)	(118,763)	-		(124,942)
Capital Assets, net	\$	91,759 \$	444,156	\$ 36,144	\$	499,771

NOTE 5 – ACCOUNTS PAYABLE

Accounts payable as of June 30, 2020, consists of the following:

Construction costs	\$ 70,323
Due to authorizing agency	8,720
Due to grantor government	6,389
Vendor payables	4,207
Total Accounts Payable	\$ 89,639

NOTE 6 – LOANS PAYABLE

A summary of activity related to loans payable during the year ended June 30, 2020 consists of the following:

	Е	Balance		Re	eduction/	E	Balance
	Jul	y 1, 2019	Draws	Р	ayments	Jun	e 30, 2020
Charter revolving loan	\$	250,000	\$ -	\$	125,000	\$	125,000
Due to CORE Charter		535,949	314,051		250,000		600,000
Total Loans Payable	\$	785,949	\$ 314,051	\$	375,000	\$	725,000

Charter Revolving Loan

In May 2018, the Charter entered into an agreement to borrow \$250,000 through the Charter Revolving Loan Fund Program administered by the California School Finance Authority (CSFA). The Charter received two disbursements: \$100,000 on September 27, 2018 and \$150,000 on March 20, 2019. The loan is to be repaid over a two-year period ending January 2021. The revolving notes bears an annualized interest rate equal to the "prime rate" of 2.09% on the first disbursement and 2.44% on the second. As of June 30, 2020, \$125,000 was outstanding on the loan. Repayment obligations consist of principal payments of \$125,000 due in the year ending June 30, 2021.

Due to CORE Charter

As of June 30, 2020, the Charter holds a loan due to CORE Charter for \$600,000. The amount consists of \$535,949 in expenses paid by CORE Charter on behalf of AeroSTEM Academy during its first year of operation, additional proceeds of \$314,051 received in the current fiscal year to aid in operations, and a reduction of \$250,000, which was forgiven by CORE Charter and recorded as revenue in the current year. Refer to Note 11 for additional information on related party transactions.

NOTE 7 - NET ASSETS

At June 30, 2020, the Charter did not hold any net assets with donor restrictions. Certain designations or reserves have been made for the use of net assets without donor restrictions either by the board, management or by nature of the financial assets held by the Charter. Refer to Note 13 for additional information regarding negative net assets. At June 30, 2020, the Charter's net assets without donor restrictions consist of the following:

Net investment in capital assets	\$ 499,771
Undesignated	(552,540)
Total Net Assets without Donor Restrictions	\$ (52,769)

NOTE 8 - LIQUIDITY AND AVAILABILITY OF FINANCIAL ASSETS

The following table reflects the Charter's financial assets as of June 30, 2020, reduced by amounts not available for general expenditure within one year. Financial assets are considered not available for general use when illiquid or not convertible to cash within one year, consist of assets held for others or are held aside by the governing board for specific contingency reserves. Any board designations could be drawn upon if the board approves that action.

Financial assets	
Cash and cash equivalents	\$ 5,309
Accounts receivable, current portion	 256,790
Total Financial Assets, excluding noncurrent	\$ 262,099
Contractual or donor-imposed restrictions	-
Board designations	 <u>-</u> _
Financial Assets available to meet cash needs	_
for expenditures within one year	\$ 262,099

NOTE 9 – EMPLOYEE RETIREMENT PLANS

Qualified employees are covered under multiemployer defined benefit pension plans maintained by agencies of the State of California. In accordance with *California Education Code* 47605, charter schools have the option of participating in such plans if an election to participate is specified within the charter petition. The Charter has made such election for its personnel. Certificated employees are members of the California State Teachers' Retirement System (CalSTRS) and noncertificated employees are members of the California Public Employees' Retirement System (CalPERS). The Charter also offers social security as an alternative plan to all employees who may not qualify for the CalSTRS or CalPERS retirement plans.

California State Teachers' Retirement System (CalSTRS)

Plan Description

AeroSTEM Academy Inc. contributes to the California State Teachers' Retirement System (CalSTRS), a cost-sharing multiple-employer public employee retirement system defined benefit pension plan administered by CalSTRS. The plan provides retirement, disability and survivor benefits to beneficiaries. Benefit provisions are established by state statutes, as legislatively amended, within the State Teachers' Retirement Law. CalSTRS issues a separate comprehensive annual financial report that includes financial statements and required supplementary information. Copies of the CalSTRS annual financial report may be obtained from CalSTRS, 7667 Folsom Boulevard; Sacramento, California 95826.

NOTE 9 – EMPLOYEE RETIREMENT PLANS (continued)

California State Teachers' Retirement System (CalSTRS) (continued)

Funding Policy

Active plan members are required to contribute 10.25% or 10.205% of their 2019-20 salary depending on the employee's membership date in the plan. The required employer contribution rate for fiscal year 2019-20 was 17.10% of annual payroll. The contribution requirements of the plan members are established by state statute. The Charter's contributions to CalSTRS for the fiscal year ended June 30, 2020 was \$60,217.

On-Behalf Payments

The State of California makes direct on-behalf payments for retirement benefits to CalSTRS on behalf of all school agencies in California. The amount of on-behalf payments made for AeroSTEM Academy Inc. is estimated at \$34,342. The on-behalf payment amount is computed as the proportionate share of total 2018-19 State on-behalf contributions.

California Public Employees' Retirement System (CalPERS)

Plan Description

AeroSTEM Academy Inc. contributes to the School Employer Pool under the California Public Employees' Retirement System (CalPERS), a cost-sharing multiple-employer public employee retirement system defined benefit pension plan administered by CalPERS. The plan provides retirement and disability benefits, annual cost-of-living adjustments, and death benefits to plan members and beneficiaries. Benefit provisions are established by state statutes, as legislatively amended, within the Public Employees' Retirement Law. CalPERS issues a separate comprehensive annual financial report that includes financial statements and required supplementary information. Copies of the CalPERS annual financial report may be obtained from the CalPERS Executive Office, 400 P Street; Sacramento, California 95814.

Funding Policy

Active plan members, who entered into the plan prior to January 1, 2013, are required to contribute 7.0% of their salary. The California Public Employees' Pension Reform Act (PEPRA), specifies that new members entering into the plan on or after January 1, 2013, shall pay the higher of fifty percent of normal costs or 7.0% of their salary. Additionally, for new members entering the plan on or after January 1, 2013, the employer is prohibited from paying any of the employee contribution to CalPERS unless the employer payment of the member's contribution is specified in an employment agreement or collective bargaining agreement that expires after January 1, 2013.

AeroSTEM Academy Inc. is required to contribute an actuarially determined rate. The actuarial methods and assumptions used for determining the rate are those adopted by the CalPERS Board of Administration. The required employer contribution for fiscal year 2019-20 was 19.721%. The contribution requirements of the plan members are established by state statute. The Charter's contributions to CalPERS for the year ended June 30, 2020 was \$24,853.

NOTE 10 – DONATED MATERIALS AND SERVICES

During the year, many parents, administrators and other individuals donated significant amounts of time and services to AeroSTEM Academy Inc. in an effort to advance the Charter's programs and objectives. These services have not been recorded in the Charter's financial statements because they do not meet the criteria required by generally accepted accounting principles.

NOTE 11 – RELATED PARTY TRANSACTIONS

Authorizing Agency

The Charter makes payments to the authorizing agency, Sutter Superintendent of Schools, to provide required services for special education and other purchased services in addition to fees for oversight. Fees associated with oversight consisted of 1% of revenue from local control funding formula sources. Oversight fees for the fiscal year ended June 30, 2020 amounted to \$8,720.

CORE Charter School

CORE Charter School (CORE) is a separate nonprofit organization with a governing board independent from the Charter. During the fiscal year ended June 30, 2019, CORE aided in the start-up of AeroSTEM Academy, a newly operational charter school, which previously operated as a learning center of CORE.

In January 2018, CORE and AeroSTEM Academy entered into a memorandum of understanding (MOU) for CORE to provide temporary funds up to \$600,000 to the Charter for start-up and operational needs during its first year of operation. The agreement initially allowed for repayment in full on or before June 30, 2023 and included a three percent interest rated, but extended the repayment date to June 30, 2025. For the Charter's initial year of operation, CORE directly paid for expenses on behalf of the Charter. As mentioned in Note 6, these prior expenses were accompanied by \$314,051 in additional current year borrowings; however, CORE has opted to forgive \$250,000 of the balance. The forgiven portion has been recorded as revenue from cancellation of debt on the statement of activities. The outstanding balance as of June 30, 2020 due from AeroSTEM Academy Inc. to CORE was \$600,000.

The Charter and CORE entered into a separate MOU in April 2018 whereby CORE provided administrative support services and was compensated based on the MOU which addressed these shared services. The MOU shared services agreement is in effect for the 2018-19 through 2020-21 school years. CORE received a total of \$40,533 from AeroSTEM Academy for shared services during the fiscal year ended June 30, 2020.

NOTE 12 - COMMITMENTS AND CONTINGENCIES

Governmental Funds

AeroSTEM Academy Inc. has received state and federal funds for specific purposes that are subject to review and audit by the grantor agencies. Although such audits could generate expenditure disallowances under terms of the grants, it is believed that any required reimbursements would not be material.

Multiemployer Defined Benefit Plan Participation

Under current law on multiemployer defined benefit plans, the Charter's voluntary withdrawal from any underfunded multiemployer defined benefit plan would require the Charter to make payments to the plan, which would approximate the Charter's proportionate share of the multiemployer plan's unfunded vested liabilities. CalSTRS has estimated that the Charter's share of withdrawal liability is approximately \$451,270 as of June 30, 2019. CalPERS has not yet estimated the Charter's share of withdrawal liability as of June 30, 2019, the date of the most recent plan actuarial study. The Charter does not currently intend to withdraw from CalSTRS or CalPERS. Refer to Note 9 for additional information on employee retirement plans.

Charter Authorization

As mentioned in Note 1A, AeroSTEM Academy Inc.'s charter school is approved to operate through authorization by the Sutter County Superintendent of Schools. As such, the Charter is subject to the risk of possible non-renewal or revocation at the discretion of its authorizing agency if certain criteria for student outcomes, management, and/or fiscal solvency are not met

NOTE 12 - COMMITMENTS AND CONTINGENCIES (continued)

Operating Lease

In November 2019, the Charter entered into two separate lease agreements with the same party to cover a term of five years for the use of a parcel located at the Sutter County Airport. The first lease agreement covers a term from January 1, 2019 to December 31, 2020 and calls for monthly payments of \$2,000. The second lease is an extension of the original agreement for a term beginning January 1, 2020 and ending December 31, 2024 with a monthly payment of \$3,083.33. During the fiscal year ended June 30, 2020, a total of \$12,000 was made in lease payments associated with the initial agreement. Future minimum lease payments are as follows:

Fiscal Year Ending June 30, Payment		ayments
2021	\$	30,500
2022		37,000
2023		37,000
2024		37,000
2025		18,500
Total	\$	160,000

NOTE 13 – NEGATIVE NET ASSETS

At June 30, 2020, following Year 2 of operations, the Charter held a deficit net assets balance of \$52,769. This was a result of prior year's net assets balance of negative \$193,541 reduced by an operating surplus experienced in the current year of \$140,772. The primary factors leading to the deficiency in net assets were one-time start-up costs for the Charter's first year of operations in the prior year, significant investments in a construction project for its new facilities dedicated to the Charter's core programs of instruction, as well as impacts of the coronavirus pandemic.

As a way to mitigate the Charter's deficit ending net asset balance, management has contracted a business services provider to budget conservatively for the three subsequent fiscal years, negotiated an extended repayment schedule for current debt obligations, and completed construction projects for school facilities which collectively alleviate further cash flow concerns. With these plans, management expects a surplus of over \$480,000 in the 2020-21 fiscal year and ending the subsequent year with a positive net assets balance of roughly \$260,000.

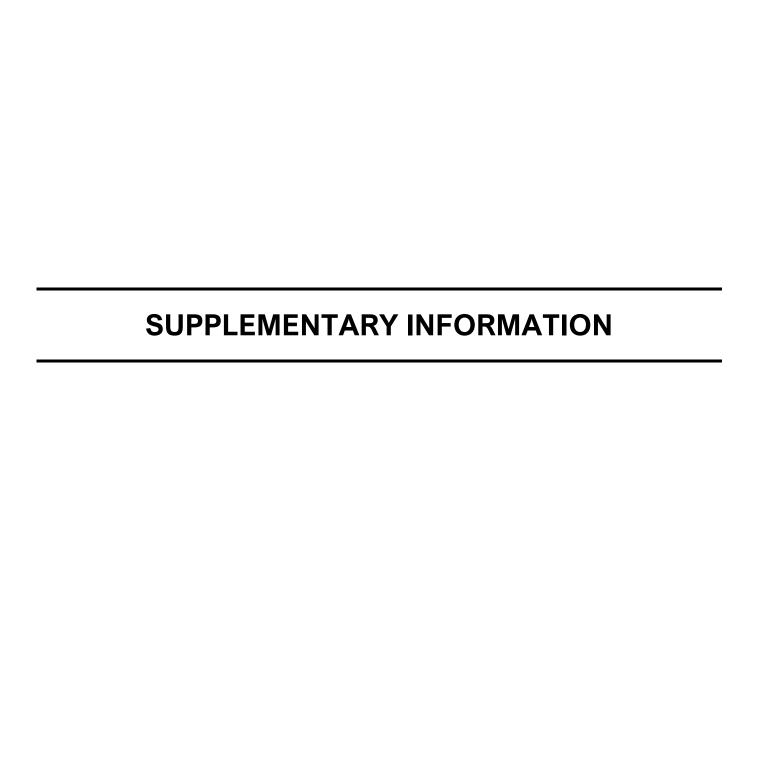
NOTE 14 - SUBSEQUENT EVENTS

AeroSTEM Academy Inc. has evaluated subsequent events for the period from June 30, 2020 through March 12, 2021, the date the financial statements were available to be issued.

As a result of the coronavirus (COVID-19) outbreak, economic uncertainties have arisen which have modified and delayed governmental funding as well as impacted how the Charter operates its programs and activities for the future reporting periods. At this time, management cannot predict the overall impact of the COVID-19 pandemic, but management continues to monitor the situation, to assess further possible implications to operations, and to take actions in an effort to mitigate adverse consequences.

The Charter was approved for a charter petition renewal from the Sutter County Superintendent of Schools. A petition for the period of July 1, 2021 to June 30, 2026 was submitted to the authorizing agency where a public hearing was held on February 10, 2021 and subsequently approved at a public board meeting on March 10, 2021.

Management did not identify any other transactions or events that require disclosure or that would have an impact on the financial statements.



AEROSTEM ACADEMY INC. CHARTER ORGANIZATIONAL STRUCTURE JUNE 30, 2020

AeroSTEM Academy Inc., located in Sutter County, was formed as a nonprofit public benefit corporation on July 27, 2017 and was numbered by the State Board of Education in August 2018 as California Charter No. 2000. The Charter is authorized to operate as a charter school through the Sutter Superintendent of Schools. Instruction initially began in August 2018 for grades 6 through 12. In 2019-20, the Charter transitioned its program to a mainly classroom-based instruction rather than majority nonclassroom-based instruction provided in 2018-19.

ROARD		

Name	Office	Term Expiration
David Heslop	President	June 30, 2020
Dallan Reese	Secretary & Treasurer	June 30, 2020
Leslie Sanders	Member	March 15, 2021
Suzanne Brown	Member	June 28, 2021
Karen Peters	Member	December 13, 2021

ADMINISTRATION

Chris Mahurin

Executive Director*

Kathy Smith School Director

^{*}The Executive Director was an employee of CORE Charter School for the 2019-20 fiscal year.

	Second Period	
	Report	Annual Report
Certificate No.	902713A9	5F51E09A
	Classroo	m-Based
Grade Span		_
Grade 6	22.44	22.44
Grades 7 and 8	44.65	44.65
Grades 9 through 12	26.80	26.80
Total Average Daily Attendance -		
Classroom-Based	93.89	93.89

The Charter had no Nonclassroom-Based ADA in 2019-20.

AEROSTEM ACADEMY INC. SCHEDULE OF INSTRUCTIONAL TIME FOR THE YEAR ENDED JUNE 30, 2020

Grade Span	Minutes Requirement	2019-20 Actual Instructional Minutes*	2019-20 Planned Number of Days	2019-20 Actual Number of Days	Number of Days Certified Closed Due to COVID-19	Status
Grades 6 through 8	54,000	73,920	176	120	56	Complied
Grades 9 through 12	64,800	73,920	176	120	56	Complied

^{*}On June 25, 2020, the Charter certified that its school was closed from March 18, 2020 to June 11, 2020 for a total of 56 instructional days closed due to COVID-19. The planned minutes covered by the COVID-19 School Closure Certification were included in the actual minutes column but were not actually offered due to the COVID-19 school closure.

AEROSTEM ACADEMY INC. RECONCILIATION OF FINANCIAL REPORT – ALTERNATIVE FORM WITH AUDITED FINANCIAL STATEMENTS JUNE 30, 2020

June 30, 2020, fund balance/net position on the Financial Report -	
Alternative Form (Charter School Unaudited Actuals)	\$ (219,958)
Adjustments:	
Increase (decrease) in total net assets:	
Remove overaccrual of accrued professional expenses	110,856
Reclass expense amounts as fixed asset additions	160,531
Record depreciation expense	(118,763)
Record underaccrual of receivable for state funding	29,721
Record overaccrual of receivable for federal funding	 (15,156)
Net adjustments	 167,189
June 30, 2020, net assets per audited financial statements	\$ (52,769)

AEROSTEM ACADEMY INC. NOTES TO THE SUPPLEMENTARY INFORMATION JUNE 30, 2020

NOTE 1 – PURPOSE OF SCHEDULES

A. Charter Organizational Structure

This schedule provides information about the Charter's authorizing agency, grades served, members of the governing body, and members of the administration.

B. Schedule of Average Daily Attendance

Average daily attendance (ADA) is a measurement of the number of pupils attending classes of the charter school. The purpose of attendance accounting from a fiscal standpoint is to provide the basis on which apportionments of state funds are made to charter schools. This schedule provides information regarding the attendance of students at various grade levels and in different programs.

C. Schedule of Instructional Time

AeroSTEM Academy Inc. receives, as part of their local control funding formula sources, incentive funding for maintaining instructional time. This schedule presents information on the amount of instructional time offered by the AeroSTEM Academy Inc. and whether the Charter complied with the provisions of *Education Code Section* 46200 through 46208.

D. Reconciliation of Financial Report – Alternative Form with Audited Financial Statements

This schedule provides the information necessary to reconcile fund balance reported on the Financial Report – Alternative Form (Charter School Unaudited Actuals) to net assets on the audited financial statements.



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 Auditors' Report

To the Board of Directors of AeroSTEM Academy Inc. Yuba City, California

We have audited, 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, the financial statements of AeroSTEM Academy Inc. (the "Charter") as of and for the year ended June 30, 2020, and the related notes to the financial statements, which collectively comprise the Charter's basic financial statements and have issued our report thereon dated March 12, 2021. Our opinion on the financial statements was qualified because there was no use of reliable accounting software for accurate and complete accounting records throughout the fiscal year to sufficiently reduce the risk of material misstatement of the financial statements.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Charter's internal control over financial reporting ("internal control") as a basis for designing 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 the Charter's internal control. Accordingly, we do not express an opinion on the effectiveness of the Charter'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 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 and therefore, material weaknesses or significant deficiencies may exist that have not been identified. We did identify a deficiency in internal control, described in the accompanying findings and questioned costs section as Finding 2020-001 that we consider to be a material weakness.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Charter's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. 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*.

AeroSTEM Academy Inc.'s Response to the Finding

histolikete, Inc

AeroSTEM Academy Inc.'s response to the finding identified in our audit is described in the accompanying findings and questioned costs section as the corrective action plan. The Charter's response was not subjected to the auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on the response.

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 Charter'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 Charter's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

San Diego, California March 12, 2021

REPORT ON STATE COMPLIANCE

Independent Auditors' Report

To the Board of Directors of AeroSTEM Academy Inc. Yuba City, California

Report on State Compliance

We have audited AeroSTEM Academy Inc.'s compliance with the types of compliance requirements described in the 2019-20 Guide for Annual Audits of K-12 Local Education Agencies and State Compliance Reporting, prescribed in Title 5, California Code of Regulations, section 19810, that could have a direct and material effect on each of AeroSTEM Academy Inc.'s state programs for the fiscal year ended June 30, 2020, as identified below.

Management's Responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to its state programs.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of AeroSTEM Academy Inc.'s state 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 *2019-20 Guide for Annual Audits of K-12 Local Education Agencies and State Compliance Reporting*, prescribed in Title 5, California Code of Regulations, section 19810. Those standards 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 the state programs noted below. An audit includes examining, on a test basis, evidence about AeroSTEM Academy 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 with the requirements referred to above. However, our audit does not provide a legal determination of AeroSTEM Academy Inc.'s compliance with those requirements.

Opinion on State Compliance

In our opinion, AeroSTEM Academy Inc. complied, in all material respects, with the types of compliance requirements referred to above that are applicable to the state programs noted in the following table for the year ended June 30, 2020.

Procedures Performed

In connection with the audit referred to above, we selected and tested transactions and records to determine AeroSTEM Academy Inc.'s compliance with the state laws and regulations applicable to the following items:

Description	Procedures Performed
School Districts, County Offices of Education and Charter Schools	
California Clean Energy Jobs Act	Not applicable
After/Before School Education and Safety Program:	Not applicable
Proper Expenditure of Education Protection Account Funds	Yes
Unduplicated Local Control Funding Formula Pupil Counts	Yes
Local Control and Accountability Plan	Yes
Independent Study – Course Based	Not applicable
Charter Schools	
Attendance	Yes
Mode of Instruction	Yes
Nonclassroom-Based Instruction/Independent Study for	
Charter Schools	Not applicable
Determination of Funding for Nonclassroom-Based Instruction	Not applicable
Annual Instructional Minutes – Classroom Based	Yes
Charter School Facility Grant Program	Yes

San Diego, California March 12, 2021



AEROSTEM ACADEMY INC. SUMMARY OF AUDITORS' RESULTS FOR THE YEAR ENDED JUNE 30, 2020

state programs:

Financial Statements		
Type of auditors' report issued	Qualified	
Internal control over financial reporting:		
Material weakness(es) identified?	Yes	
Significant deficiency(ies) identified not considered		
to be material weaknesses?	None Reported	
Noncompliance material to financial statements noted?	None	
Federal Awards The Charter did not expend more than \$750,000 in federal awards, therefore, a Federal Single Audit under OMB Uniform Grant Guida is not applicable.		
State Awards		
Internal control over state programs:		
Material weakness(es) identified? No		
Significant deficiency(ies) identified not considered		
to be material weaknesses? None Report		
Type of auditors' report issued on compliance for		

Unmodified

20000 30000

AB 3627 FINDING TYPE

Inventory of Equipment Internal Control

FINDING 2020-001: ACCOUNTING SOFTWARE (30000) (Material Weakness)

Criteria: Management is responsible for designing and implementing a system of internal controls over financial reporting that provides reasonable assurance that misstatements and/or noncompliance affecting the financial statements are prevented or detected and corrected through normal operation procedures. Underlying the financial statements are management's assertions as to the accuracy and completeness of the accounting records. Accounting software supports the integrity of accounting data and assists with accurate financial reporting.

Condition: Through inquiry and review, we noted that the Charter used Microsoft Excel-based tracking of accounting transactions and financial reports for the full 2019-20 fiscal year. The Charter was unable to provide adequate financial reports for audit. There was no use of journal entries to make corrections or otherwise track changes in accounting records, which prevented the audit of contemporaneous recordkeeping. Financial information for the 2019-20 fiscal year was provided by use of the Financial Report – Alternative Form (Charter Unaudited Actuals), which required several adjustments for presentation of complete financial statements. Although management made efforts to contract for services during the year and began consulting with a back-office provider in March 2020, the Charter was not able to on-board for full use of accounting software until July 1, 2020.

Cause: The Charter operated without comprehensive, reliable accounting software for the 2019-20 fiscal year. The Charter's use of an affiliate for business services was not sufficient to mitigate the identified risks.

Effect or Potential Effect: Manual entry and incomplete information jeopardized management's ability to make assertions of accuracy, completeness, classification and cut off. The absence of accounting software for tracking of financial transactions poses a risk to the integrity of the underlying accounting records.

Repeat Finding: This is a repeat finding from 2018-19. Refer to Finding 2019-001 on the summary schedule of prior audit findings and questioned costs.

Recommendation: We recommend that the Charter implement general ledger accounting software immediately. A retroactive implementation to validate the accuracy of financial information for the 2019-20 and 2018-19 fiscal years is also recommended. We advise the governing board to improve monitoring and oversight procedures to include monthly or quarterly review of financial records, including reconciled bank statements. The Charter should reference the California School Accounting Manual Procedure 810 specific to Charter Schools for further guidance.

Corrective Action Plan: AeroSTEM Academy contracted with Charter School Management Corporation (CSMC) for back-office services with full implementation beginning July 1, 2020. CSMC is experienced in charter school financial services and compliance matters and utilizes general ledger software. Financial reporting information is compiled and shared with the governing board for review. The financial reports are formally reviewed at public scheduled board meetings at least quarterly.

Historical reference: For the 2018-19 and 2019-20 school years, AeroSTEM Academy contracted for business services with CORE Charter School, and additionally, with a business consultant for support and additional oversight. The 2018-19 audit Recommendation to implement general ledger software was received in December 2019. In response, AeroSTEM Academy immediately reviewed software options and business service supports as a Corrective Action. Charter School Management Corporation (CSMC) was ultimately chosen in March 2020. A services contract with CSMC was signed, but it was not feasible to transition business services mid-fiscal year. Therefore, business services were officially transferred on July 1st, 2020 through contract with CSMC, bringing the Charter into full-compliance with this Recommendation.

AEROSTEM ACADEMY INC. STATE AWARD FINDINGS AND QUESTIONED COSTS FOR THE YEAR ENDED JUNE 30, 2020

FIVE DIGIT CODE	AB 3627 FINDING TYPE
10000	Attendance
40000	State Compliance
42000	Charter School Facilities Programs
60000	Miscellaneous
61000	Classroom Teacher Salaries
62000	Local Control Accountability Plan
70000	Instructional Materials
71000	Teacher Misassignments
72000	School Accountability Report Card

There were no audit findings and questioned costs related to state awards for the year ended June 30, 2020.

AEROSTEM ACADEMY INC. SUMMARY SCHEDULE OF PRIOR AUDIT FINDINGS AND QUESTIONED COSTS FOR THE YEAR ENDED JUNE 30, 2020

FINDING 2019-001: ACCOUNTING SOFTWARE (30000) (Material Weakness)

Criteria: Management is responsible for designing and implementing a system of internal controls over financial reporting that provides reasonable assurance that misstatements and/or noncompliance affecting the financial statements are prevented or detected and corrected through normal operation procedures. Underlying the financial statements are management's assertions as to the accuracy and completeness of the accounting records. Accounting software supports the integrity of accounting data and assists with accurate financial reporting.

Condition: Through inquiry and review, we noted that the Charter used Microsoft Excel-based tracking of accounting transactions and financial reports for the 2018-19 fiscal year. It was also noted that bank reconciliations were not completed on a timely basis. Further we noted that accounting transactions from June to December 2018 were co-mingled with that of an affiliate organization rather than paid directly to the Charter for proper use of funds based on board approved budgets.

The Charter was unable to provide adequate financial reports for audit. There was no use of journal entries to make corrections or otherwise track changes in accounting records, which prevented the audit of contemporaneous recordkeeping. Full financial information for the 2018-19 was provided by use of the Financial Report – Alternative Form (Charter Unaudited Actuals), which required numerous revisions and further adjustments for presentation of complete financial statements.

Cause: The Charter operated without comprehensive, reliable accounting software for the 2018-19 fiscal year. The Charter's use of an affiliate and an outside consultant for business services was not sufficient to mitigate the identified risks.

Effect or Potential Effect: Manual entry and incomplete information jeopardized management's ability to make assertions of accuracy, completeness, classification and cut off. The absence of accounting software for tracking of financial transactions poses a risk to the integrity of the underlying accounting records.

Recommendation: We recommend that the Charter implement general ledger accounting software immediately. A retroactive implementation to validate the accuracy of financial information for the 2018-19 fiscal year is also recommended. We advise the governing board to improve monitoring and oversight procedures to include monthly or quarterly review of financial records, including reconciled bank statements. The Charter should reference the California School Accounting Manual Procedure 810 specific to Charter Schools for further guidance.

Current Status: Not Implemented. Refer to Finding 2020-001.

AEROSTEM ACADEMY INC. SUMMARY SCHEDULE OF PRIOR AUDIT FINDINGS AND QUESTIONED COSTS, continued FOR THE YEAR ENDED JUNE 30, 2020

FINDING 2019-002: ATTENDANCE REPORTING (10000)

Criteria: In accordance with California Education Code Section 46000 et seq., regular class attendance submitted to the California Department of Education (CDE) should reconcile to the supporting documents that support a local education agency's average daily attendance (ADA).

Condition: Through our review of supporting summary reports from the student information system for the Period Two (P-2) reporting period, we noted that system summary data did not reconcile to the P-2 attendance report initially submitted to the CDE (Certificate No. D34E1DC0). The discrepancies were communicated to the Charter during audit fieldwork and a corrected P-2 report was submitted.

Effect: The Charter is not in compliance with state requirements. Initially reported ADA was not accurate.

Cause: Data within the student information system was updated or corrected and not communicated to personnel responsible for attendance reporting.

ADA Impact: Overall ADA on the P-2 attendance report was understated by 2.43 ADA.

Questioned Cost: \$19,444 due to the Charter based a calculation using CDE guidance.

Recommendation: We recommend that the Charter establish a process to ensure that personnel responsible for attendance reporting to the CDE are made aware of any changes to attendance data within the student information system. Additionally, we recommend stressing the importance of accurate attendance reporting to all teachers and site personnel involved in the attendance recording process.

Current Status: Implemented.