

MILLS COLLEGE
FINANCIAL STATEMENTS
June 30, 2020 and 2019

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INDEPENDENT AUDITOR'S REPORT

The Board of Trustees
Mills College
Oakland, California

Report on the Financial Statements

We have audited the accompanying financial statements of Mills College (College), which comprise the statements of financial position as of June 30, 2020 and 2019, and the related statements of activities 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 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 College'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 College's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Mills College as of June 30, 2020 and 2019, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

(Continued)

Emphasis of Matter

As discussed in Note 2 to the financial statements, the College has adopted ASU 2018-08 - *Not-For-Profit Entities (Topic 958): Clarifying the Scope and Accounting Guidance for Contributions Received and Contributions Made*. Our opinion is not modified with respect to this matter.

Report on Other Legal and Regulatory Requirements

In accordance with *Government Auditing Standards*, we have also issued our report dated January 28, 2021, except as to note 22, which is as of March 25, 2021, on our consideration of the College'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 the effectiveness of Mills College'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 University's internal control over financial reporting and compliance.


Crowe LLP

Sacramento, California
January 28, 2021, except as to note 22, which is
as of March 25, 2021

MILLS COLLEGE
STATEMENTS OF FINANCIAL POSITION
June 30, 2020 and 2019

	<u>2020</u>	<u>2019</u>
ASSETS		
Cash and cash equivalents	\$ 2,045,266	\$ 1,675,034
Restricted cash	1,199,515	-
Student accounts and loans receivable, net (Note 3)	2,548,878	2,498,622
Government grants and other receivables	1,197,787	1,579,197
Inventories and other assets	1,675,196	1,627,779
Contributions and trusts receivable, net (Note 4)	14,143,230	11,747,146
Investments (Note 5)	189,138,211	194,304,762
Property, plant, and equipment, net (Note 7)	99,866,786	103,776,054
Collections (Note 8)	<u>3,408,669</u>	<u>3,304,769</u>
 Total assets	 <u>\$ 315,223,538</u>	 <u>\$ 320,513,363</u>
 LIABILITIES AND NET ASSETS		
Accounts payable and accrued liabilities	\$ 3,974,964	\$ 5,533,630
Other liabilities	3,805,229	3,750,078
Lines of credit (Note 9)	7,999,800	8,999,800
Annuity and life income liability	1,154,036	1,216,919
Government advances for student loans (Note 3)	238,575	304,895
Bonds payable (Note 10)	<u>25,583,745</u>	<u>26,874,192</u>
 Total liabilities	 42,756,349	 46,679,514
 Net assets:		
Without donor restrictions	70,569,068	68,868,008
With donor restrictions (Note 11)		
Time or purpose	46,170,827	49,308,584
Perpetual	<u>155,727,294</u>	<u>155,657,257</u>
 Total with donor restrictions	 <u>201,898,121</u>	 <u>204,965,841</u>
 Total net assets	 <u>272,467,189</u>	 <u>273,833,849</u>
 Total liabilities and net assets	 <u>\$ 315,223,538</u>	 <u>\$ 320,513,363</u>

See accompanying notes to financial statements.

MILLS COLLEGE
STATEMENT OF ACTIVITIES
Year Ended June 30, 2020
(With comparative 2019 totals)

	Without Donor Restrictions	With Donor Restrictions	2020 Totals	2019 Totals
Revenue and gains:				
Tuition and fees	\$ 31,315,582	\$ -	\$ 31,315,582	\$ 34,037,445
Less financial aid	<u>(11,889,307)</u>	<u>-</u>	<u>(11,889,307)</u>	<u>(12,447,341)</u>
Net tuition and fees (Note 12)	19,426,275	-	19,426,275	21,590,014
Sales and services of auxiliary enterprises	8,939,411	-	8,939,411	11,668,538
Contributions available for operations	3,190,619	7,214,440	10,405,059	4,115,035
Government contracts and grants	9,311,431	-	9,311,431	3,664,301
Investment returns allocated to operations	11,242,266	1,016,723	12,258,989	8,804,959
Other, net	<u>6,436,589</u>	<u>13,598</u>	<u>6,450,187</u>	<u>3,852,597</u>
Total revenue and gains	58,546,591	8,244,761	66,791,352	53,695,534
Net assets released from restrictions for operations	<u>4,258,231</u>	<u>(4,258,231)</u>	<u>-</u>	<u>-</u>
Total revenue and gains, and other support	<u>62,804,822</u>	<u>3,986,530</u>	<u>66,791,352</u>	<u>53,695,534</u>
Expenses:				
Instruction	16,934,006	-	16,934,006	17,325,750
Research	1,312,463	-	1,312,463	1,587,579
Academic support	6,956,277	-	6,956,277	7,401,541
Student services	9,581,902	-	9,581,902	9,787,426
Institutional support	13,114,769	-	13,114,769	12,725,075
Public service	2,913,667	-	2,913,667	2,916,577
Auxiliary enterprises	<u>9,611,532</u>	<u>-</u>	<u>9,611,532</u>	<u>10,029,761</u>
Total expenses	<u>60,424,616</u>	<u>-</u>	<u>60,424,616</u>	<u>61,773,709</u>
Changes in net assets from operations	<u>2,380,206</u>	<u>3,986,530</u>	<u>6,366,736</u>	<u>(8,078,175)</u>
Non-operating activities:				
Nonoperating contributions	111,400	288,451	399,851	5,840,066
Provision for uncollectible pledges	-	(35,444)	(35,444)	12,807
Investment return, net of allocation to operations	(11,151,056)	1,303,529	(9,847,527)	494,533
Actuarial adjustment	-	1,664,850	1,664,850	(283,457)
Other nonoperating revenue	-	84,874	84,874	47,033
Net assets released from donor restrictions for nonoperating	<u>10,360,510</u>	<u>(10,360,510)</u>	<u>-</u>	<u>-</u>
Changes in net assets	1,701,060	(3,067,720)	(1,366,660)	(1,967,193)
Net assets at beginning of year	<u>68,868,008</u>	<u>204,965,841</u>	<u>273,833,849</u>	<u>275,801,042</u>
Net assets at end of year	<u>\$ 70,569,068</u>	<u>\$ 201,898,121</u>	<u>\$ 272,467,189</u>	<u>\$ 273,833,849</u>

See accompanying notes to financial statements.

MILLS COLLEGE
STATEMENT OF ACTIVITIES
Year Ended June 30, 2019

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>2019 Totals</u>
Revenue and gains:			
Tuition and fees	\$ 34,037,445	\$ -	\$ 34,037,445
Less financial aid	<u>(12,447,341)</u>	<u>-</u>	<u>(12,447,341)</u>
Net tuition and fees (Note 12)	21,590,104	-	21,590,014
Sales and services of auxiliary enterprises	11,668,538	-	11,668,538
Contributions available for operations	1,931,927	2,183,108	4,115,035
Government contracts and grants	3,664,301	-	3,664,301
Investment returns allocated to operations	8,098,798	706,161	8,804,959
Other, net	<u>3,838,999</u>	<u>13,598</u>	<u>3,852,597</u>
Total revenue and gains	50,792,667	2,902,867	53,695,534
Net assets released from restrictions for operations	<u>3,045,751</u>	<u>(3,045,751)</u>	<u>-</u>
Total revenue and gains, and other support	<u>53,838,418</u>	<u>(142,884)</u>	<u>53,695,534</u>
Expenses:			
Instruction	17,325,750	-	17,325,750
Research	1,587,579	-	1,587,579
Academic support	7,401,541	-	7,401,541
Student services	9,787,426	-	9,787,426
Institutional support	12,725,075	-	12,725,075
Public service	2,916,577	-	2,916,577
Auxiliary enterprises	<u>10,029,761</u>	<u>-</u>	<u>10,029,761</u>
Total expenses	<u>61,773,709</u>	<u>-</u>	<u>61,773,709</u>
Changes in net assets from operations	<u>(7,935,291)</u>	<u>(142,884)</u>	<u>(8,078,175)</u>
Non-operating activities:			
Nonoperating contributions	88,448	5,751,618	5,840,066
Provision for uncollectible pledges	-	12,807	12,807
Investment return, net of allocation to operations	(8,101,188)	8,595,721	494,533
Actuarial adjustment	-	(283,457)	(283,457)
Other nonoperating revenue	-	47,033	47,033
Net assets released from donor restrictions for nonoperating	<u>12,384,003</u>	<u>(12,384,003)</u>	<u>-</u>
Changes in net assets	(3,564,028)	1,596,835	(1,967,193)
Net assets at beginning of year	<u>72,432,036</u>	<u>203,369,006</u>	<u>275,801,042</u>
Net assets at end of year	<u>\$ 68,868,008</u>	<u>\$ 204,965,841</u>	<u>\$ 273,833,849</u>

See accompanying notes to financial statements.

MILLS COLLEGE
STATEMENTS OF CASH FLOWS
For the Years Ended June 30, 2020 and 2019

	<u>2020</u>	<u>2019</u>
Cash flows from operating activities		
Change in total net assets	\$ (1,366,660)	\$ (1,967,193)
Adjustments to reconcile change in total net assets to net cash used in activities:		
Depreciation	4,723,931	4,766,199
Net gains on investments	(2,109,944)	(8,630,919)
Donated art and equipment	(103,900)	(88,448)
Allowance for uncollectible student accounts receivable	37,914	54,569
Allowance for uncollectible loans receivable	77,125	175,189
Allowance for uncollectible other receivable	30,794	30,794
Allowance for uncollectible pledges	(35,444)	12,807
Amortization of bond premium and discount	22,703	22,704
Accretion of asset retirement obligation liability	8,360	-
Contributions restricted for long-term investment	(1,726,025)	(6,951,690)
Change in operating assets and liabilities:		
Student accounts receivable	(396,797)	(266,801)
Government grants and other receivable	350,616	(1,102,120)
Contributions and trusts receivable	(2,360,640)	910,941
Inventories and other assets	(47,417)	58,814
Accounts payable and accrued liabilities	(1,558,666)	2,108,017
Other liabilities	46,791	456,312
Annuity and life income payable	(62,883)	(42,511)
Net cash used in operating activities	<u>(4,470,142)</u>	<u>(10,453,336)</u>
Cash flows from investing activities		
Capital expenditures	(814,663)	(6,347,977)
Purchases of investments	(13,206,188)	(19,524,411)
Proceeds from sales of investments	20,482,683	25,000,152
Disbursements of loans to students	-	(13,600)
Repayment of student loans receivable	<u>231,502</u>	<u>299,515</u>
Net cash (used in) provided by investing activities	<u>6,693,334</u>	<u>(586,321)</u>
Cash flows from financing activities		
Contributions restricted for long-term investment	1,726,025	6,951,690
Change in government advances for student loans	(66,320)	(107,990)
Proceeds (payments) from line of credit	(1,000,000)	999,800
Payments on bonds and notes payable	<u>(1,313,150)</u>	<u>(1,278,917)</u>
Net cash provided by financing activities	<u>(653,445)</u>	<u>6,564,583</u>
Net increase (decrease) in cash and cash equivalents	1,569,747	(4,475,074)
Beginning cash and cash equivalents	<u>1,675,034</u>	<u>6,150,108</u>
Ending cash and cash equivalents and restricted cash	<u>\$ 3,244,781</u>	<u>\$ 1,675,034</u>
Supplementary cash flow information:		
Cash paid during the year for interest	\$ 1,506,479	\$ 1,029,145

See accompanying notes to financial statements.

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 1 – NATURE OF ORGANIZATION

Mills College (the “College”) is a private, nonprofit liberal arts college founded in 1852 and based in Oakland, California. The College provides education and training services for undergraduate women and graduate women and men, and performs training and other programs under grants, contracts, and similar agreements with its sponsors, primarily departments, and agencies of the United States government, and private donors.

NOTE 2 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES

The College maintains its accounts in accordance with the principles and practices of fund accounting. Fund accounting is the procedure by which resources for various purposes are classified for accounting purposes in accordance with activities or objectives specified by donors.

These financial statements, which are presented on the accrual basis of accounting, have been prepared to focus on the College as a whole and to present balances and transactions according to the existence or absence of donor imposed restrictions.

Net assets and changes therein are classified as follows:

Net assets without donor restrictions - Net assets available for use in general operations and not subject to donor-imposed stipulations. Net assets without donor restrictions may be designated by the Board either for specific purposes or for board designated endowment.

Net assets with donor restrictions - Net assets subject to donor-imposed stipulations that may, or will be, met by either actions of the College and/or the passage of time. Also included in this category are net assets subject to donor-imposed stipulations that they be maintained permanently by the College. Generally, the donors of these assets permit the College to use all or part of the income earned on related investments for general or specific purposes.

Revenues: Revenues are reported as increases in net assets without donor restrictions unless use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in net assets without donor restrictions. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in net assets without donor restrictions unless their use is restricted by explicit donor stipulation or by law. Expirations of restrictions on net assets (i.e., the donor stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as reclassifications between the applicable classes of net assets.

Contributions and Trusts: Contributions, including unconditional promises to give, are recognized as revenues in the period received. Conditional promises to give are not recognized until they become unconditional, that is when the conditions on which they depend are substantially met. Contributions of assets other than cash are recorded at their estimated fair value. Contributions to be received after one year are discounted at risk-adjusted rates ranging from 2% to 4%.

Amortization of the discount is recorded as additional contribution revenue in accordance with donor-imposed restrictions, if any, on the contributions. An allowance for uncollectible contributions receivable is based upon management’s judgment including such factors as prior collection history, type of contribution, and nature of fund raising activity. Pledges are written off if they are deemed noncollectible.

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 2 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES (Continued)

Trusts held by third parties represent the present value (discounted at risk-adjusted rates ranging from 4% to 8%) of the estimated future distributions expected to be received by the College over the expected terms of the agreements.

Contributions received with donor-imposed restrictions that are met in the same year as received are reported as revenues of the net assets without donor restrictions class.

Contributions of property, plant, and equipment without donor stipulations concerning the use of such long lived assets are reported as revenues of the net assets without donor restrictions class. Contributions of cash or other assets to be used to acquire property, plant, and equipment without such donor stipulations are reported as revenues with donor restrictions net asset class. The restrictions are considered to be released at the time of acquisition of such long lived assets.

Government Grants: Support funded by grants is recognized as the College performs the contracted services under grant agreements. Grant revenue is recognized as earned as the eligible expenses are incurred. Grant expenditures are subject to audit and acceptance by the granting agency and, as a result of such audit, adjustments could be required. Amounts received in advance of incurring eligible expenses are recorded as a grant advance liability within Other Liabilities on the Statements of Financial Position.

Cash Equivalents: Cash equivalents consist of amounts swept nightly into the College's money market account with an initial term of less than three months. For purposes of the statement of cash flows, the College considers all highly liquid equity instruments purchased with original maturities of three months or less to be cash equivalents.

A significant portion of the cash balances held at various banks at June 30, 2020 and 2019 is in excess of federally insured limits.

Restricted Cash balance represents funds remaining for the Payroll Protection Program that will be used for salaries, mortgage interest and utilities in FY21.

Student Accounts Receivable: The College grants credit for tuition to certain of its students, with typical payment terms corresponding to the semesters or the school year. Resulting accounts receivable are stated at the principal amount outstanding, net of an allowance for doubtful accounts. An allowance for doubtful accounts is established when losses are estimated to have occurred through a charge to expense.

Specific allowances are established for doubtful accounts when a student is unable to meet her or his financial obligation, as in the case of bankruptcy filings. Estimates are used in determining allowances based on factors such as current trends, the length of time the receivables are past due and historical collection experience. A receivable account is written off when all rights, remedies and recourses against the account and its principals are exhausted and a benefit is recorded when previously reserved accounts are collected.

Federal Perkins Loan Program: Student loans receivable are reported at the outstanding principal balances. These loans have been issued to eligible students primarily under the Federal Perkins Loan Program. The repayment period begins after an initial grace period of either six or nine months after the student ceases to be at least a half-time student. Interest income is recorded as monthly payments are received. The College's share of any uncollectible accounts under the Federal Perkins Loan Program would not be material to the financial statements. Defaulted loans are handled in accordance with the guidelines of the Federal Perkins Loan Program.

(Continued)

NOTE 2 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES (Continued)

Inventories and Other Assets: Inventories are recorded on a first in, first out (“FIFO”) basis. Inventories are recorded at the lower of cost or market and consist primarily of supplies and postage. Other assets consist primarily of faculty salary advances and capitalized prepublication costs for promotional materials. Prepublication costs are amortized over the expected useful life of the publications. The remainder of other assets consists primarily of prepaid expenses.

Fair Value of Financial Instruments: Investments and beneficial interests in trusts held by third parties are reflected at estimated fair value, determined in accordance with the provisions of Accounting Standards Codification (“ASC”) 820, *Fair Value Measurements and Disclosures*. ASC 820 establishes a fair value hierarchical disclosure framework which prioritizes and ranks the level of market price observable inputs used in measuring assets and liabilities at fair value.

The College applies fair value accounting in accordance with Generally Accepted Accounting Principles (“GAAP”). The College generally values its assets on a yearly basis. Securities for which market quotations are readily available on an exchange are valued at the closing price of such security on the valuation date.

For securities for which reliable market quotations are not readily available or for which the pricing source does not provide a valuation or methodology, the College, with involvement of the Investment Committee, performs the following procedures:

1. Management meets at least quarterly with the Investment Committee and the outside investment advisor to discuss market values, performance, and portfolio strategy.
2. Management obtains audited financial statements which include net asset values per share, and tests for accurate valuation by comparing the book value of each investment as of the most recent fiscal year end of the investees to the value calculated using information from the investment’s audited financial statements, including net asset values (“NAV”). Management also reviews that the financial statements were prepared in accordance with GAAP, proper accounting policies were applied and followed and the values are reasonable.
3. Management verifies its share of investments and calculates the investment value attributed to the College.
4. As it relates to beneficial interest in trusts held by third parties, management obtains information about underlying assets of the trusts and evaluates that the valuation of the assets is reasonable.

Due to the inherent uncertainty of determining the fair value of investments that do not have a readily available market value, the fair value of the investments may differ significantly from the values that would have been used had a readily available market value existed for such investments, and the differences could be material.

Measurement is determined based on the lowest level input that is significant to the fair value measurement. The levels of the fair value hierarchy are as follows:

Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities as of the measurement date. The types of instruments which would generally be included in Level 1 include listed equity securities.

Level 2 – Inputs are observable for the asset or liability, either directly or indirectly, as of the measurement date, but are other than quoted prices in active markets as in Level 1. The types of instruments which would generally be included in this category include unlisted derivative financial instruments and fixed income investments.

(Continued)

NOTE 2 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES (Continued)

Level 3 – Inputs are unobservable for the instrument and include situations where there is little, if any, market activity for the instrument. The inputs into the determination of fair value require significant judgment or estimation by the reporting entity. The types of instruments which would generally be included in this category include beneficial interests in trusts held by others.

Investments: Investments in equity securities with readily determinable fair values and all investments in debt securities are reported at fair value. The valuation of certain alternative investments, included in mutual and commingled funds and security trading limited partnerships, which are not readily marketable, are carried at estimated fair values as provided by the investment managers or general partners. The College reviews and evaluates the values provided by the third parties and agrees with the valuation methods and assumptions used in determining the fair values of the alternative investments. In cases where the investee has provided its investors with a net asset value per share or its equivalent, the College has estimated fair value by using the net asset value provided by its investee. Because the alternative investments are not readily marketable, their estimated value is subject to uncertainty and, therefore, may differ from the value that would have been used had a ready market for such investments existed. Such a difference could be material.

The College maintains pooled investment accounts for its endowments and quasi-endowments. Investment income and realized and unrealized gains and losses from securities in the pooled investment accounts are allocated annually to the individual endowments. The allocation is based on the relationship of the fair value of the interest of each endowment or quasi-endowment to the total fair value of the pooled investment accounts, as adjusted for additions to or deductions from those accounts.

The Board of Trustees designates only a portion of the College's cumulative investment return to support current operations as per donor use restrictions where applicable. The remainder is retained to support operations of future years and to offset potential market declines. The amount computed under the endowment spending policy of the investment pool is used to support current operations.

Property, Plant, and Equipment: Property, plant, and equipment are recorded at cost as of the date of acquisition. Gifts of plant facilities are recorded at fair value as of the date of donation. Cost includes the related net interest expense incurred on funds borrowed for construction of plant facilities. Library books are not capitalized. Collection items are capitalized. If purchased, collection items are capitalized at cost. Contributed collection items are recognized as assets and measured at fair value as of the day of donation.

There is no depreciation recorded on collection items. Depreciation is provided on equipment over a five year period on a straight line basis. Depreciation is provided on buildings and improvements over a 40 year period on a straight line basis.

When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in income for the period.

The costs of maintenance and repairs are charged to income as incurred. Significant renewals and betterments over \$5,000 are capitalized.

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 2 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES (Continued)

Impairment of Long-Lived Assets: Long-lived assets recorded by the College are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying value amount of the assets to the future undiscounted net cash flows expected to be generated by the assets. If such assets are determined to be impaired, the impairment to be recognized is measured as the difference between the related carrying amounts and fair values. No impairment was recorded during fiscal years ended June 30, 2020 and 2019.

Annuity and Life Income Payable: The College uses the actuarial method of recording annuity and life income gifts. Under this method, when a gift is received, the present value of the aggregate estimated payable is recorded as a liability, based upon life expectancy tables, and the remainder is recorded as contributions to net assets with donor restriction. Investment income and gains are credited, and annuity payments and investment losses are charged to the liability accounts with annual adjustments made between the liability and net assets to record the adjustment of the actuarial liability.

Income Taxes: The College is recognized by the Internal Revenue Service as an organization exempt from federal income taxes on related income under Section 501(c)(3) of the Internal Revenue Code. The College is also recognized by the Franchise Tax Board as exempt from California state tax on related income under Section 23701d of the California Revenue and Taxation Code.

The College has identified and evaluated significant tax positions in its significant tax jurisdictions which are the federal and California state tax jurisdictions. The College has also determined that the open tax years are generally three years for federal and four years for California tax purposes.

For federal there is an unrelated business income net operating loss carryover of approximately \$1,727,000 and \$1,797,000 as of June 30, 2020 and 2019, respectively. For California there is an unrelated business income net operating loss carryover of approximately \$2,012,000 and \$1,829,000 as of June 30, 2020 and 2019, respectively. A net operating loss can only be reflected as a benefit (deferred tax asset) on the statement of financial position when it is likely that the loss would be utilized against taxable income in another tax year. Since there is not presently a likelihood of taxable income in another tax year, the College has recorded a full valuation allowance for the deferred tax assets on the statement of financial position for these net operating loss carryovers. There have been no related tax penalties or interest, which would be classified as tax expense in the statement of activities.

The net operating loss carryover will begin to expire June 30, 2025 for federal purposes and June 30, 2019 for California purposes.

The College applied ASC 740-10-25, *Accounting for Uncertainty in Income Taxes*, to all tax positions for which the statute of limitations remained open and determined there were no material unrecognized tax benefits as of the year ended June 30, 2020 and the year ended June 30, 2019, nor are any changes anticipated in the twelve months following June 30, 2020.

Credit Risk and Fair Value of Financial Instruments: The College grants credit in the normal course of operations and the credit risk with respect to these receivables is generally considered minimal due to the wide dispersion of receivables.

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 2 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES (Continued)

Use of Estimates: Management of the College has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these financial statements in conformity with GAAP. The most significant management estimates and assumptions relate to the determination of allowances for doubtful accounts, present value of multi-year pledges, charitable trusts, discount rate on loan receivable; conditional asset retirement obligations; and the reported fair values of certain of the College's assets and liabilities. Actual results could differ from those estimates.

Operating and Non-Operating: Revenues, expenses, gains and losses are allocated between operating and nonoperating based on the underlying influence, control, and discretion of management in using these resources toward general operations which support the core mission of the College. Accordingly, operating revenue includes net tuition, auxiliary enterprise revenue, contributions available to fund current operations, contracts and grants supporting operating activities, investment returns allocated to operations under the College's spending policy, other sales and services revenue, and miscellaneous income. Excluded from operating revenue are contributions restricted for endowment or capital expenditure and annuity and life income agreements. Also excluded are investment returns not allocated to operations under the spending policy, actuarial adjustments relating to annuity and life income agreements, and miscellaneous income. Operating expenses (for which operating revenues are used) include salaries and benefits, departmental expenses, facility maintenance costs, supplies, professional services, depreciation and interest on debt but does not include actuarial adjustments relating to annuity and life income agreements, or provision for uncollectible pledges.

Expense Allocation: Expenses have been classified as functional expenses (instruction, research, public service, academic support, student services, institutional support and auxiliary services). Non-functional expenses (depreciation, operation and maintenance of plant and interest expense) have been allocated based on the percent of actual direct expenditures and based on square footage of occupancy.

Reclassifications: Certain amounts in the prior year financial statements have been reclassified, with no effect on net assets or changes in net assets, to conform to current year presentations.

Financial Stabilization Plan: Mills has continuously been in business since 1852. With a stable executive leadership team, including a new 5-year contract for the President commencing on July 1, 2021, the College has pivoted towards monetization, reorganization, and strategic partnerships to adapt to lower enrollment numbers and the impact of COVID-19 (See Note 21). By relying on these steps as well as its ability to borrow from its line of credit and donor-restricted endowment, management believes that its management plan alleviates any substantial doubt about Mills as a going concern for one year from the date these financial statements were available to be issued.

Due to recurring negative cash flows and operating losses, in FY20, Mills monetized certain campus assets as follows: a private sale, by Christie's, of a musical manuscript for \$.88 million and granting an easement for 99 years to a third party for cell tower leases in return for \$1.66 million. In FY21, The College, through Christie's, sold a complete copy of Shakespeare's First Folio for a net \$8.57 million. All of the above sales created unrestricted cash.

In order to satisfy, as necessary, liquidity needs through June 2022, The Trustees, on October 15, 2020, increased the endowment payout rate to 7 percent for FY20, FY21 and FY22. On that date, The Trustees also recognized that in these uncertain economic times resulting from COVID-19, the College may experience additional liquidity needs and authorized borrowings of a maximum of \$15 million from the donor restricted endowment. Any borrowings from the donor-restricted endowment fund must be evidenced by an interest-bearing note at the same interest rate and repayment terms as any prior borrowings from the endowment fund.

(Continued)

NOTE 2 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES (Continued)

Mills' \$6,000,000 line of credit is fully drawn upon as of June 30, 2020. The line of credit maximum decreases to a maximum borrowing \$5,000,000 in March 2021 through February 2022. Mills expects that it will borrow the full \$5,000,000 available under its line of credit with First Republic Bank ("FRB") in March 2021. Prior to March 2022, Mills anticipates renegotiating with FRB a renewal. The \$2,000,000 line of credit established with the Alumnae Association of Mills College (AAMC) is fully drawn and was utilized to launch the online Educational Leadership Program and to fund the MPower undergraduate signature experience designed to increase retention. The AAMC line is due on August 16, 2022.

Adoption of New Accounting Standard: In June 2018, the FASB issued ASU 2018-08 – *Not-for-Profit Entities (Topic 958): Clarifying the Scope and Accounting Guidance for Contributions Received and Contributions Made*. The amendments in this Update provide a more robust framework to determine when a transaction should be accounted for as a contribution under Subtopic 958-605 or as an exchange transaction accounted for under other guidance (for example, Topic 606). The amendments also provide additional guidance about how to determine whether a contribution is conditional. The College applied the amendments in this ASU for the year ended June 30, 2020. The Foundation implemented ASU 2018-08 using a modified prospective method of application. There were no changes to the recognition or presentation of revenue as a result of the application of ASU 2018-08. As a result, no cumulative effect adjustment was recorded upon adoption.

Recent Accounting Pronouncements: In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers: Topic 606*. This ASU affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards. This ASU will supersede the current revenue recognition requirements and most industry-specific guidance. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Due to COVID-19, FASB delayed the implementation of this accounting change for nonprofit organizations with a June 30, 2020 year-end to June 30, 2021. The College has not yet implemented this ASU and is in the process of assessing the effect on its financial statements.

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 3 – STUDENT ACCOUNTS AND LOANS RECEIVABLE, NET

Student accounts and loans receivable as of June 30 consist of the following:

	<u>2020</u>	<u>2019</u>
Student accounts	\$ 2,090,923	\$ 1,694,126
Less allowance for doubtful accounts	<u>(270,855)</u>	<u>(232,940)</u>
Students accounts, net	1,820,068	1,461,186
Perkins loan program	1,242,205	1,355,027
Mills College loan program	<u>1,644,382</u>	<u>1,763,061</u>
	2,886,587	3,118,088
Less allowance for doubtful accounts:		
Beginning of year	(2,080,652)	(1,905,463)
Increases	<u>(77,125)</u>	<u>(175,189)</u>
End of year	(2,157,777)	(2,080,652)
Student loans receivable, net	<u>728,810</u>	<u>1,037,436</u>
Total student accounts and loans receivable, net	<u>\$ 2,548,878</u>	<u>\$ 2,498,622</u>

The Perkins Loan Program notes, which bear interest at 5%, are payable over approximately 10 years beginning nine months after the student ceases to be enrolled at least half-time at an institution of higher education. The Mills College Loan Program notes, which bear interest at 6% - 8.5%, are payable in equal monthly installments over a five year period beginning nine months after the student ceases to be a full time student.

The College makes uncollateralized loans to students based on financial need. Student loans are funded through Federal government loan programs or institutional resources. At June 30, 2020 and 2019, net student loans represented 0.23% and 0.32% of total assets, respectively.

The College participates in the Perkins federal revolving loan program. The availability of funds for loans under the program is dependent on reimbursements to the pool from repayments on outstanding loans. Funds advanced by the Federal government of \$238,575 and \$304,895 at June 30, 2020 and 2019, respectively, are ultimately refundable to the government and are classified as liabilities in the statement of financial position. Outstanding loans cancelled under the program result in a reduction of the funds available for loan and a decrease in the liability to the government.

At June 30, 2020 and 2019, respectively, the following amounts were past due principal under student loan programs:

	<u>30 days Past Due</u>	<u>60 days Past Due</u>	<u>3-12 Months Past Due</u>	<u>13-24 Months Past Due</u>	<u>>Than 24 Months Past Due</u>	<u>Total Past Due</u>
2020	\$ -	\$ 971	\$ 18,458	\$ 43,517	\$ 1,037,347	\$ 1,100,293
2019	\$ -	\$ 623	\$ 1,250	\$ 4,230	\$ 760,369	\$ 766,472

Institutional loan balances are written off only when they are deemed to be permanently uncollectible.

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 4 – CONTRIBUTIONS AND TRUSTS RECEIVABLE, NET

Contributions and trusts receivable as of June 30 consist of the following:

	<u>2020</u>	<u>2019</u>
Contributions receivable expected to be collected in:		
Less than one year	\$ 1,668,599	\$ 1,122,166
One to five years	<u>680,439</u>	<u>583,588</u>
Total contributions receivable	2,349,038	1,705,754
Less unamortized discount to present value	(32,484)	(39,108)
Less allowance for uncollectible pledges	<u>(75,143)</u>	<u>(39,698)</u>
Contributions receivable, net	2,241,411	1,626,948
Beneficial interest in trusts held by third parties	<u>11,901,819</u>	<u>10,120,198</u>
Total contributions and trusts receivable, net	<u>\$ 14,143,230</u>	<u>\$ 11,747,146</u>

For the years ended June 30, 2020 and 2019, the changes in beneficial interest in trusts held by third parties classified as Level 3 fair value measurements are as follows:

Balance at June 30, 2018	10,390,867
Additions	-
Distributions	(2,208,920)
Change in value of beneficial interest	<u>1,938,251</u>
Balance at June 30, 2019	10,120,198
Additions	-
Distributions	-
Change in value of beneficial interest	<u>1,781,621</u>
Balance at June 30, 2020	<u>\$ 11,901,819</u>

Although the College believes its valuation methods are appropriate and consistent with those used by other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. Estimated values may differ significantly from the values that would have been used had a readily available market for such instruments existed, or had such instruments been liquidated. These differences could be material to the financial statements.

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 4 – CONTRIBUTIONS AND TRUSTS RECEIVABLE, NET (Continued)

The following table summarizes the significant unobservable inputs the College used to value trusts categorized as Level 3 securities. The table below is not meant to be all inclusive, but instead captures the significant unobservable inputs relevant to the determination of fair values:

June 30, 2020:

<u>Trust Name</u>	<u>Fair Value of Underlying Assets</u>	<u>Valuation Technique</u>	<u>Unobservable Inputs</u>	<u>Quantitative Data</u>
Trust A	\$ 7,671,253	Market/income approach	Discount rate Lifespan Payout rate	0.6% 7.6 years 0.6%
Trust B	\$ 3,145,708	Market/income approach	Discount rate Lifespan Payout rate	0.6% 11.4 years 0.6%
Trust C	\$ 15,565	Market/income approach	N/A	Fair value of underlying investments
Other	\$ 1,615,008	Market/income approach	Discount rate Lifespan Payout rate	0.6% 26 years – perpetuity 0.6% - 8.5%

June 30, 2019:

<u>Trust Name</u>	<u>Fair Value of Underlying Assets</u>	<u>Valuation Technique</u>	<u>Unobservable Inputs</u>	<u>Quantitative Data</u>
Trust A	\$ 7,791,047	Market/income approach	Discount rate Lifespan Payout rate	2.8% 8.1 years 3.5%
Trust B	\$ 3,178,252	Market/income approach	Discount rate Lifespan Payout rate	2.8% 12.1 years 3.5%
Trust C	\$ 28,633	Market/income approach	N/A	Fair value of underlying investments
Other	\$ 1,666,856	Market/income approach	Discount rate Lifespan Payout rate	2.8% 4.9 years – perpetuity 3.5% - 8.5%

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 5 – INVESTMENTS

The fair values of investments as of June 30 are as follows:

	<u>2020</u>	<u>2019</u>
Investment by fund category:		
Operating / 457(b)	\$ 573,714	\$ 515,839
Endowment:		
Pooled investments	185,910,202	190,906,398
Due from other funds	<u>1,408,790</u>	<u>5,497,577</u>
Total endowment pool assets	187,318,992	196,403,975
Annuity and life income investments	2,654,295	2,882,525
Due from other funds	<u>(1,408,790)</u>	<u>(5,497,577)</u>
Total investments by category	<u>\$ 189,138,211</u>	<u>\$ 194,304,762</u>

The investments in the commingled funds and security trading limited partnerships include investments that are classified as Other. The values of investments in these categories are based on net asset value per share or its equivalent.

The inputs or methodology used for valuing securities are not necessarily an indication of the risks associated with investing in those securities. Changes in valuation techniques may result in transfers into or out of an assigned level within the disclosure hierarchy. No securities were transferred from Level 2 to Level 1.

No securities were transferred from Level 3 to Level 2 during the year. Additionally, no securities were transferred from Level 1 to Level 2 during the year.

Certain investments determine the value of Mills College's holdings by computing net asset value ("NAV") whereas other investment managers determine the value of Mills College's holdings by using the College's ownership percentage in the respective investments.

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 5 – INVESTMENTS (Continued)

The following tables present investments measured at fair value on a recurring basis by the ASC 820 valuation hierarchy as of June 30, 2020 and 2019:

<u>2020</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Other¹</u>	<u>Total</u>
Cash and cash equivalents	\$ 15,084,707	\$ -	\$ -	\$ -	\$ 15,084,707
Common stocks:					
U.S. common stocks	23,410,041	-	-	-	23,410,041
Non-U.S. common stocks	777,766	-	-	-	777,766
Fixed income	-	910,637	-	-	910,637
Mutual funds:					
Fixed income	23,839,639	-	-	-	23,839,639
Commingled funds:					
Traditional equities	-	-	-	60,281,840	60,281,840
Alternative equities	-	-	-	22,475,954	22,475,954
Security trading limited partnerships:					
Alternative equities	-	-	-	41,702,757	41,702,757
Real estate investments trusts and other	<u>245,547</u>	<u>87,718</u>	<u>240,450</u>	<u>-</u>	<u>573,715</u>
Total investments by asset type	<u>\$ 63,357,700</u>	<u>\$ 998,355</u>	<u>\$ 240,450</u>	<u>\$ 124,460,551</u>	\$189,057,056
Cash investments not included in leveling					<u>81,155</u>
Total investments by asset type					<u>\$ 189,138,211</u>

The College had commitments for additional capital contributions to security trading limited partnerships totaling \$15,009,715 at June 30, 2020.

¹ Investments using Net Asset Value (NAV) as a fair value expedient are not included in the fair value hierarchy, pursuant to the adoption of ASU 2015-07, *Fair Value Measurement*.

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 5 – INVESTMENTS (Continued)

<u>2019</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Other²</u>	<u>Total</u>
Cash and cash equivalents	\$ 15,014,878	\$ -	\$ -	\$ -	\$ 15,014,878
Common stocks:					
U.S. common stocks	21,124,750	-	-	-	21,124,750
Non-U.S. common stocks	553,886	-	-	-	553,886
Fixed income	-	962,517	-	-	962,517
Mutual funds:					
Fixed income	35,045,806	-	-	-	35,045,806
Commingled funds:					
Traditional equities	-	-	-	17,929,682	17,929,682
Alternative equities	-	-	-	67,314,032	67,314,032
Security trading limited partnerships:					
Alternative equities	-	-	-	35,527,764	35,527,764
Real estate investments trusts and other	<u>597,870</u>	<u>84,006</u>	<u>61,204</u>	<u>-</u>	<u>743,080</u>
Total investments by asset type	<u>\$ 72,337,190</u>	<u>\$ 1,046,523</u>	<u>\$ 61,204</u>	<u>\$ 120,771,478</u>	<u>\$ 194,216,395</u>
Cash investments not included in leveling					<u>88,367</u>
Total investments by asset type					<u>\$ 194,304,762</u>

The College had commitments for additional capital contributions to security trading limited partnerships totaling \$10,014,248 at June 30, 2019.

² Investments using Net Asset Value (NAV) as a fair value expedient are not included in the fair value hierarchy, pursuant to the adoption of ASU 2015-07, *Fair Value Measurement*.

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 5 – INVESTMENTS (Continued)

The amount included in the statement of activities for the period, which is attributable to the change in unrealized gains (losses) related to assets classified as Level 3 and Other still held at the reporting date, was \$(337,585) and \$5,013,451 as of June 30, 2020, and 2019, respectively.

Total investment returns allocated to operations for years ended June 30 were made up of the following:

	<u>2020</u>	<u>2019</u>
Pooled investment income, net of \$1,263,848 and \$1,228,438 investment expenses in 2020 and 2019, respectively	\$ 301,519	\$ 738,626
Net realized gains, including pooled assets	2,447,529	3,547,415
Unrealized gains (losses), including pooled assets	<u>(337,585)</u>	<u>5,013,451</u>
Total investment returns	2,411,463	9,299,492
Less non-operating investment (gains) losses	<u>9,847,526</u>	<u>(494,533)</u>
Investment returns allocated to operations	<u>\$ 12,258,989</u>	<u>\$ 8,804,959</u>

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 5 – INVESTMENTS (Continued)

The College uses the Net Asset Value (“NAV”) to determine the fair value of all the underlying investments that (a) do not have a readily determinable fair value and (b) prepare their financial statements consistent with the measurement principles of an investment company or have the attributes of an investment company. The following table lists investments measured at NAV by major category at June 30, 2020:

<u>Structure</u>	<u>Strategy</u>	<u>NAV Balance</u>	<u>Number of Funds</u>	<u>Remaining Life</u>	<u>Remaining Unfunded</u>	<u>Remaining Draw- Down Period</u>	<u>Redemption Terms</u>	<u>Redemption Lockup</u>	<u>Gate Restriction</u>
Equities ⁽¹⁾									
Comingled funds		\$ 60,281,839	5	NA	NA	NA	Ranges from Daily to 30 days' notice with daily to semi-annual redemption opportunity	Past Lockups	0-25%
Hedge Funds ⁽²⁾									
Comingled funds	Equity Long/Short Event Driven, Relative Value, Credit & Merge Arbitrage	22,275,512	6	NA	NA	NA	Ranges from 30 to 180 days' notice with monthly to semi-annual redemption opportunity	Past Lockups	0-30%
Investment partnerships		21,962,501	3	NA	NA	NA	Ranges from 60 to 65 days' notice with quarterly to semi-annual redemption opportunity	Past Lockups	0-50%
Hybrid Investments ⁽³⁾									
Investment partnerships		5,731,461	4	5 to 9 Years	\$ 1,394,313	0 to 2 Years	Redemption not permitted	NA	NA
Private Equity ⁽⁴⁾									
Comingled funds	Venture Capital, Growth Equity & Leveraged Buyout	200,441	1	1 Year	49,035	0 Years	Redemption not permitted	NA	NA
Investment partnerships		10,300,530	18	1 to 12 Years	9,910,420	0 to 6 Years	Redemption not permitted	NA	NA
Real Assets									
Investment partnerships		<u>3,708,267</u>	<u>8</u>	1 to 28 Years	<u>3,655,947</u>	0 to 4.5 Years	Redemption not permitted	NA	NA
		<u>\$124,460,551</u>	<u>45</u>		<u>\$ 15,009,715</u>				

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 5 – INVESTMENTS (Continued)

The College uses the Net Asset Value (“NAV”) to determine the fair value of all the underlying investments that (a) do not have a readily determinable fair value and (b) prepare their financial statements consistent with the measurement principles of an investment company or have the attributes of an investment company. The following table lists investments measured at NAV by major category at June 30, 2019:

<u>Structure</u>	<u>Strategy</u>	<u>NAV Balance</u>	<u>Number of Funds</u>	<u>Remaining Life</u>	<u>Remaining Unfunded</u>	<u>Remaining Draw- Down Period</u>	<u>Redemption Terms</u>	<u>Redemption Lockup</u>	<u>Gate Restriction</u>
Equities ⁽¹⁾									
Comingled funds		\$61,340,552	5	NA	NA	NA	Ranges from Daily to 30 days' notice with daily to semi-annual redemption opportunity	Past Lockups	0-25%
Hedge Funds ⁽²⁾									
Comingled funds	Equity Long/Short Event Driven, Relative Value, Credit & Merge Arbitrage	23,626,635	7	NA	NA	NA	Ranges from 30 to 180 days' notice with monthly to semi-annual redemption opportunity	Past Lockups	0-30%
Investment partnerships		16,376,085	2	NA	NA	NA	Ranges from 60 to 65 days' notice with quarterly to semi-annual redemption opportunity	Past Lockups	10-50%
Hybrid Investments ⁽³⁾									
Investment partnerships		5,441,864	3	7 to 10 Years	\$ 2,369,811	1 to 3 Years	Redemption not permitted	NA	NA
Private Equity ⁽⁴⁾									
Comingled funds	Venture Capital, Growth Equity & Leveraged Buyout	276,527	1	3 Years	49,035	0 Years	Redemption not permitted	NA	NA
Investment partnerships		9,547,044	12	1 to 10 Years	5,270,365	0 to 4 Years	Redemption not permitted	NA	NA
Real Assets									
Investment partnerships		<u>4,162,771</u>	<u>6</u>	1 to 30 Years	<u>2,325,037</u>	0 to 4 Years	Redemption not permitted	NA	NA
		<u>\$120,771,478</u>	<u>36</u>		<u>\$ 10,014,248</u>				

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 5 – INVESTMENTS (Continued)

- (1) This category includes separately-managed accounts, exchange traded funds, commingled investment vehicles, and limited partnerships. These funds were formed with the purpose of achieving long-term capital appreciation. Capital is allocated among various money managers with distinct and complementary investment styles, with the expectation that this strategy will result in an overall equity portfolio that is diversified by geographic region, economic sector, industry, and market capitalization. The fair values of the equity investments held through limited partnerships and similar pooled vehicles have been estimated using the net asset value per share of the investments. Investments in this category may be redeemed daily to semi-annually, in whole or in part, sometimes subject to written notice prior to a notification date.
- (2) This category includes investments that invest primarily in limited partnerships and similar pooled investment vehicles. These funds were formed with the purpose of achieving long-term capital appreciation with reduced volatility. Capital is allocated among various money managers including both “absolute return” strategies and long/short “equity hedge” strategies. Absolute return strategies typically involve spread-based arbitrage and distressed investing, and emphasize consistency of performance and low correlation to the broad market indices. Equity hedge managers typically make both long and short investments, and produce returns that can be expected to correlate more closely with the performance of the equity markets than would the performance of the absolute return strategies, though with lower volatility than traditional “long only” equity managers. The fair values of investments in this category have been estimated using the net asset value per share of the investments. Investments in this category may be redeemed quarterly to annually, in whole or in part, subject to written notice prior to their required notification dates.
- (3) This category includes investments that invest in limited partnerships and similar pooled investment vehicles. These funds represent investment opportunities that do not neatly fit within any of the other categories either due to the structure or nature of the investments. Return expectations will correlate with the characteristic of the investment, lock-up period and fee structure. Examples range from tactical (i.e. credit opportunities) to hybrid (i.e. a manager that invests in public equities but is structured in a manner of an alternative asset manager with a longer lock-up and different fee structure). The fair values of investments in this category have been estimated using the net asset value of the College’s ownership interest in partner capital.
- (4) This category includes several private equity funds that invest primarily in private equity investment partnerships. The fair values of the investments in this category have been estimated using the net asset value of the College’s ownership interest in partner’s capital. The purpose of the private equity investments is to provide capital appreciation above public market equity returns. In exchange for this potential appreciation, private equity is illiquid and typically requires several years before returning any capital. These investments can never be redeemed with the funds. Instead, the nature of the investments in this category is that distributions are received through liquidation of the underlying assets of the fund. Management has estimated that the underlying assets of these funds will be liquidated over 1 to 12 years.

(Continued)

NOTE 6 – ENDOWMENTS

The State of California adopted the Uniform Prudent Management of Institutional Funds Act (“UPMIFA”) with an effective date of January 1, 2009. As a result, the College reviewed all relevant gift instruments and its organizing documents to determine if it had funds with donor-imposed restrictions that are subject to the state enacted version of UPMIFA. The College continues to review all gift instruments in relationship to the enacted law.

The College’s endowment consists of approximately 500 individual funds established for a variety of purposes. The endowment includes both donor-restricted endowed funds and funds designated by the Board of Trustees to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

Interpretation of relevant law - The Board of Trustees of the College has interpreted the California enacted version of UPMIFA as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the College classifies as net assets with donor restrictions (a) the original value of gifts donated to the restricted endowment, (b) the original value of subsequent gifts to the restricted endowment, and (c) accumulations to the restricted endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. Accumulated unspent earnings are reported as net assets with donor restrictions until those amounts are appropriated for expenditure by the College in a manner consistent with the standard of prudence prescribed by UPMIFA.

Funds with deficiencies - Funds with deficiencies or underwater endowments represent the amounts by which the fair value of certain endowment funds with donor restrictions were below the amount required to be retained permanently. The College has interpreted UPMIFA to permit spending from underwater endowments in accordance with prudent measures required under law. As of June 30, 2020, 229 funds with original gift values of \$87,182,432, fair values of \$74,521,785, and deficiencies of \$12,660,647 were reported in net assets with donor restrictions. As of June 30, 2019, 173 funds with original gift values of \$68,382,755, fair values of \$59,341,058, and deficiencies of \$9,041,697 were reported in net assets with donor restrictions. These deficiencies resulted from unfavorable market fluctuations that occurred shortly after the investment of new contributions with donor restrictions and continued appropriation for program support was deemed prudent by the governing board. Subsequent gains that restore the fair value of the assets of the endowment fund to the required level will be classified as an increase in net assets with donor restrictions.

Return objectives and risk parameters - The long-term financial goal for the endowment portfolio is to provide a relatively stable stream of expendable revenue that increases over time at least as fast as the general rate of inflation measured by both the Consumer Price Index (the “CPI”) and the San Francisco Bay Area Consumer Price Index (the “BACPI”) on a “per unit” basis. The strategic investment objective for the endowment portfolio is to maximize long-term real (i.e., after inflation) total returns (i.e., yield plus capital appreciation) and at the same time moderate fundamental investment risk. The portfolio seeks to attain an inflation-adjusted total return, net of investment expense, at least equal to the contemplated spending rate over the long-term (rolling five- and ten-year periods).

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 6 – ENDOWMENTS (Continued)

In accordance with UPMIFA, the College considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

1. The duration and preservation of the endowment fund.
2. The purposes of the institution and the endowment fund.
3. General economic conditions.
4. The possible effect of inflation or deflation.
5. The expected total return from income and the appreciation of investments.
6. Other resources of the institution.
7. The investment policy of the institution.

The goals of the spending policy are to create a more consistent and predictable operating revenue stream from portfolio income and balance current and future benefits of endowment spending by ensuring a stable source of income in lean economic years and disciplined spending when market conditions are very strong. The Board will review the policy and spending rate annually using the seven factors set forth above.

Under the endowment spending policy, the payout amount is subject to increase each year by the rate of inflation. The increase for inflation is the greater of 2.5% or the actual rate of inflation based on the BACPI for December, except that the increase for actual inflation cannot be greater than 5%. The payout rate as a percent of the 12-quarter trailing average market value was 7% and 5% respectively for the years ending June 30, 2020 and 2019.

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 6 – ENDOWMENTS (Continued)

The following tables summarize the endowment composition, and the changes in endowment net assets for the years ended June 30:

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
<u>2020</u>			
Endowment invested net assets, June 30, 2019	\$ 7,346,117	\$ 183,560,281	\$ 190,906,398
Investment return			
Investment income, net	11,404	290,114	301,518
Net appreciation (realized/unrealized)	<u>79,806</u>	<u>2,030,139</u>	<u>2,109,945</u>
Total investment return	91,210	2,320,253	2,411,463
Additions from contributions	-	1,043,204	1,043,204
Appropriation of endowment assets for expenditure	(483,576)	(12,039,567)	(12,523,143)
Other changes:			
Reclass associated with change in donor designation	-	(16,507)	(16,507)
Change in due from/to other funds	<u>-</u>	<u>4,088,787</u>	<u>4,088,787</u>
Endowment invested net assets, June 30, 2020	<u>6,953,751</u>	<u>178,956,451</u>	<u>185,910,202</u>
Due from other funds	<u>-</u>	<u>1,408,790</u>	<u>1,408,790</u>
Total endowment funds	<u>\$ 6,953,751</u>	<u>\$ 180,365,241</u>	<u>\$ 187,318,992</u>

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 6 – ENDOWMENTS (Continued)

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
<u>2019</u>			
Endowment invested net assets, June 30, 2018	\$ 7,358,500	\$ 180,499,056	\$ 187,857,556
Investment return			
Investment income, net	73	738,553	738,626
Net appreciation (realized/unrealized)	<u>839</u>	<u>8,560,027</u>	<u>8,560,866</u>
Total investment return	912	9,298,580	9,299,492
Additions from contributions	-	4,837,256	4,837,256
Appropriation of endowment assets for expenditure	(907)	(8,998,095)	(8,999,002)
Other changes:			
Reclass associated with change in donor designation	(12,388)	-	(12,388)
Change in due from/to other funds	<u>-</u>	<u>(2,076,516)</u>	<u>(2,076,516)</u>
Endowment invested net assets, June 30, 2019	<u>7,346,117</u>	<u>183,560,281</u>	<u>190,906,398</u>
Due from other funds	<u>-</u>	<u>5,497,577</u>	<u>5,497,577</u>
Total endowment funds	<u>\$ 7,346,117</u>	<u>\$ 189,057,858</u>	<u>\$ 196,403,975</u>

Endowment Borrowing: During 2018, the Board of Trustees approved for borrowing of up to \$5 million from the donor-restricted endowment, with repayment, including interest at 5% per annum, in full by 2025. During 2019, borrowings of up to \$5,497,577 were approved by the Board. As of June 30, 2020 and 2019, \$1,408,790 and \$5,497,577, respectively were due to the donor-restricted endowment from operating funds.

In January 2020, the Board of Trustees adopted a plan to satisfy, as necessary, liquidity needs through June 2021, by approving (1) additional \$20 million of borrowings from the donor-restricted endowment fund, to be repaid in part from certain proceeds received from campus optimization transactions and (2) increasing the endowment payout rate to a maximum of 7% should liquidity needs warrant it. Subsequent to year-end, on October 15, 2020, the Board of Trustees extended the authorized borrowings of a maximum of \$15 million from the donor restricted endowment through June 2022, and extended approval of a maximum of 7% endowment payout rate for FY 2021 and FY 2022, should liquidity needs warrant it. Any borrowings from the donor-restricted endowment fund must be evidenced by an interest-bearing note at the same interest rate and repayment terms as any prior borrowings from the endowment fund.

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 7 – PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant, and equipment as of June 30 consist of the following:

	<u>2020</u>	<u>2019</u>
Improvements	\$ 79,269,540	\$ 78,672,978
Buildings	104,543,215	104,543,217
Equipment	<u>35,021,587</u>	<u>34,827,372</u>
	218,834,342	218,043,567
Accumulated depreciation and amortization	<u>(119,259,243)</u>	<u>(114,559,200)</u>
	99,575,099	103,484,367
Land	<u>291,687</u>	<u>291,687</u>
 Total property, plant, and equipment, net	 <u>\$ 99,866,786</u>	 <u>\$ 103,776,054</u>

NOTE 8 – COLLECTIONS

Collections consist of works of art and rare library collections. The College displays its collections at the art museum and library located on campus. The College seeks works of high aesthetic quality and historical importance and only accepts items that can be properly housed and stored. Collections are given indefinite useful lives. As of June 30 collections consist of the following:

	<u>2020</u>	<u>2019</u>
Collections	\$ 3,408,669	\$ 3,304,769

NOTE 9 – LINES OF CREDIT

The College has a four-year line of credit with First Republic Bank, executed in March 2018. The provisions of the line will be adjusted annually from \$8,000,000 in fiscal year 2018 to \$5,000,000 in fiscal year 2021. The maximum borrowing decreases to \$7,000,000 on March 1, 2019; \$6,000,000 on March 1, 2020, and to \$5,000,000 on March 1, 2021. The line matures on March 1, 2022. The interest rate on this line is prime rate less ½%. \$6,000,000 and \$7,000,000 was borrowed and outstanding at June 30, 2020 and 2019, respectively. The interest rate at June 30, 2020 and 2019 was 2.75% and 5%, respectively. The line is subject to the same covenants as the bonds payable (Note 10).

On August 16, 2018, the College entered into an additional line of credit with the Alumnae Association of Mills College (“AAMC”). The maximum borrowings are \$2,000,000, and the line matured on August 15, 2019. The maturity date was extended for three additional years and now expires August 15, 2022. Interest is payable monthly at prime rate less ½% and was at June 30, 2020 and 2019 2.75% and 5%, respectively. \$1,999,800 was borrowed and outstanding at June 30, 2020 and 2019.

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 10 – BONDS PAYABLE

As of June 30, total bonds payable issued through the direct placement with First Republic Bank through the California Statewide Communities Development Authority (“CSCDA”) and associated interest rates and maturities are as follows:

	<u>Interest Rates</u>	<u>Maturity</u>	<u>2020</u>	<u>2019</u>
CSCDA Series 2015	2.2% to 3.75%	7/1/2015 to 9/1/2035	\$ 25,924,301	\$ 27,237,451
Unamortized debt issuance costs			(220,556)	(235,259)
Unamortized bond discount and bond premium, net			<u>(120,000)</u>	<u>(128,000)</u>
Total bonds payable			<u>\$ 25,583,745</u>	<u>\$ 26,874,192</u>

On April 15, 2015, the College issued \$5,259,066 in private placement bonds with First Republic Bank through the California Statewide Communities Development Authority (“CSCDA”) to refinance its CEFA series 1997 Notes at a lower interest rate. On September 1, 2015, the College issued \$26,503,763 in private placement bonds with First Republic Bank through the California Statewide Communities Development Authority (“CSCDA”) to refinance its CEFA series 2005 A and B Notes at a lower interest rate. The First Republic Bank debt is secured by real property of the College. Covenants place a long-term debt coverage ratio and liquidity covenant ratio requirements on the College, and require the submission of audited financial statements within 180 days after year-end. As of June 30, 2020, management believes those covenants have been met or obtained an appropriate waiver.

Principal payments to be made for the next five years and thereafter as of June 30, 2020 are as follows:

2021	\$ 1,353,487
2022	1,389,449
2023	1,429,110
2024	1,473,291
2025	1,522,872
Thereafter	18,756,092
Unamortized debt issuance costs	(220,556)
Unamortized premium/discount	<u>(120,000)</u>
	<u>\$ 25,583,745</u>

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 11 – NET ASSETS

Net assets consist of the following at June 30:

	<u>2020</u>	<u>2019</u>
Net assets with donor restriction consist of the following at June 30:		
Net assets with donor restriction for time or purpose:		
Remainder interest in split interest agreements	\$ 11,840,272	\$ 10,123,428
Contributions receivable	1,088,086	627,550
Donor funds restricted for specific purposes	<u>6,426,722</u>	<u>1,717,783</u>
	19,355,080	12,468,761
Net assets with donor restriction for endowment:		
Board designated quasi-endowments with donor use restrictions	172,384	191,714
Portion of perpetual endowment funds subject to a time restriction under UPMIFA (unappropriated endowment earnings)	<u>26,643,363</u>	<u>36,648,109</u>
Portion of endowment restricted for time or purpose	26,815,747	36,839,823
Net assets with perpetual donor restrictions:		
Portion of perpetual endowment funds subject to be retained permanently	153,482,621	152,218,035
Remainder interest in split interest agreements designated for endowment	899,717	972,618
Pledges and other contribution receivables	585,209	1,652,656
Perpetual income trusts held by others	724,430	752,112
Student loan funds	<u>35,317</u>	<u>61,836</u>
Total net assets with perpetual donor restrictions	<u>155,727,294</u>	<u>155,657,257</u>
Total net assets with donor restrictions	<u>\$ 201,898,121</u>	<u>\$ 204,965,841</u>

As of June 30, 2020 and 2019, assets with donor restrictions for the acquisition of long lived assets were \$1,381,482 and \$2,110,197, respectively, and are included within contributions receivable and funds with donor restrictions for specific use in the table above.

As of June 30, 2020 and 2019, the College did not have available sufficient assets to support donor-restricted amounts; the shortfall was approximately \$6.6 and \$7.4 million, respectively. However, the College maintains a Board-designated endowment (Note 6) of approximately \$7.0 and \$7.3 million as of June 30, 2020 and 2019, respectively, that, upon Board action, could be made available to satisfy donor restrictions if needed.

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 12 – NET TUITION AND FEES

Net tuition and fees for the years ended June 30 consists of the following:

	<u>2020</u>	<u>2019</u>
Tuition and fees	\$ 31,315,582	\$ 34,037,445
Less:		
Sponsored student aid	(5,964,624)	(4,422,920)
Un-sponsored student aid	<u>(5,924,683)</u>	<u>(8,024,421)</u>
Total financial aid	<u>(11,889,307)</u>	<u>(12,447,341)</u>
Net tuition and fees	<u>\$ 19,426,275</u>	<u>\$ 21,590,104</u>

NOTE 13 – AGENCY FUNDS

Certain receipts of financial aid funds from government grants and programs are treated as pass-through agency funds and are therefore not included as revenues or financial aid in the statement of activities. The receipt and use of these pass through funds are as follows for the years ended June 30:

	<u>2020</u>	<u>2019</u>
Federal Pell grant program:		
Revenue	\$ 1,721,509	\$ 1,895,440
Expense	<u>(1,721,509)</u>	<u>(1,895,440)</u>
Net	<u>\$ -</u>	<u>\$ -</u>
California grant program:		
Revenue	\$ 2,153,124	\$ 2,777,045
Expense	<u>(2,153,124)</u>	<u>(2,777,045)</u>
Net	<u>\$ -</u>	<u>\$ -</u>

The College is responsible for the performance of certain administrative duties with respect to federally guaranteed loans issued to students and parents of students of the College under the Federal Student Aid program. These loans are issued to assist with College costs. Outstanding loan balances and transactions relating to these loan programs are not included in the College's basic financial statements but loaned amounts are summarized as follows for the years ended June 30:

	<u>2020</u>	<u>2019</u>
Federal Direct Loan	\$ 8,641,038	\$ 9,611,783
Federal Direct Loan - Graduate	<u>1,666,379</u>	<u>1,489,521</u>
Total	<u>\$ 10,307,417</u>	<u>\$ 11,101,304</u>

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 14 – EXPENSES BY FUNCTION

The financial statements report certain categories of expenses that are attributed to more than one program or supporting function. Therefore, expenses require allocation on a reasonable basis that is consistently applied. Expenses have been classified as functional expenses (instruction, research, public service, academic support, student services, institutional support and auxiliary services). Non-functional expenses (depreciation, operation and maintenance of plant and interest expense) have been allocated based on the percent of actual direct expenditures and based on square footage of occupancy.

2020

	Program activities			Supporting Activities			Total expense
	Academic and Student programs	Public service	Auxiliaries	Administrative support	Fundraising	Facilities Operation and Maintenance	
Salaries and wages	\$ 20,486,401	\$ 1,408,893	\$ 711,737	\$ 4,714,561	\$ 1,366,480	\$ 2,173,765	\$ 30,861,837
Employee benefits	3,665,610	284,821	186,219	1,813,220	281,413	609,953	6,841,236
Services, supplies and other	4,725,435	749,955	3,327,898	1,706,679	208,337	366,766	11,085,070
Occupancy, utilities and maintenance	515,826	18,400	754,328	948,197	43,186	3,042,212	5,322,149
Depreciation and amortization	2,036,335	170,570	1,749,272	537,428	230,326	-	4,723,931
Interest expense	685,568	57,425	588,923	180,935	77,543	-	1,590,394
	<u>32,115,175</u>	<u>2,690,064</u>	<u>7,318,377</u>	<u>9,901,020</u>	<u>2,207,285</u>	<u>6,192,696</u>	<u>60,424,617</u>
Facilities Operation and Maintenance	<u>2,669,473</u>	<u>223,603</u>	<u>2,293,155</u>	<u>704,525</u>	<u>301,939</u>	<u>(6,192,696)</u>	<u>(1)</u>
Total expenses	<u>\$ 34,784,648</u>	<u>\$ 2,913,667</u>	<u>\$ 9,611,532</u>	<u>\$ 10,605,545</u>	<u>\$ 2,509,224</u>	<u>\$ -</u>	<u>\$ 60,424,616</u>

2019

	Program activities			Supporting Activities			Total expense
	Academic and Student Programs	Public Service	Auxiliaries	Administrative Support	Fundraising	Facilities Operation and Maintenance	
Salaries and wages	\$ 20,609,806	\$ 1,346,469	\$ 540,135	\$ 4,460,050	\$ 1,328,192	\$ 2,072,894	\$ 30,357,546
Employee benefits	3,455,886	264,787	125,142	1,648,404	263,712	528,295	6,286,226
Services, supplies and other	5,942,306	855,516	3,958,793	1,839,151	281,339	512,695	13,389,800
Occupancy, utilities and maintenance	692,163	13,386	802,877	938,845	61,277	3,397,382	5,905,930
Depreciation and amortization	2,085,595	168,488	1,777,001	514,580	220,535	-	4,766,199
Interest expense	467,339	37,755	398,190	115,307	49,417	-	1,068,008
	<u>33,253,095</u>	<u>2,686,401</u>	<u>7,602,138</u>	<u>9,516,337</u>	<u>2,204,472</u>	<u>6,511,266</u>	<u>61,773,709</u>
Facilities Operation and Maintenance	<u>2,849,201</u>	<u>230,176</u>	<u>2,427,623</u>	<u>702,986</u>	<u>301,280</u>	<u>(6,511,266)</u>	<u>-</u>
Total expenses	<u>\$ 36,102,296</u>	<u>\$ 2,916,577</u>	<u>\$ 10,029,761</u>	<u>\$ 10,219,323</u>	<u>\$ 2,505,752</u>	<u>\$ -</u>	<u>\$ 61,773,709</u>

NOTE 15 – CONTRIBUTION PLANS

Employees with six months of service are eligible to participate in the Mills College Defined Contribution Plan through Fidelity. Benefits are funded by contributions from both the College and the participating employees. All contributions are fully vested after twelve months of service. The College's contributions for the years ended June 30, 2020 and 2019 were \$534,343 and \$523,788, respectively.

(Continued)

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 16 – COMMITMENTS AND CONTINGENCIES

In the ordinary course of business, the College enters into various arrangements for construction services. Future minimum commitments under these arrangements as of June 30, 2020, was \$0.

The United States Department of Justice (“DOJ”) conducted an on-site accessibility audit of College facilities available for use by the general public in March 2010. An agreement was reached in January 2013 regarding facility modifications to address alleged barriers to access to certain facilities of the College identified by the DOJ over a completion timeline expiring in December 2023. DOJ provided an extension to 2026 and 2028 for the College regarding on-site accessibility.

The College is contingently liable in connection with claims and contracts, including those currently in litigation, arising in the normal course of its activities. In the opinion of management, the results of these matters will not have a significant impact on the financial statements.

The College also has funding from certain federal entities. Costs billed to the federal government are subject to audit by the respective cognizant agency. In the opinion of management, the results of these audits will not have a significant impact on the financial statements.

NOTE 17 – RELATED PARTY TRANSACTIONS

The College considers trustees, officers, and key employees to be related parties. Included in contribution receivables for the years ended June 30, 2020 and 2019 are contributions receivable from related parties totaling \$226,000 and \$3,000, respectively. Included in revenues for the years ended June 30, 2020 and 2019 are contributions from related parties totaling \$227,020 and \$5,000, respectively.

NOTE 18 - LIQUIDITY

At June 30, the College’s financial assets available within one year to meet general expenditures were approximately as follows:

	<u>2020</u>	<u>2019</u>
Current cash and cash equivalents	\$ 2,045,266	\$ 1,675,034
Current accounts receivable	2,548,878	2,498,622
Current contributions receivable	1,668,599	1,122,166
Government grants	1,197,787	1,579,197
Subsequent year’s endowment payout available for operations	<u>3,763,266</u>	<u>3,637,559</u>
Total	<u>\$ 11,223,796</u>	<u>\$ 10,512,578</u>

The College structures its financial assets to be available for its general expenditures, grant disbursements and other operational obligations as they arise. In FY21, the College sold a rare book at auction for net revenue proceeds of \$8.6 million. Also, in FY21, the Mills College Board of Trustees gave approval for the College to borrow a maximum of \$15 million from the donor-restricted endowment and to increase the endowment payout rate to 7% for FY20, FY21 and FY22.

See Note 2, Mills’ Financial Stabilization Plan for additional information regarding liquidity. The College’s endowment has a market value of \$186 million as of June 30, 2020, which is approximately \$25 million over the corpus.

(Continued)

NOTE 19 – PAYCHECK PROTECTION PROGRAM

In April 2020, the College was a recipient of a Paycheck Protection Program (PPP) loan of \$6,559,200 granted by the Small Business Administration under the Coronavirus Aid, Relief, and Economic Security Act (CARES Act). The PPP loan has a stated interest rate of 1% per annum and requires equal monthly payments of principal commencing June 25, 2021 through the contractual maturity date of April 25, 2022.

The College is accounting for the PPP loan as a conditional contribution under ASC Subtopic 958-605. Under Subtopic 958-605, the PPP loan proceeds are initially recorded as a deferred grant liability and subsequently recognized as grant revenue when the College has substantially met all conditions for forgiveness. Under the terms of the Paycheck Protection Program, a PPP loan provides for conditional forgiveness if the College utilizes the loan proceeds on admissible expenses, including qualifying payroll, rent, and utility expenses, and maintains employment and compensation levels for a specified period of time.

This is reflected as \$5,359,685 in Federal Grant revenue in Government Contracts and Grants on the Statement of Activities and \$1,199,515 as a deferred grant liability in Other Liabilities on the Statement of Financial Position. Under the program terms, PPP loans are forgiven and recognized as grant revenue if the loan proceeds are used to maintain employee compensation costs and employee headcount and other qualifying expenses (mortgage interest, rent and utilities) incurred following receipt of the loan. The College reflected a balance of \$1,199,515 as restricted cash to be used for salaries, interest expense and utilities in FY21.

While formal forgiveness has not yet been obtained, the College met substantially all of the conditions for forgiveness of a portion of the loan and recorded grant revenue of \$5.3 million during the year ended June 30, 2020. Subsequent to year-end, the College met substantially all the criteria for eligibility related to the remaining \$1.2 million. Although the college believes the conditions for forgiveness of \$5.3 million of the PPP loan have been met as of June 30, 2020, ultimate forgiveness is conditioned upon the Small Business Association (SBA) concurring with the College's good-faith assessment that the current economic uncertainty made the loan request necessary to support ongoing operations and the loan proceeds were used for admissible expenses. If the college is later determined to have violated the provisions of the Payroll Protection Program, the College may be required to repay the PPP loan in its entirety and/or be subject to penalties.

The loan program's expenditures and the College's eligibility are subject to review and acceptance by the SBA and, as a result of such review, adjustments could be required.

NOTE 20 – SUBSEQUENT EVENTS

Management has performed an analysis of the activities and transactions subsequent to June 30, 2020, to determine the need for any adjustments to and/or disclosures within the audited financial statements for the year ended June 30, 2020. Management has performed their analysis through January 28, 2021, the date the financial statements were available to be issued.

NOTE 21- CORONAVIRUS COVID-19 PANDEMIC

In March 2020, the World Health Organization declared the novel coronavirus (COVID-19) a global Pandemic, resulting in adverse public health restrictions, shelter-in-place orders, and mandated business closures, which have led to increased market volatility and disruptions in normal business operations, including the College's operations.

In mid-March 2020, in accordance with the statewide Stay at Home Order issued by the Governor of California, students, staff and faculty transitioned to online learning and the vast majority of non-essential employees were instructed to work remotely. Residential students were urged to return home if possible. All summer classes were conducted through distance education and all outside conferences were cancelled or postponed. For the fiscal year ending June 30, 2020, the coronavirus outbreak has had an adverse impact on the College's operations.

The State of California and Alameda County Public Health Department officials must approve plans for bringing employees and students back to in-person instruction. Restrictions on student housing occupancy have had the most significant impact on revenues. The College refunded approximately \$870,000 of student room and board charges after March 17, 2020 when the College ceased on-campus instruction.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security ("CARES") Act became law, providing broad economic relief, and allocating \$14 billion to higher education through the creation of the Education Stabilization Fund and the establishment of Higher Education Emergency Relief Funds ("HEERF") grants. Fifty percent of the emergency grant funds must be distributed directly to students in the form of emergency financial aid grants to cover expenses related to the disruption of operations and the move to remote learning due to COVID-19 ("Student Aid portion"). Institutions may use the remaining fifty percent of funds for additional student grants, costs associated with significant changes to the delivery of instruction, to offset lost income, and other approved expenditures ("Institutional Aid portion").

The College was awarded a total of \$1,135,582 in HEERF funding, with \$567,791 allocated to direct, emergency student aid. The remaining \$567,791 of Institutional funds will be used by the College in FY21 to partially offset the refunding of student room and board charges mentioned earlier (\$474,692) and for additional student emergency financial aid grants (\$93,099). Of the \$567,791 earmarked for students (Student Aid portion); \$266,990 has been expended as of June 30, 2020 with the balance to be provided to returning students in FY21. The expended student relief portion of the grant was recognized as federal grants revenue and a reduction to auxiliary enterprises revenue (related to the refunds provided for room and board charges).

The start of 2020-21 academic year will remain a virtual learning environment. While some faculty and staff are working on campus to ensure continuity of essential operations, most continue to work remotely given the continued restrictive health orders, issued by the County and State.

The administration has been closely monitoring the impact of COVID-19 on the College's operations, including the impact on our students and employees. Given the uncertainty of the progression of the virus and governmental emergency directives, there is no timetable for when instruction and operations will return to normal. The duration and intensity of the pandemic's impact is uncertain and is expected to extend into the new fiscal year. The future financial impact on Mills College cannot be quantified at this time due to the high degree of uncertainty and could adversely affect future student enrollment and housing decisions, donor decisions, investment performance, auxiliary revenue and the collection of the College's student receivables.

MILLS COLLEGE
NOTES TO FINANCIAL STATEMENTS
June 30, 2020 and 2019

NOTE 22 - UNITED STATES DEPARTMENT OF EDUCATION SUPPLEMENTAL DISCLOSURES

The Department of Education issued regulations on September 23, 2019, which became effective July 1, 2020, regarding additional disclosures deemed necessary to calculate certain ratios for determining sufficient financial responsibility under Title IV.

1. Total revenue and gains without donor restriction	
a. Total operating revenue, gains and other support without donor restriction	\$ 62,804,822
b. Nonoperating contributions	111,400
c. Investment return, net of allocation to operations	(11,151,056)
d. Net assets released from donor restrictions for nonoperating	<u>10,360,510</u>
e. Total revenues and gains without donor restriction – June 30, 2020	<u>\$ 62,025,676</u>

SUPPLEMENTAL INFORMATION

MILLS COLLEGE
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
Year Ended June 30, 2020

<u>Agency Program Title</u>	<u>Federal CFDA Number</u>	<u>Federal Expenditures</u>
Student Financial Aid Cluster:		
Department of Education:		
Federal Supplemental Educational Opportunity Grant	84.007	\$ 152,073
Federal Direct Student Loans	84.268	10,307,417
Federal Work-Study Program	84.033	128,386
Federal Perkins Loan Program	84.038	1,355,027
Federal Pell Grants	84.063	<u>1,721,510</u>
Total Student Financial Aid Cluster		<u>13,664,413</u>
Education Stabilization Fund:		
COVID 19 - HEERF Student Portion	84.425E	<u>266,990</u>
Trio Cluster:		
Department of Education		
Upward Bound – Classic UB - Renewal	84.047A	689,385
Upward Bound – Contra Costa County Renewal	84.044A	276,864
Upward Bound-Small schools Renewal	84.044A	331,332
Talent Search	84.044A	<u>289,383</u>
Total Trio Cluster		<u>1,586,964</u>
Total Department of Education		15,518,367
Research and Development Cluster:		
NSF – Preparing and Diversifying STEM Leaders (SURPASS)	47.076	111,440
NSF, Supporting a Fundamental Shift In Math Teaching (SERP)	47.076	41,784
NSF, Oak Urban Teacher Residency	47.076	348,422
NSF UCB UG Data Science 19-24	47.076	<u>15,883</u>
Total Research and Development Cluster		<u>517,529</u>
Department of Education		
Learning in Ghana: Linking Language, Literacy, and Culture	84.021	10,306
Improvement of Elementary Fractions Instructions	84.305	<u>951,134</u>
Total Department of Education		<u>961,440</u>
Total expenditures of federal awards		<u>\$ 16,997,336</u>

See accompanying notes to Schedule of Expenditures of Federal Awards.

MILLS COLLEGE
NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
Year Ended June 30, 2020

NOTE 1 – BASIS OF PRESENTATION

Basis of Presentation: The accompanying schedule of expenditures of federal awards (the "Schedule") includes the federal award activity of the College under programs of the federal government for the year ended June 30, 2018. 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 the College, it is not intended to and does not present the financial position, changes in net assets, or cash flows of the College.

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in Title 2 U.S. Code of Federal Regulations Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, wherein certain types of expenditures are not allowable or are limited as to reimbursement. The College has elected not to use the 10% de minimis indirect cost rate allowed under the Uniform Guidance.

NOTE 2 – FEDERAL PERKINS LOAN PROGRAM

There were no new loans during the year ended June 30, 2020. The amount presented in the Schedule for Perkins represents the loan balance outstanding of \$1,355,027 at July 1, 2019.

NOTE 3 – FEDERAL DIRECT LOAN PROGRAM

<u>CFDA Number</u>	<u>Program Name</u>	<u>Loans Issued</u>
84.268	Federal Direct Loan	\$ 8,641,038
84.268	Federal Direct Loan - Graduate	<u>1,666,379</u>
		<u>\$ 10,307,417</u>

The College is responsible for the performance of certain administrative duties with respect to these federally guaranteed student loan programs; however, balances and transactions relating to these loans programs are not included in the College's basic financial statements.

INDEPENDENT AUDITOR'S 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*

The Board of Trustees
Mills College
Oakland, California

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 Mills College (the "College") which comprise the statement of financial position as of June 30, 2020, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated January 28, 2021, except as to note 22, which is as of March 25, 2021.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the College'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 College's internal control. Accordingly, we do not express an opinion on the effectiveness of the College'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 College'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.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the College'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 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*.

(Continued)

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 internal control over financial reporting or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the University's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.


Crowe LLP

Sacramento, California
January 28, 2021, except as to Note 22, which is
as of March 25, 2021

INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE
FOR EACH MAJOR FEDERAL PROGRAM; REPORT ON INTERNAL CONTROL OVER COMPLIANCE;
AND REPORT ON SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS REQUIRED BY
UNIFORM GUIDANCE AND REPORT ON FINANCIAL RESPONSIBILITY SUPPLEMENTAL
SCHEDULE REQUIRED BY US DEPARTMENT OF EDUCATION

The Board of Trustees
Mills College
Oakland, California

Report on Compliance for Each Major Federal Program

We have audited Mills College's (College) compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on each of the College's major federal programs for the year ended June 30, 2020. The College'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 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 the College'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 the University'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 the College's compliance.

Opinion on Major Federal Program

In our opinion, the College complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2020.

(Continued)

Report on Internal Control Over Compliance

Management of the College 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 the University's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with 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 the University's internal control over compliance.

A *deficiency in internal control over compliance* exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A *material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

Report on Schedule of Expenditures of Federal Awards Required by Uniform Guidance and Report on Financial Responsibility Supplemental Schedule Required by US Department of Education

We have audited the financial statements of Mills College as of and for the year ended June 30, 2020, and have issued our report thereon dated January 28, 2021, except as to note 22, which is as of March 25, 2021, which contained an unmodified opinion on those financial statements. Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The 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* and the Financial Responsibility Supplemental Schedule required by US Department of Education are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain other 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.


Crowe LLP

Sacramento, California
March 25, 2021

MILLS COLLEGE
SCHEDULE OF AUDIT FINDINGS AND QUESTIONED COSTS
Year Ended June 20, 2020

SECTION I – SUMMARY OF AUDITOR'S RESULTS

Financial Statements

Type of auditor's report issued: *Unmodified*

Internal control over financial reporting:

Material weakness(es) identified? _____ Yes X No

Significant deficiencies identified not considered to be material weaknesses? _____ Yes X None Reported

Noncompliance material to financial statements noted? _____ Yes X No

Federal Awards

Internal Control over major programs:

Material weakness(es) identified? _____ Yes X No

Significant deficiencies identified not considered to be material weaknesses? _____ Yes X 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 2 CFR 200.516(a)? _____ Yes X No

Identification of major programs:

<u>CFDA Numbers</u>	<u>Name of Federal Program or Cluster</u>
	Student Financial Aid Cluster U.S Department of Education
84.007	Federal Supplemental Educational Opportunity Grants
84.268	Federal Direct Student Loans
84.033	Federal Work-Study Program
84.083	Federal Perkins Loan Program
84.063	Federal Pell Grant Program
	Educational Research U.S Department of Education
84.305	Improvement of Elementary Fractions Instructions

Dollar threshold used to distinguish between Type A and Type B programs: \$ 750,000

Auditee qualified as low-risk auditee? _____ Yes X No

SECTION II – FINANCIAL STATEMENT FINDINGS

None

SECTION III – MAJOR FEDERAL AWARD AUDIT FINDINGS AND QUESTIONED COSTS SECTION

None

MILLS COLLEGE
 FINANCIAL RESPONSIBILITY SUPPLEMENTAL SCHEDULE –
 US DEPARTMENT OF EDUCATION
 Year Ended June 20, 2020

Ratio Element	Reference to Financial Statements and/or Notes	Element Amount
Primary Reserve Ratio:		
Expendable Net Assets		
Net assets without donor restrictions	Statement of Financial Position	\$ 70,569,068
Net assets with donor restrictions	Statement of Financial Position	201,898,121
Secured and unsecured related party receivable	Not applicable	-
Unsecured related party receivable	Not applicable	-
Property, plant and equipment, net (includes Construction in progress)		
Property, plant and equipment pre-implementation	Statement of Financial Position	99,866,786
Property, plant and equipment post-implementation with outstanding debt for original purchase	Not applicable	-
Property, plant and equipment post-implementation without outstanding debt for original purchase	Not applicable	-
Lease right-of-use asset, net		
Lease right-of-use asset, pre-implementation	Not applicable	-
Lease right-of-use asset, post-implementation	Not applicable	-
Intangible assets	Not applicable	-
Post-employment and pension liabilities	Not applicable	-
Long-term debt - for long term purposes		
Long-term debt - for long term purposes pre-implementation	Note 10	25,583,745
Long-term debt - for long term purposes post-implementation	Not applicable	-
Line of credit for construction in progress	Not applicable	-
Lease right-of-use asset liability		
Pre-implementation right-of-use asset liability	Not applicable	-
Post-implementation right-of-use asset liability	Not applicable	-
Net assets with donor restrictions:		
Annuities with donor restrictions	Statement of Financial Position	1,154,036
Term endowments with donor restrictions	Not applicable	-
Life income funds with donor restrictions	Not applicable	-
Net assets with donor restrictions: restricted in perpetuity	Statement of Financial Position	155,727,294
Total Expenses and Losses without donor restrictions:		
Total expenses without donor restrictions - taken directly from Statement of Activities	Statement of Activities	60,424,616
Non-operating loss	Not applicable	-
Net investment losses	Not applicable	-
Pension-related changes other than net periodic costs	Not applicable	-

(Continued)

MILLS COLLEGE
 FINANCIAL RESPONSIBILITY SUPPLEMENTAL SCHEDULE –
 US DEPARTMENT OF EDUCATION
 Year Ended June 20, 2020

Ratio Element	Reference to Financial Statements and/or Notes	Element Amount
Equity Ratio:		
Modified Net Assets:		
Net assets without donor restrictions	Statement of Financial Position	\$ 70,569,068
Net assets with donor restrictions	Statement of Financial Position	201,898,121
Intangible assets	Not applicable	-
Secured and unsecured related party receivables – total	Not applicable	-
Unsecured related party receivables	Not applicable	-
Modified Assets:		
Total assets	Statement of Financial Position	315,223,538
Lease right-of-use asset pre-implementation	Not applicable	-
Pre-implementation right-of-use asset liability	Not applicable	-
Intangible assets	Not applicable	-
Secured and unsecured related party receivables	Not applicable	-
Unsecured related party receivables	Not applicable	-
Net Income Ratio:		
Change in net assets without donor restrictions	Statement of Activities	1,701,060
Total revenues and gains	Note 22	62,868,029
