

Independent Auditors' Reports as
Required by Title 2 *U.S. Code of
Federal Regulations* Part 200, *Uniform
Administrative Requirements, Cost
Principles, and Audit Requirements for
Federal Awards and Government
Auditing Standards* and Related
Information

Morgan Memorial Goodwill Industries, Inc.

June 30, 2024 and 2023

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Board of Directors
Morgan Memorial Goodwill Industries, Inc.

Opinion

We have audited the financial statements of Morgan Memorial Goodwill Industries, Inc. ("Goodwill") (a nonprofit organization), which comprise the statements of financial position as of June 30, 2024 and 2023, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Goodwill as of June 30, 2024 and 2023, 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.

Basis for opinion

We conducted our audits of the financial statements in accordance with auditing standards generally accepted in the United States of America (US GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States (*Government Auditing Standards*). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Goodwill and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Goodwill's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is

not a guarantee that an audit conducted in accordance with US GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with US GAAS and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Goodwill's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Goodwill's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Supplementary information

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* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, is presented for purposes of additional analysis and is not a required part of the financial statements. Such supplementary information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures. These additional procedures included 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 US GAAS. In our opinion, the accompanying supplementary information is fairly stated, in all material respects, in relation to the financial statements as a whole.

Other reporting required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated September 23, 2024 on our consideration of Goodwill's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of Goodwill'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 Goodwill's internal control over financial reporting and compliance.

Grant Thornton LLP

Boston, Massachusetts
September 23, 2024

Morgan Memorial Goodwill Industries, Inc.

STATEMENTS OF FINANCIAL POSITION

June 30,

	2024	2023
ASSETS		
Current assets		
Cash and cash equivalents	\$ 9,541,114	\$ 7,732,472
Accounts receivable	2,040,859	1,281,451
Inventory	770,277	738,544
Prepaid expenses	692,102	547,998
Total current assets	13,044,352	10,300,465
Noncurrent assets		
Land, buildings and equipment, net	7,101,862	6,395,907
Right-of-use assets	16,987,946	13,969,111
Investments	28,058,119	24,853,026
Beneficial interests in trusts and split-interest agreements	7,005,533	6,365,170
Other noncurrent assets	682,069	523,836
Total noncurrent assets	59,835,529	52,107,050
Total assets	\$ 72,879,881	\$ 62,407,515
LIABILITIES AND NET ASSETS		
Current liabilities		
Current portion of long-term debt	\$ 113,018	\$ 133,360
Accounts payable and accrued expenses	947,667	986,537
Accrued payroll and employee benefits	1,119,648	1,135,521
Current portion of lease obligations	3,288,179	2,649,275
Total current liabilities	5,468,512	4,904,693
Long-term liabilities		
Long-term debt	3,528,645	3,838,152
Lease obligations	14,358,795	11,822,919
Other long-term liabilities	938,208	798,702
Total long-term liabilities	18,825,648	16,459,773
Total liabilities	24,294,160	21,364,466
Net assets		
Without donor restrictions	26,569,241	21,077,392
With donor restrictions	22,016,480	19,965,657
Total net assets	48,585,721	41,043,049
Total liabilities and net assets	\$ 72,879,881	\$ 62,407,515

The accompanying notes are an integral part of these financial statements.

Morgan Memorial Goodwill Industries, Inc.

STATEMENT OF ACTIVITIES

Year ended June 30, 2024 (with summarized information for the year ended June 30, 2023)

	2024			2023 Total
	Without Donor Restrictions	With Donor Restrictions	Total	
Operating revenues and other support				
Retail sales	\$ 24,776,068	\$ -	\$ 24,776,068	\$ 22,214,813
Donated goods	8,558,628	-	8,558,628	8,206,041
Government contracts and grants	6,391,402	553,383	6,944,785	6,038,711
Worksite revenue	3,577,970	-	3,577,970	3,469,698
Contributions and bequests	1,132,073	118,958	1,251,031	1,522,908
Trust income	264,435	-	264,435	336,169
Income appropriated under total return spending policy	850,000	-	850,000	804,000
Net assets released from restrictions	62,247	(62,247)	-	-
Other revenue	1,043	-	1,043	5,001
Total operating revenues and other support	45,613,866	610,094	46,223,960	42,597,341
Operating expenses				
Program services				
Retail enterprise				
Cost of goods sold - retail	8,526,895	-	8,526,895	8,162,599
Other retail	20,571,728	-	20,571,728	19,253,514
Total retail enterprise	29,098,623	-	29,098,623	27,416,113
Job training and career services	7,558,312	-	7,558,312	7,104,564
Total program services	36,656,935	-	36,656,935	34,520,677
Support services				
Management and general	4,150,319	-	4,150,319	3,842,203
Fundraising	911,468	-	911,468	905,603
Total support services	5,061,787	-	5,061,787	4,747,806
Total operating expenses	41,718,722	-	41,718,722	39,268,483
Change in net assets from operating activities	3,895,144	610,094	4,505,238	3,328,858
Non-operating activities				
Investment return, net of amounts appropriated under total return spending policy	1,551,822	800,366	2,352,188	1,707,662
Environmental remediation costs	(254,348)	-	(254,348)	(1,862,603)
Gain on forgiveness of debt	-	-	-	237,765
Other income	299,231	-	299,231	-
Changes in fair value of beneficial interests in trusts and split-interest agreements	-	640,363	640,363	280,614
Change in net assets from non-operating activities	1,596,705	1,440,729	3,037,434	363,438
CHANGE IN NET ASSETS	5,491,849	2,050,823	7,542,672	3,692,296
Net assets beginning of year	21,077,392	19,965,657	41,043,049	37,350,753
Net assets end of year	\$ 26,569,241	\$ 22,016,480	\$ 48,585,721	\$ 41,043,049

The accompanying notes are an integral part of this financial statement.

Morgan Memorial Goodwill Industries, Inc.

STATEMENT OF ACTIVITIES

Year ended June 30, 2023

	2023		
	Without Donor Restrictions	With Donor Restrictions	Total
Operating revenues and other support			
Retail sales	\$ 22,214,813	\$ -	\$ 22,214,813
Donated goods	8,206,041	-	8,206,041
Government contracts and grants	5,464,339	574,372	6,038,711
Worksite revenue	3,469,698	-	3,469,698
Contributions and bequests	1,455,349	67,559	1,522,908
Trust income	336,169	-	336,169
Income appropriated under total return spending policy	804,000	-	804,000
Net assets released from restrictions	142,270	(142,270)	-
Other revenue	5,001	-	5,001
Total operating revenues and other support	42,097,680	499,661	42,597,341
Operating expenses			
Program services			
Retail enterprise			
Cost of goods sold - retail	8,162,599	-	8,162,599
Other retail	19,253,514	-	19,253,514
Total retail enterprise	27,416,113	-	27,416,113
Job training and career services	7,104,564	-	7,104,564
Total program services	34,520,677	-	34,520,677
Support services			
Management and general	3,842,203	-	3,842,203
Fundraising	905,603	-	905,603
Total support services	4,747,806	-	4,747,806
Total operating expenses	39,268,483	-	39,268,483
Change in net assets from operating activities	2,829,197	499,661	3,328,858
Non-operating activities			
Investment return, net of amounts appropriated under total return spending policy	1,119,570	593,156	1,712,726
Environmental remediation costs	(1,862,603)	-	(1,862,603)
Gain on forgiveness of debt	237,765	-	237,765
Changes in fair value of beneficial interests in trusts and split-interest agreements	-	272,550	272,550
Change in net assets from non-operating activities	(505,268)	865,706	360,438
CHANGE IN NET ASSETS	2,323,929	1,365,367	3,689,296
Net assets beginning of year	18,753,463	18,597,290	37,350,753
Net assets end of year	\$ 21,077,392	\$ 19,962,657	\$ 41,040,049

The accompanying notes are an integral part of this financial statement.

Morgan Memorial Goodwill Industries, Inc.

STATEMENTS OF CASH FLOWS

Years ended June 30,

	2024	2023
Cash flows from operating activities:		
Change in net assets	\$ 7,542,672	\$ 3,692,296
Adjustments to reconcile change in net assets to net cash provided by operations:		
Gain on forgiveness of debt	-	(237,765)
Net realized and unrealized gains on investments	(2,693,757)	(1,977,207)
Changes in fair value of beneficial interests in trusts and split-interest agreements	(640,363)	(272,550)
Depreciation	1,221,124	1,175,640
Amortization of right-of-use assets	2,710,501	3,202,060
Changes in operating assets and liabilities:		
Accounts receivable	(759,408)	(196,991)
Inventory	(31,733)	(43,442)
Prepaid expenses	(144,104)	(90,448)
Other assets	(158,233)	(81,075)
Accounts payable and accrued expenses	(38,870)	178,166
Accrued payroll and employee benefits	(15,873)	45,209
Lease liabilities	(2,554,556)	(2,698,977)
Other long-term liabilities	139,506	(486,002)
	4,576,906	2,208,914
Cash flows from investing activities:		
Purchase of land, buildings and equipment	(1,927,079)	(1,661,818)
Purchases of investments	(7,172,528)	(3,924,088)
Proceeds from sales of investments	6,661,192	3,391,766
	(2,438,415)	(2,194,140)
Cash flows from financing activities:		
Principal payments on notes payable	(329,849)	(186,218)
	1,808,642	(171,444)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1,808,642	(171,444)
Cash and cash equivalents, beginning of year	7,732,472	7,903,916
Cash and cash equivalents, end of year	\$ 9,541,114	\$ 7,732,472
Supplemental disclosures:		
Contributions of donated goods and purchased goods	\$ 8,558,628	\$ 8,206,041
Noncash changes to inventory	31,733	43,442
Cash paid for interest	206,672	208,914
Right-of-use assets obtained in exchange for new lease liabilities	5,729,336	12,005,917

The accompanying notes are an integral part of these financial statements.

Morgan Memorial Goodwill Industries, Inc.

STATEMENT OF FUNCTIONAL EXPENSES

Year ended June 30, 2024 (with summarized information for the year ended June 30, 2023)

	Program Services			Support Services			2024 Total	2023 Total
	Retail Enterprise	Job Training and Career Services	Total Program Services	Management and General	Fundraising	Total Support Services		
Cost of goods sold - retail	\$ 8,526,895	\$ -	\$ 8,526,895	\$ -	\$ -	\$ -	\$ 8,526,895	\$ 8,162,599
Salaries and wages	9,083,974	4,194,482	13,278,456	2,582,072	427,257	3,009,329	16,287,785	14,801,416
Employee benefits	1,532,923	969,285	2,502,208	372,160	75,247	447,407	2,949,615	2,768,346
Non-payroll - temporary help	56,386	230,533	286,919	90,168	-	90,168	377,087	282,134
Total salaries and related expenses	10,673,283	5,394,300	16,067,583	3,044,400	502,504	3,546,904	19,614,487	17,851,896
Occupancy	6,088,333	714,141	6,802,474	152,874	18,016	170,890	6,973,364	6,521,364
Professional fees and contracts	302,990	376,197	679,187	402,458	107,022	509,480	1,188,667	1,253,619
Events	8,434	2,087	10,521	-	106,189	106,189	116,710	79,917
Goods and supplies	1,160,261	449,504	1,609,765	124,798	69,827	194,625	1,804,390	1,805,973
Vehicle and travel expenses	898,947	149,613	1,048,560	20,275	59	20,334	1,068,894	1,346,113
Real and maintenance of equipment	244,907	75,777	320,684	65,261	5,956	71,217	391,901	318,524
Printing, advertising and publications	78,191	80,685	158,876	111,154	86,971	198,125	357,001	303,212
Meetings and dues	95,453	50,415	145,868	100,515	5,243	105,758	251,626	240,712
Bad debt expense	-	-	-	-	1,000	1,000	1,000	-
Interest expense	115,859	43,227	159,086	38,836	4,741	43,577	202,663	208,914
Depreciation	905,070	222,366	1,127,436	89,748	3,940	93,688	1,221,124	1,175,640
Total other expenses	9,898,445	2,164,012	12,062,457	1,105,919	408,964	1,514,883	13,577,340	13,253,988
Total operating expenses	\$ 29,098,623	\$ 7,558,312	\$ 36,656,935	\$ 4,150,319	\$ 911,468	\$ 5,061,787	\$ 41,718,722	\$ 39,268,483

The accompanying notes are an integral part of this financial statement.

Morgan Memorial Goodwill Industries, Inc.

STATEMENT OF FUNCTIONAL EXPENSES

Year ended June 30, 2023

	Program Services			Support Services			2023 Total
	Retail Enterprise	Job Training and Career Services	Total Program Services	Management and General	Fundraising	Total Support Services	
Cost of goods sold - retail	\$ 8,162,599	\$ -	\$ 8,162,599	\$ -	\$ -	\$ -	\$ 8,162,599
Salaries and wages	8,251,358	3,953,475	12,204,833	2,187,533	409,050	2,596,583	14,801,416
Employee benefits	1,398,494	977,626	2,376,120	338,728	53,498	392,226	2,768,346
Non-payroll - temporary help	42,409	86,198	128,607	151,950	1,577	153,527	282,134
Total salaries and related expenses	9,692,261	5,017,299	14,709,560	2,678,211	464,125	3,142,336	17,851,896
Occupancy	5,633,778	722,330	6,356,108	149,397	15,859	165,256	6,521,364
Professional fees and contracts	353,201	317,757	670,958	442,251	140,410	582,661	1,253,619
Events	6,328	5,566	11,894	1,894	66,129	68,023	79,917
Goods and supplies	1,135,270	414,052	1,549,322	182,809	73,842	256,651	1,805,973
Vehicle and travel expenses	1,196,097	125,619	1,321,716	19,215	5,182	24,397	1,346,113
Real and maintenance of equipment	185,984	76,586	262,570	50,770	5,184	55,954	318,524
Printing, advertising and publications	41,151	58,139	99,290	86,429	117,493	203,922	303,212
Meetings and dues	104,101	51,488	155,589	79,845	5,278	85,123	240,712
Bad debt expense	-	-	-	-	-	-	-
Interest expense	118,560	43,633	162,193	42,158	4,563	46,721	208,914
Depreciation	786,783	272,095	1,058,878	109,224	7,538	116,762	1,175,640
Total other expenses	9,561,253	2,087,265	11,648,518	1,163,992	441,478	1,605,470	13,253,988
Total operating expenses	\$ 27,416,113	\$ 7,104,564	\$ 34,520,677	\$ 3,842,203	\$ 905,603	\$ 4,747,806	\$ 39,268,483

The accompanying notes are an integral part of this financial statement.

Morgan Memorial Goodwill Industries, Inc.

NOTES TO FINANCIAL STATEMENTS

June 30, 2024 and 2023

NOTE 1 - ORGANIZATION

Morgan Memorial Goodwill Industries, Inc. ("Goodwill") is a non-profit organization whose mission is to help individuals with barriers to self-sufficiency to achieve independence and dignity through work. *Not charity but a chance.*

Goodwill's job training and career services help those considered hardest to employ to enter and succeed in the workforce. Goodwill is the operator of a one-stop career center, which serves job seekers and employers looking for qualified employees. Goodwill runs a retail enterprise that collects and sells donated clothing and household goods and other social enterprises. The social enterprises provide on-the-job training opportunities for individuals in its programs. Goodwill is headquartered in Boston and operates in multiple locations across Massachusetts.

Goodwill is supported from various sources. For the year ended June 30, 2024, operating revenue included retail sales and donated goods (72%), government contracts and grants (including federal, state, and local governments) (15%), worksite revenue (8%), contributions and bequests (3%), and other sources (2%).

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

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

Basis of Presentation

The accompanying financial statements and notes have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

Classification and Reporting of Net Assets

The financial statements have been prepared on the accrual basis of accounting. Revenues, expenses, gains, and losses are classified based upon the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified as follows:

Without Donor Restrictions - Net assets that are not subject to donor-imposed restrictions or for which restrictions have expired.

With Donor Restrictions - Net assets subject to donor-imposed restrictions that permit Goodwill to use or expend the donated assets as specified and are satisfied by either the passage of time or by actions of Goodwill. Also included in this category are net assets subject to donor-imposed restrictions that stipulate that resources be maintained permanently but may permit Goodwill to use or expend part or all of the economic benefits derived from the donated assets.

Cash and Cash Equivalents

All highly-liquid debt instruments purchased with an original maturity of three months or less are considered to be cash equivalents, excluding amounts held in investments. Cash in bank deposit accounts may exceed federally insured limits. Goodwill has not experienced any losses in such accounts, and management believes cash in excess of insured limits is not at any significant risk of loss.

Accounts Receivable

Accounts receivable represent amounts due from state agencies as well as other organizations related to contracts, fees, and grants. Credit is extended on a short-term basis and accounts receivable do not bear interest. Provisions for uncollectible accounts are determined based on past credit history with customers

Morgan Memorial Goodwill Industries, Inc.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2024 and 2023

and, their current financial condition, loss experience, known or inherent risks and current economic conditions.

Inventory and Donated Goods

Inventory consists of donated goods ready for sale and is valued at estimated fair value using the methodology provided by Goodwill Industries International, Inc. The methodology follows the retail method of accounting for inventory whereby ending inventory represents the present value of future cash flows, or the future selling price, reduced to a cost basis using the average margin on sales of goods. Prior to reaching the point of sale, donated inventory is valued at zero. Contributions of donated merchandise were valued at \$8,558,628 and \$8,206,041 for the years ended June 30, 2024 and 2023, respectively.

Processing donated merchandise requires program-related expenses before it reaches the point of sale. Such expenses include the cost of activities accomplished by participants in Goodwill's programs who have barriers to self-sufficiency.

Land, Buildings and Equipment

Land, buildings and equipment are recorded at cost, except for contributed items, which are recorded at estimated fair value at the date of the contribution. Depreciation is calculated over the estimated useful lives of the assets on a straight-line basis as follows:

<u>Description</u>	<u>Years</u>
Land improvements	10-25
Buildings	40
Building improvements	5-40
Equipment	3-10
Leasehold improvements	Lesser of the term of the lease or estimated useful life

Expenditures for major improvements are capitalized, while expenditures for maintenance and repairs are expensed as incurred.

Investments

Investments are stated at fair value and investment return, including interest, dividends, and realized and unrealized gains and losses on investments is included in the statements of activities.

Revenue Recognition

Goodwill evaluates whether a transfer of assets is (1) an exchange transaction in which a resource provider is receiving commensurate value in return for the resources transferred or (2) a contribution. If the transfer of assets is determined to be an exchange transaction, Goodwill applies guidance for exchange transactions. If the transfer of assets is determined to be a contribution, Goodwill evaluates whether the contribution is conditional based upon whether the agreement includes both (1) one or more barriers that must be overcome before Goodwill is entitled to the assets transferred and promised and (2) a right of return of assets transferred or a right of release of a promisor's obligation to transfer assets.

Morgan Memorial Goodwill Industries, Inc.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2024 and 2023

Retail Sales

Retail sales are recognized when the control of goods is transferred to the customer, at the time of sale.

Government Contracts and Grants and Worksite Revenue

Goodwill has contracts and grants from federal and state agencies that are contingent upon Goodwill meeting requirements, which include carrying out certain activities and/or incurring qualified expenditures stipulated by the contracts and grants.

Contributions and Bequests

Unconditional promises to give are reported at fair value at the date the promise is received. Conditional promises to give, and indications of intentions to give, are not reported until the gift is received, or the conditional promise becomes unconditional. Goodwill has conditional grants from federal and state agencies that are contingent upon Goodwill meeting donor-imposed barriers, which include carrying out certain activities and incurring qualified expenditures stipulated by the grants. Grants and contracts (including certain worksite contracts), for which the contractual performance obligations have not yet been made, or the right to recognize revenue is dependent on future events, included \$1,253,000 for programs and \$472,000 for the Headquarters Upgrade Project at June 30, 2024 and \$1,351,000 for programs and \$1,026,000 for the Headquarters Upgrade Project at June 30, 2023.

Contributions received with donor-imposed stipulations that limit their use are reported as net assets with donor restrictions. Contributions to be received after one year are discounted at a rate reflecting the risk involved and the discount is amortized based on the expected receipt date of the gift.

When a donor-imposed stipulation is met by the passage of time or when expenses have been incurred to satisfy their restricted purpose, donor restricted net assets are reclassified to net assets without donor restrictions and reported as net assets released from restrictions. This also applies to restricted contributions for which donor-imposed stipulations are met in the same fiscal year as they are received.

Donated Goods and In-Kind Services

Donated goods (other than clothing and household goods) are reported at the fair value of the goods at the time of donation. Donated services are evaluated to determine if they meet the criteria for recognition in the financial statements.

Functional Allocation of Expenses

The costs of providing the various programs and other activities have been summarized on a functional basis in the statements of activities. Certain costs have been allocated among the program and support services based on relative effort expended.

Income Taxes

Goodwill is a not-for-profit organization as described in Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), and is generally exempt from income taxes pursuant to Section 501(a) of the Code. It is required to assess uncertain tax positions and has determined that there were no such positions that are material to the financial statements at June 30, 2024 or 2023.

Morgan Memorial Goodwill Industries, Inc.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2024 and 2023

Non-Operating Activities

Non-operating activities include investment income, net of amounts appropriated under the total return spending policy; changes in the value of interest agreements and perpetual trusts; and other non-operating gains (losses).

During 2023, Goodwill started a construction project to upgrade the parking and truck lots at its headquarters, which included the removal of a significant amount of soil. Planned testing identified unanticipated contamination that required a remediation plan including specialized procedures for soil disposal. The cost of soil disposal was \$254,348 and \$1,862,603 during the years ended June 30, 2024 and 2023, respectively.

Use of Estimates

In preparing financial statements in accordance with US GAAP, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from the estimates.

Leases

Goodwill determines whether an arrangement is or contains a lease at inception. Operating leases are recognized on the statement of financial position as right-of-use ("ROU") assets and lease liabilities. ROU assets represent Goodwill's right to use an underlying asset for the lease term and lease liabilities represent Goodwill's obligation to make lease payments arising from the lease. Operating lease liabilities and their corresponding ROU assets are recorded based on the present value of lease payments over the expected remaining lease term. The ROU assets also include any lease payments made and adjustments for prepayments and lease incentives. The interest rate implicit in lease contracts is typically not readily determinable. Goodwill has opted for the private company election to discount the future minimum lease payments based on the risk-free interest rate for the respective lease terms when the implied interest rate is not known. Goodwill applies this election on a lease-by-lease basis.

Lease terms may include options to extend or terminate the lease when it is reasonably certain that Goodwill will exercise that option. Goodwill reassesses the lease term and remeasures the lease liability if triggering events occur. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Recently Adopted Accounting Pronouncements

In June 2016, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") 2016-13, *Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments (Topic 326)*, to update its guidance on recognition and measurement of financial assets and liabilities and replace the incurred loss methodology with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information for credit loss estimates. ASU 2016-13 is effective for annual reporting periods beginning after December 15, 2022. Goodwill adopted ASU 2016-13 effective July 1, 2023. The adoption did not have an impact on Goodwill's financial statements.

Morgan Memorial Goodwill Industries, Inc.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2024 and 2023

Reclassifications

Certain amounts in the 2023 financials have been reclassified to conform to the 2024 presentation.

NOTE 3 - LIQUIDITY AND AVAILABILITY

Goodwill's financial assets available within one year of the statements of financial position for general expenditure are as follows as of June 30:

	2024	2023
Financial assets		
Cash and cash equivalents	\$ 9,541,114	\$ 7,732,472
Accounts receivable to be collected during the year	2,040,859	1,281,451
Future fiscal year spending policy allocation	916,000	850,000
Total financial assets available within one year	12,497,973	9,863,923
Liquidity resources		
Bank lines of credit	5,000,000	5,500,000
Total financial assets and liquidity resources available within one year	\$ 17,497,973	\$ 15,363,923

As part of Goodwill's liquidity management, it structures its financial assets to be available as its general expenditures come due. In addition, although Goodwill does not intend to spend from its funds functioning as endowment (other than amounts appropriated under the total return spending policy), amounts from such funds could be made available if necessary.

NOTE 4 - LAND, BUILDINGS AND EQUIPMENT

Land, buildings and equipment consists of the following at June 30:

	2024	2023
Land and land improvements	\$ 1,132,533	\$ 1,336,159
Buildings and building improvements	15,039,696	16,888,236
Leasehold improvements	4,703,023	4,857,368
Construction in progress	1,948,732	1,260,605
Equipment	4,542,888	11,014,812
	27,366,872	35,357,180
Less: accumulated depreciation	(20,265,010)	(28,961,273)
	\$ 7,101,862	\$ 6,395,907

Depreciation expense was \$1,221,124 and \$1,175,640 for the years ended June 30, 2024 and 2023, respectively.

Morgan Memorial Goodwill Industries, Inc.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2024 and 2023

NOTE 5 - INVESTMENTS

Investments are reported at fair value and consist of the following as of June 30:

	2024	2023
Marketable equity securities (common stocks, mutual funds, exchange traded funds)	\$ 16,858,564	\$ 16,426,929
Corporate bonds and government securities	10,405,788	7,899,094
Cash and cash equivalents	793,767	527,003
	\$ 28,058,119	\$ 24,853,026

NOTE 6 - FAIR VALUE MEASUREMENTS

Accounting Standards Codification (“ASC”) 820, *Fair Value Measurements and Disclosures*, establishes a single authoritative definition of fair value, sets a framework for measuring fair value, and requires additional disclosures about fair value measurements. Goodwill classifies its assets and liabilities into Level 1 (securities valued using quoted prices from active markets for identical assets), Level 2 (securities not traded on an active market for which observable market inputs are readily available), and Level 3 (securities valued based on significant unobservable inputs). Investments are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies and inputs used for assets and liabilities measured at fair value, as well as the general classification pursuant to the valuation hierarchy.

Level 1 - Quoted Prices in Active Markets: Investments such as actively traded equity securities, U.S. government obligations and money market funds with quoted market prices in active markets are classified as Level 1.

Level 2 - Significant Other Observable Inputs: Certain fixed income securities, primarily corporate bonds, are classified as Level 2 because fair values are estimated using pricing models, matrix pricing, or discounted cash flow models.

Level 3 - Significant Unobservable Inputs: Beneficial Interest in Perpetual Trusts is classified as Level 3 because Goodwill’s share in the trusts does not have an active market. Goodwill estimates the recurring fair value of the trusts based on Goodwill’s share of the underlying investment portfolios that consist primarily of actively traded equities, bonds, and money market funds. The trusts are managed by financial institutions and investment managers who provide detailed statements on a regular basis presenting the market value of the portfolio on an individual investment security basis.

Beneficial Interest in Charitable Trusts is classified as Level 3 because Goodwill’s share in these agreements does not have an active market. Goodwill estimates the recurring fair value based on Goodwill’s share of the underlying investment portfolio that consists of actively traded equities, bonds, and money market funds.

The valuation methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although Goodwill 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

Morgan Memorial Goodwill Industries, Inc.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2024 and 2023

different fair value measurement at the reporting date and that difference may be material to Goodwill's financial statements.

Goodwill's financial assets that are accounted for at fair value on a recurring basis as of June 30, 2024 and 2023, by level within the fair value hierarchy, are presented in the table below. Financial assets measured at fair value on a non-recurring basis, such as contributions receivable and gift annuities, are excluded from the table.

Description	As of June 30, 2024		
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Marketable equity securities	\$ 16,858,564	\$ -	\$ -
Corporate bonds and government securities	-	10,405,788	-
Cash and cash equivalents	793,767	-	-
Beneficial interest in perpetual trusts	-	-	6,630,439
Charitable trusts	-	-	375,094
Total	\$ 17,652,331	\$ 10,405,788	\$ 7,005,533

Description	As of June 30, 2023		
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Marketable equity securities	\$ 16,426,929	\$ -	\$ -
Corporate bonds and government securities	-	7,899,094	-
Cash and cash equivalents	527,003	-	-
Beneficial interest in perpetual trusts	-	-	6,002,170
Charitable trusts	-	-	363,000
Total	\$ 16,953,932	\$ 7,899,094	\$ 6,365,170

The following is a summary of the change in the fair value of assets measured at fair value on a recurring basis using significant unobservable inputs for the year ended June 30, 2024:

	Charitable Trusts	Perpetual Trusts	Total
Beginning balance	\$ 363,000	\$ 6,002,170	\$ 6,365,170
Distributions and net increases in value	12,094	628,269	640,363
Ending balance	\$ 375,094	\$ 6,630,439	\$ 7,005,533

Distributions are reflected as trust income in the accompanying statements of activities.

Morgan Memorial Goodwill Industries, Inc.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2024 and 2023

The following is a summary of the change in the fair value of assets measured at fair value on a recurring basis using significant unobservable inputs for the year ended June 30, 2023:

	Charitable Trusts	Perpetual Trusts	Total
Beginning balance	\$ 350,041	\$ 5,742,579	\$ 6,092,620
Distributions and net decreases in value	12,959	259,591	272,550
Ending balance	<u>\$ 363,000</u>	<u>\$ 6,002,170</u>	<u>\$ 6,365,170</u>

Distributions are reflected as trust income in the accompanying statements of activities.

NOTE 7 - BENEFICIAL INTERESTS IN TRUSTS AND SPLIT-INTEREST AGREEMENTS

Goodwill has beneficial interests in perpetual trusts valued at \$6,630,439 and \$6,002,170 at June 30, 2024 and 2023, respectively. The principal is restricted in perpetuity. The net income generated by the investments is distributed to the beneficiaries and is income without donor restrictions. Distributions from these trusts were \$264,435 and \$336,169 for the years ended June 30, 2024 and 2023, respectively, and are reflected as trust income in the accompanying statements of activities. Goodwill has other split-interest agreements (primarily charitable trusts) valued at \$375,094 and \$363,000 at June 30, 2024 and 2023, respectively.

Increases (or decreases) in the value of the trusts and split-interest assets (including unrealized gains and losses), amounted to \$640,363 and \$272,550 for the years ended June 30, 2024 and 2023, respectively.

NOTE 8 - BORROWINGS

Goodwill has entered into several agreements to borrow funds from a single bank.

Revolving Line of Credit

Goodwill has available a revolving line of credit that allows for borrowings of up to \$5,000,000. Any unpaid principal and interest are due on demand. Interest accrues at a fluctuating per annum rate equal to the One Month Term SOFR, plus 2.11% per annum (7.44% at June 30, 2024).

There was no balance outstanding at either June 30, 2024 or 2023. There was no interest expense related to the line of credit for either of the years ended June 30, 2024 and 2023.

Term Loan

Goodwill had a term loan from an April 2021 note of \$281,000, payable with a fixed rate interest of 2.106% at June 30, 2023, with a balance of \$223,217, to be repaid based upon a 10-year amortization schedule with a final maturity of March 15, 2031.

This term loan was fully repaid during fiscal year 2024.

Morgan Memorial Goodwill Industries, Inc.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2024 and 2023

Non-Revolving Construction Line of Credit

Goodwill also had available a non-revolving line of credit facility that allows for up to \$500,000 of total advances through June 28, 2024. Borrowings were to be used for building-out new retail stores or renovating existing retail stores. There were no amounts drawn under this line of credit and the line was not renewed upon its expiration on June 28, 2024.

These borrowings are cross collateralized with all deposit accounts with the bank and certain marketable securities as defined in the agreements.

Under these agreements, Goodwill must adhere to certain financial and non-financial covenants. Goodwill was in compliance with these covenants as of June 30, 2024.

Note Payable

On January 18, 2018, Goodwill entered a promissory note with a bank in order to refinance certain existing debt for \$4,200,000. The loan bears interest at a fixed rate of 5.27% and is payable in monthly principal and interest payments of approximately \$25,000, with any outstanding principal and interest due on January 18, 2043. The note is secured by the land and buildings of Goodwill's headquarters in Boston. The balance outstanding on the note payable was \$3,641,663 and \$3,748,295 as June 30, 2024 and 2023, respectively.

Scheduled principal payments as of June 30, 2024 on the borrowings are as follows:

	<u>Amount</u>
2025	\$ 113,018
2026	119,206
2027	125,734
2028	132,145
2029	139,856
Thereafter	<u>3,011,704</u>
Total	<u>\$ 3,641,663</u>

NOTE 9 - EMPLOYEE BENEFIT PLANS

Goodwill maintains an employee benefit plan ("403(b) Plan") that provides for tax-deferred employee benefits under Section 403(b) of the Code. The 403(b) Plan allows employees to make contributions, a portion of which may be matched by Goodwill. Goodwill contributed \$104,819 and \$92,630 to the 403(b) Plan for the years ended June 30, 2024 and 2023, respectively.

Goodwill also offers an employee benefit plan ("401(a) Plan") that provides for tax-deferred employee benefits under Section 401(a) of the Code. The 401(a) Plan allows participants to make contributions.

Goodwill also maintains a deferred compensation plan ("457(b) Plan") for key members of management. As of June 30, 2024 and 2023, the fair value of the assets and the related obligation of the 457(b) Plan were \$598,445 and \$454,930, respectively, and are included in other noncurrent assets and other long-term liabilities in the accompanying statements of financial position.

Morgan Memorial Goodwill Industries, Inc.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2024 and 2023

NOTE 10 - NET ASSETS WITH DONOR RESTRICTIONS

Restricted for purpose or time:

	2024	2023
Programs	\$ 5,752,847	\$ 5,133,658
Beneficial interest in charitable unitrusts	375,094	363,000
Cumulative appreciation and reinvestment gains on net assets restricted in perpetuity (see Note 11)	3,891,871	3,100,601
	\$ 10,019,812	\$ 8,597,259

Restricted by donors in perpetuity for permanent endowment:

	2024	2023
Income to be used for general purposes	\$ 3,168,295	\$ 3,168,295
Income restricted for various purposes	2,197,934	2,197,934
Beneficial interests in perpetual trusts	6,630,439	6,002,170
	11,996,668	11,368,399
Total net assets with donor restrictions	\$ 22,016,480	\$ 19,965,657

NOTE 11 - ENDOWMENTS AND ENDOWMENT ACTIVITY

Interpretation of Relevant Law

Goodwill manages its donor-restricted endowment funds consistent with the Uniform Prudent Management of Institutional Funds Act (“UPMIFA”). Goodwill’s policy is to preserve the value of the original gifts as of the gift dates and classify the gifts as net assets with donor restrictions (see Note 10). The net appreciation is also classified as net assets with donor restrictions until appropriated for expenditure consistent with donor restrictions and Goodwill’s spending policy as further described below.

Endowment Investment Policy

Goodwill has pooled the donor-restricted endowment funds under its management with other funds in a single investment pool and has adopted a uniform investment approach.

Strategies Employed for Achieving Objectives

Under Goodwill’s Investment Policy and Total Return Spending Policy, both of which are approved by the Board of Directors, the investment pool is invested to preserve the long-term purchasing power of Goodwill’s assets relative to inflation and to provide a reasonable, predictable, and stable revenue stream to support Goodwill’s mission. Actual returns in any given year may vary. Goodwill relies on a total-return approach in which investment returns are achieved through both capital appreciation and interest and dividends. Goodwill has assigned the management and investment of the investment pool to an investment manager appointed by the Board of Directors based on the recommendation of the Board Investment Committee and subject to the Investment Policy. The Board of Directors provides regular oversight of the actions of the investment manager through the Investment Committee.

Morgan Memorial Goodwill Industries, Inc.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2024 and 2023

Spending Policy

Goodwill has a total return spending policy designed to preserve the long-term purchasing power of assets relative to inflation, to provide a reasonable and predictable revenue stream to support Goodwill's mission, and to allow flexibility relative to extraordinary projects and one-time initiatives. The Board-approved spending formula provides for an annual spending rate that is, in general, 4% of the average simple market value balance of the investment assets (including non-endowment investments without donor restrictions) for the 20 quarters up to the quarter ending March 31 of the preceding fiscal year. The total amount appropriated under the total return spending policy was \$850,000 and \$804,000 for the years ended June 30, 2024 and 2023, respectively, which was not withdrawn from the investment portfolio.

Funds with Deficiencies

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below their historic dollar value. Deficiencies of this nature are reported as a charge to net assets with donor restrictions. As of June 30, 2024 and 2023, Goodwill had no funds with deficiencies.

Endowment Fund Activity and Net Asset Balances

Goodwill has an endowment comprised of both donor-restricted funds and funds functioning as endowment (which have no donor-restrictions). Beneficial interests in perpetual trusts are not included in the endowment.

Endowment fund activity for the year ended June 30, 2024 is as follows:

	Without Donor Restrictions	With Donor Restrictions	Total
Endowment net assets, beginning of year	\$ 16,347,980	\$ 8,466,830	\$ 24,814,810
Investment return	2,394,989	791,269	3,186,258
Endowment net assets, end of year	\$ 18,742,969	\$ 9,258,099	\$ 28,001,068

Endowment fund activity for the year ended June 30, 2023 is as follows:

	Without Donor Restrictions	With Donor Restrictions	Total
Endowment net assets, beginning of year	\$ 14,424,966	\$ 7,880,946	\$ 22,305,913
Investment return	1,923,014	585,884	2,508,898
Endowment net assets, end of year	\$ 16,347,980	\$ 8,466,830	\$ 24,814,810

Morgan Memorial Goodwill Industries, Inc.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2024 and 2023

NOTE 12 - LEASE COMMITMENTS AND CONTINGENCIES

Operating Leases

Goodwill leases certain facilities and equipment under operating leases. Future undiscounted lease payments for Goodwill's operating lease liabilities are as follows as of June 30, 2024:

Year Ending June 30,	Year
2025	\$ 3,288,179
2026	3,106,480
2027	3,024,427
2028	2,809,771
2029	2,054,490
Thereafter	6,258,547
Total future lease payments	20,541,894
Less: imputed interest	(2,894,920)
Present value of lease liabilities	\$ 17,646,974

As of June 30, 2024, the weighted-average remaining lease term was 7.78 years and the weighted-average discount rate was 3.70%. Cash paid for amounts included in the measurement of lease liabilities was \$3,065,588 for the year ended June 30, 2024. As of June 30, 2023, the weighted-average remaining lease term was 7.08 years and the weighted-average discount rate was 3.38%. Cash paid for amounts included in the measurement of lease liabilities was \$3,218,191 for the year ended June 30, 2023.

During the years ended June 30, 2024 and 2023, Goodwill recognized \$3,342,977 and \$3,199,572 of rent expense, respectively.

Contingencies

In the normal course of business and from time to time, Goodwill is the subject of various claims. Management believes that the ultimate resolution of any such claims would not have a material adverse effect on the financial statements of Goodwill.

NOTE 13 - RELATED-PARTY TRANSACTIONS

The Board of Directors has established a disclosure of interest policy, which applies to all members of the board, non-director members of board committees, and officers. All related-party transactions are subject to that policy.

One current director is an officer of one of Goodwill's benefit providers that received premiums totaling \$1,389,429 and \$1,208,845 for medical and dental insurance for the years ended June 30, 2024 and 2023, respectively. Another current director is a member of the Board of Directors of two non-profit associations of which Goodwill is a member that received dues and fees for services totaling \$45,289 and \$77,440 for the years ended June 30, 2024 and 2023, respectively.

Morgan Memorial Goodwill Industries, Inc.

NOTES TO FINANCIAL STATEMENTS - CONTINUED

June 30, 2024 and 2023

During fiscal 2024 a current director also became a Board member of Goodwill's primary bank and lender.

Each of these transactions was undertaken in the ordinary course of business on the same terms as are generally offered to the public.

NOTE 14 - SUBSEQUENT EVENTS

Goodwill has evaluated all subsequent events through September 23, 2024, the date that the financial statements were available to be issued. No events were noted that would require adjustment to, or disclosure within these financial statements.

SUPPLEMENTARY INFORMATION

Morgan Memorial Goodwill Industries, Inc.

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

June 30, 2024

Federal Grantor/Pass Through Grantor/Program Title	Federal Assistance Listing Number	Pass-Through Entity Identifying Number	Federal Expenditures	Amounts Provided to Subrecipients
U.S. Department of Commerce:				
Economic Adjustment Assistance	11.307	N/A - Direct	\$ 553,383	\$ -
Total U.S. Department of Commerce			553,383	-
Employment Services Cluster				
Passed-through EDIC -				
Employment Service/Wagner-Peyser Funded Activities	17.207	121-470-122	196,051	-
Employment Service/Wagner-Peyser Funded Activities	17.207	Various	71,865	-
Jobs for Veterans State Grants	17.801	170-470-223	23,651	-
Subtotal Employment Services Cluster			291,567	-
U.S. Department of Labor:				
WIOA Cluster				
Passed-through EDIC -				
WIOA Adult Program	17.258	121-470-122	187,238	-
WIOA Adult Program	17.258	Various	51,350	-
WIOA Dislocated Worker Formula Grants	17.278	123-470-122	118,673	-
WIOA Dislocated Worker Formula Grants	17.278	Various	54,510	-
Subtotal WIOA Cluster			411,771	-
U.S. Department of Labor:				
Passed-Through EDIC -				
Unemployment Insurance	17.225	121-470-122	112,041	-
Unemployment Insurance	17.225	Various	43,114	-
Subtotal Unemployment Insurance			155,155	-
Total U.S. Department of Labor			155,155	-
U.S. Department of Treasury:				
COVID-19 - Coronavirus State and Local Fiscal Recovery Funds	21.027	N/A - Direct	74,080	-
Total U.S. Department of Treasury			74,080	-
Total Expenditures of Federal Awards			\$ 1,485,956	\$ -

The accompanying notes are an integral part of this schedule.

Morgan Memorial Goodwill Industries, Inc.

NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

For the year ended June 30, 2024

NOTE 1 - BASIS OF PRESENTATION

The accompanying Schedule of Expenditures of Federal Awards (the "Schedule") includes the federal award activity of Morgan Memorial Goodwill Industries, Inc. ("Goodwill") under programs of the federal government for the year ended June 30, 2024. The information in this Schedule is presented in accordance with the requirements of Title 2 US *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 Goodwill, it is not intended to and does not present the financial position, changes in net assets, or cash flows of Goodwill.

NOTE 2 - SUMMARY OF ACCOUNTING PRINCIPLES

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement.

NOTE 3 - INDIRECT COST RATE

Goodwill has not elected to use the 10% de minimis indirect cost rate allowed under the Uniform Guidance.

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS REQUIRED BY GOVERNMENT AUDITING STANDARDS

Board of Directors
Morgan Memorial Goodwill Industries, Inc.

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States (*Government Auditing Standards*), the financial statements of Morgan Memorial Goodwill Industries, Inc. ("Goodwill"), which comprise the statement of financial position as of June 30, 2024, and the related statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated September 23, 2024.

Report on internal control over financial reporting

In planning and performing our audit of the financial statements, we considered Goodwill'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 Goodwill's internal control. Accordingly, we do not express an opinion on the effectiveness of Goodwill'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 Goodwill'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 or significant deficiencies may exist that were not identified.

Report on compliance and other matters

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

statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

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

Grant Thornton LLP

Boston, Massachusetts
September 23, 2024

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS ON COMPLIANCE FOR EACH MAJOR FEDERAL PROGRAM AND ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY THE UNIFORM GUIDANCE

Board of Directors
Morgan Memorial Goodwill Industries, Inc.

Report on compliance for each major federal program

Opinion on each major federal program

We have audited the compliance of Morgan Memorial Goodwill Industries, Inc. ("Goodwill") with the types of compliance requirements identified as subject to audit in the U.S. Office of Management and Budget's *OMB Compliance Supplement* that could have a direct and material effect on each of Goodwill's major federal programs for the year ended June 30, 2024. Goodwill's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

In our opinion, Goodwill 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, 2024.

Basis for opinion on each major federal program

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America (US GAAS); the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States (*Government Auditing Standards*); 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). Our responsibilities under those standards and the Uniform Guidance are further described in the Auditor's Responsibilities for the Audit of Compliance section of our report.

We are required to be independent of Goodwill and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on compliance for each major federal program. Our audit does not provide a legal determination of Goodwill's compliance with the compliance requirements referred to above.

Responsibilities of management for compliance

Management is responsible for compliance with the requirements referred to above and for the design, implementation, and maintenance of effective internal control over compliance with the requirements of laws, statutes, regulations, rules and provisions of contracts or grant agreements applicable to Goodwill's federal programs.

Auditor's responsibilities for the audit of compliance

Our objectives are to obtain reasonable assurance about whether material noncompliance with the compliance requirements referred to above occurred, whether due to fraud or error, and express an opinion on Goodwill's compliance based on our audit. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS, *Government Auditing Standards*, and the Uniform Guidance will always detect material noncompliance when it exists. The risk of not detecting material noncompliance resulting from fraud is higher than for that resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Noncompliance with the compliance requirements referred to above is considered material if there is a substantial likelihood that, individually or in the aggregate, it would influence the judgment made by a reasonable user of the report on compliance about Goodwill's compliance with the requirements of each major federal program as a whole.

In performing an audit in accordance with US GAAS, *Government Auditing Standards*, and the Uniform Guidance, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material noncompliance, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding Goodwill's compliance with the compliance requirements referred to above and performing such other procedures as we considered necessary in the circumstances.
- Obtain an understanding of internal control over compliance relevant to the audit in order to design audit procedures that are appropriate in the circumstances and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of Goodwill's internal control over compliance. Accordingly, no such opinion is expressed.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, and any significant deficiencies and material weaknesses in internal control over compliance that we identified during the audit.

Report on 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 a 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 Auditor's Responsibilities for the Audit of Compliance section above and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in Goodwill's internal control over compliance that we consider to be material weaknesses or significant deficiencies. However, material weaknesses or significant deficiencies in internal control over compliance may exist that have not been identified.

Our audit was not designed for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, no such opinion is expressed.

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

Grant Thornton LLP

Boston, Massachusetts
November 14, 2024

Morgan Memorial Goodwill Industries, Inc.
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
For the year ended June 30, 2024

SECTION I - SUMMARY OF AUDITOR'S RESULTS

Financial Statements:

Type of auditor's report issued:	Unmodified
Internal control over financial reporting:	
• Material weaknesses identified?	No
• Significant deficiencies identified that are not considered to be material weaknesses?	None reported
• Noncompliance material to the financial statements noted?	No

Federal Awards:

Internal control over major programs:	
• Material weaknesses identified?	No
• Significant deficiencies identified that are not considered to be material weaknesses?	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)	No

Identification of major program:

<u>Assistance Listing Number</u>	<u>Name of Federal Program/Cluster</u>
11.307	Economic Development Cluster

Dollar threshold used to distinguish between Type A and Type B programs:	\$750,000
Auditee qualified as a low-risk auditee?	Yes

Morgan Memorial Goodwill Industries, Inc.

SCHEDULE OF FINDINGS AND QUESTIONED COSTS - CONTINUED

For the year ended June 30, 2024

SECTION II - FINANCIAL STATEMENT FINDINGS

None.

SECTION III - FEDERAL AWARD FINDINGS AND QUESTIONED COSTS

None.

SECTION IV - SUMMARY SCHEDULE OF PRIOR YEAR FINDINGS

None.