Breakthrough Charter Schools: Village Preparatory School – Woodland Hills

Cuyahoga County, Ohio

Audited Financial Statements

For the Fiscal Year Ended
June 30, 2016

NOTE 11: DEFINED BENEFIT PENSION PLAN (Continued)

A. Net Pension Liability (Continued)

In many cases actuarial calculations reflect several decades of service with the employer and the payment of benefits after termination.

Key methods and assumptions used in calculating the total pension liability in the latest actuarial valuation, prepared as of June 30, 2015, are presented below:

Wage Inflation	3.25 percent
Future Salary Increases, including inflation	4.00 percent to 22 percent
COLA or Ad Hoc COLA	3 percent
Investment Rate of Return	7.75 percent net of investments expense, including inflation
Actuarial Cost Method	Entry Age Normal

For post-retirement mortality, the table used in evaluating allowances to be paid is the 1994 Group Annuity Mortality Table set back one year for both men and women. Special mortality tables are used for the period after disability retirement.

The most recent experience study was completed June 30, 2010.

The long-term return expectation for the Pension Plan Investments has been determined using a building-block approach and assumes a time horizon, as defined in SERS' *Statement of Investment Policy*. A forecasted rate of inflation serves as the baseline for the return expectation. Various real return premiums over the baseline inflation rate have been established for each asset class. The long-term expected nominal rate of return has been determined by calculating a weighted averaged of the expected real return premiums for each asset class, adding the projected inflation rate, and adding the expected return from rebalancing uncorrelated asset classes. The target allocation and best estimates of arithmetic real rates of return for each major assets class are summarized in the following table:

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return
Cash	1.00 %	0.00 %
US Stocks	22.50	5.00
Non-US Stocks	22.50	5.50
Fixed Income	19.00	1.50
Private Equity	10.00	10.00
Real Assets	10.00	5.00
Multi-Asset Strategies	15.00	7.50
Total	100.00 %	

NOTE 11: DEFINED BENEFIT PENSION PLAN (Continued)

A. Net Pension Liability (Continued)

Discount Rate The total pension liability was calculated using the discount rate of 7.75 percent. The projection of cash flows used to determine the discount rate assumed the contributions from employers and from the members would be computed based on contribution requirements as stipulated by State statute. Projected inflows from investment earning were calculated using the long-term assumed investment rate of return (7.75 percent). Based on those assumptions, the plan's fiduciary net position was projected to be available to make all future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefits to determine the total pension liability.

Sensitivity of the School's Proportionate Share of the Net Pension Liability to Changes in the Discount Rate Net pension liability is sensitive to changes in the discount rate, and to illustrate the potential impact the following table presents the net pension liability calculated using the discount rate of 7.75 percent, as well as what each plan's net pension liability would be if it were calculated using a discount rate that is one percentage point lower (6.75 percent), or one percentage point higher (8.75 percent) than the current rate.

	1% Decrease (6.75%)	Current Discount Rate (7.75%)	1% Increase (8.75%)
School's proportionate share of the net pension liability	$754,351	$544,013	$366,892

Changes between Measurement Date and Report Date

In April 2016, the SERS Board adopted certain assumption changes which impacted their annual actuarial valuation prepared as of June 30, 2016. The most significant change is a reduction in the discount rate from 7.75 percent to 7.5 percent. Although the exact amount of these changes is not known, the impact to the School's net pension liability is expected to be significant.

NOTE 11: DEFINED BENEFIT PENSION PLAN (Continued)

A. Net Pension Liability (Continued)

Actuarial Assumptions - STRS

The total pension liability in the June 30, 2015, actuarial valuation was determined using the following actuarial assumptions, applied to all periods included in the measurement:

Inflation	2.75 percent
Projected salary increases	2.75 percent at age 70 to 12.25 percent at age 20
Investment Rate of Return	7.75 percent, net of investment expenses, including inflation
Cost-of-Living Adjustments (COLA)	2 percent simple applied as follows: for members retiring before August 1, 2013, 2 percent per year; for members retiring August 1, 2013, or later, 2 percent COLA paid on fifth anniversary of retirement date.

Mortality rates were based on the RP-2000 Combined Mortality Table (Projection 2022—Scale AA) for Males and Females. Males' ages are set-back two years through age 89 and no set-back for age 90 and above. Females younger than age 80 are set back four years, one year set back from age 80 through 89 and not set back from age 90 and above.

Actuarial assumptions used in the June 30, 2015, valuation are based on the results of an actuarial experience study, effective July 1, 2012.

The 10 year expected real rate of return on pension plan investments was determined by STRS' investment consultant by developing best estimates of expected future real rates of return for each major asset class.

The target allocation and best estimates of geometric real rates of return for each major asset class are summarized as follows:

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return
Domestic Equity	31.00 %	8.00 %
International Equity	26.00	7.85
Alternatives	14.00	8.00
Fixed Income	18.00	3.75
Real Estate	10.00	6.75
Liquidity Reserves	1.00	3.00
Total	100.00 %	

NOTE 11: DEFINED BENEFIT PENSION PLAN (Continued)

A. Net Pension Liability (Continued)

Discount Rate The discount rate used to measure the total pension liability was 7.75 percent as of June 30, 2015. The projection of cash flows used to determine the discount rate assumes member and employer contributions will be made at the statutory contribution rates in accordance with rate increases described above. For this purpose, only employer contributions that are intended to fund benefits of current plan members and their beneficiaries are included. Projected employer contributions that are intended to fund the service costs of future plan members and their beneficiaries, as well as projected contributions from future plan members, are not included. Based on those assumptions, STRS' fiduciary net position was projected to be available to make all projected future benefit payments to current plan members as of June 30, 2015.

Therefore, the long-term expected rate of return on pension plan investments of 7.75 percent was applied to all periods of projected benefit payment to determine the total pension liability as of June 30, 2015.

Sensitivity of the School's Proportionate Share of the Net Pension Liability to Changes in the Discount Rate The following table presents the School's proportionate share of the net pension liability calculated using the current period discount rate assumption of 7.75 percent, as well as what the School's proportionate share of the net pension liability would be if it were calculated using a discount rate that is one-percentage-point lower (6.75 percent) or one-percentage-point higher (8.75 percent) than the current rate:

	1% Decrease (6.75%)	Current Discount Rate (7.75%)	1% Increase (8.75%)
School's proportionate share of the net pension liability	$5,869,851	$4,225,726	$2,835,372

B. School Employees Retirement System (SERS)

Plan Description – School non-teaching employees participate in SERS, a cost-sharing multiple-employer defined benefit pension plan administered by SERS. SERS provides retirement, disability and survivor benefits, annual cost-of-living adjustments, and death benefits to plan members and beneficiaries. Authority to establish and amend benefits is provided by Ohio Revised Code Chapter 3309. SERS issues a publicly available, stand-alone financial report that includes financial statements, required supplementary information and detailed information about SERS' fiduciary net position. That report can be obtained by visiting the SERS website at www.ohsers.org under Employers/Audit Resources.

NOTE 11: DEFINED BENEFIT PENSION PLAN (Continued)

B. School Employees Retirement System (SERS) (Continued)

Age and service requirements for retirement are as follows:

	Eligible to Retire on or before August 1, 2017 *	Eligible to Retire on or after August 1, 2017
Full Benefits	Any age with 30 years of service credit	Age 67 with 10 years of service credit; or Age 57 with 30 years of service credit
Actuarially Reduced Benefits	Age 60 with 5 years of service credit Age 55 with 25 years of service credit	Age 62 with 10 years of service credit; or Age 60 with 25 years of service credit

* Members with 25 years of service credit as of August 1, 2017, will be included in this plan.

Annual retirement benefits are calculated based on final average salary multiplied by a percentage that varies based on year of service; 2.2 percent for the first thirty years of service and 2.5 percent for years of service credit over 30. Final average salary is the average of the highest three years of salary.

One year after an effective benefit date, a benefit recipient is entitled to a three percent cost-of-living adjustment (COLA). This same COLA is added each year to the base benefit amount on the anniversary date of the benefit.

Funding Policy – Plan members are required to contribute 10 percent of their annual covered salary and the School is required to contribute 14 percent of annual covered payroll. The contribution requirements of plan members and employers are established and may be amended by the SERS' Retirement Board up to statutory maximum amounts of 10 percent for plan members and 14 percent for employers. The Retirement Board, acting with the advice of the actuary, allocates the employer contribution rate among four of the System's funds (Pension Trust Fund, Death Benefit Fund, Medicare B Fund, and Health Care Fund). For the fiscal year ended June 30, 2016, the allocation to pension, death benefits, and Medicare B was 14.00 percent. No allocation was made to the Health Care Fund.

The School's contractually required contribution to SERS was $29,509 for fiscal year 2016. Of this amount $1,279 is reported as an accrued wages and benefits.

NOTE 11: DEFINED BENEFIT PENSION PLAN (Continued)

C. State Teachers Retirement System (STRS)

Plan Description – School licensed teachers and other faculty members participate in STRS Ohio, a cost-sharing multiple-employer public employee retirement system administered by STRS. STRS provides retirement and disability benefits to members and death and survivor benefits to beneficiaries. STRS issues a stand-alone financial report that includes financial statements, required supplementary information and detailed information about STRS' fiduciary net position. That report can be obtained by writing to STRS, 275 E. Broad St., Columbus, OH 43215-3771, by calling (888) 227-7877, or by visiting the STRS Web site at www.strsoh.org.

New members have a choice of three retirement plans; a Defined Benefit (DB) Plan, a Defined Contribution (DC) Plan and a Combined Plan. Benefits are established by Ohio Revised Code Chapter 3307. The DB plan offers an annual retirement allowance based on final average salary multiplied by a percentage that varies based on years of service.

Effective August 1, 2015, the calculation will be 2.2 percent of final average salary for the five highest years of earnings multiplied by all years of service.

With certain exceptions, the basic benefit is increased each year by two percent of the original base benefit. For members retiring August 1, 2013, or later, the first two percent is paid on the fifth anniversary of the retirement benefit. Members are eligible to retire at age 60 with five years of qualifying service credit, or age 55 with 25 years of service, or 30 years of service regardless of age. Age and service requirements for retirement will increase effective August 1, 2015, and will continue to increase periodically until they reach age 60 with 35 years of service or age 65 with five years of service on August 1, 2026.

The DC Plan allows members to place all their member contributions and 9.5 percent of the 14 percent employer contributions into an investment account. Investment allocation decisions are determined by the member. The remaining 4.5 percent of the 14 percent employer rate is allocated to the defined benefit unfunded liability. A member is eligible to receive a retirement benefit at age 50 and termination of employment. The member may elect to receive a lifetime monthly annuity or a lump sum withdrawal.

The Combined Plan offers features of both the DB Plan and the DC Plan. In the Combined Plan, 11.0 of the 12.0 percent member rates goes to the DC Plan and 1.0 percent goes to the DB plan. Member contributions to the DC plan are allocated among investment choices by the member, and contributions to the DB plan from the employer and the member are used to fund the defined benefit payment at a reduced level from the regular DB Plan. The defined benefit portion of the Combined Plan payment is payable to a member on or after age 60 with five years of services.

NOTE 11: DEFINED BENEFIT PENSION PLAN (Continued)

C. State Teachers Retirement System (STRS) (Continued)

The defined contribution portion of the account may be taken as a lump sum payment or converted to a lifetime monthly annuity after termination of employment at age 50 or later.

New members who choose the DC plan or Combined Plan will have another opportunity to reselect a permanent plan during their fifth year of membership. Members may remain in the same plan or transfer to another STRS plan. The optional annuitization of a member's defined contribution account or the defined contribution portion of a member's Combined Plan account to a lifetime benefit results in STRS bearing the risk of investment gain or loss on the account. STRS has therefore included all three plan options in the GASB 68 schedules of employer allocation and pension amounts by employer.

A DB or Combined Plan member with five or more years of credited service who is determined to be disabled may qualify for a disability benefit. Eligible survivors of members who die before service retirement may qualify for monthly benefits. New members on or after July 1, 2013, must have at least ten years of qualifying service credit that apply for disability benefits. Members in the DC Plan who become disabled are entitled only to their account balance. If a member of the DC Plan dies before retirement benefits begin, the member's designated beneficiary is entitled to receive the member's account balance.

Funding Policy – Employer and member contribution rates are established by the State Teachers Retirement Board and limited by Chapter 3307 of the Ohio Revised Code. For the fiscal year ended June 30, 2016, plan members were required to contribute 13 percent of their annual covered salary. Effective July 1, 2016, the statutory maximum employee contribution rate was increased one percent to 14 percent. The School was required to contribute 14 percent; the entire 14 percent was the portion used to fund pension obligations. The fiscal year 2016 contribution rates were equal to the statutory maximum rates.

The School's contractually required contributions to STRS was $280,602 for fiscal year 2016. Of this amount $30,428 is reported as an accrued wages and benefits.

NOTE 12: POST-EMPLOYMENT BENEFITS

A. School Employees Retirement System

Plan Description – In addition to a cost-sharing multiple-employer defined benefit pension plan, the School Employees Retirement System (SERS) administers two postemployment benefit plans.

NOTE 12: POST-EMPLOYMENT BENEFITS (Continued)

A. School Employees Retirement System (Continued)

Health Care Plan - Sections 3309.375 and 3309.69 of the Ohio Revised Code permit SERS to offer health care benefits to eligible retirees and beneficiaries. SERS' Retirement Board reserves the right to change or discontinue any health plan or program. SERS offers several types of health plans from various vendors, including HMOs, PPOs, Medicare Advantage and traditional indemnity plans. A prescription drug program is also available to those who elect health coverage. SERS employs two third-party administrators and a pharmacy benefit manager to manage the self-insurance and prescription drug plans, respectively.

The Ohio Revised Code provides the statutory authority to fund SERS' postemployment benefits through employer contributions. Active members do not make contributions to the postemployment benefit plan.

The Health Care Fund was established under, and is administered in accordance with Internal Revenue Code 105(e). Each year after the allocation for statutorily required pensions and benefits, the Retirement Board may allocate the remainder of the employer 14% contribution to the Health Care Fund in accordance with the funding policy. For the year ended June 30, 2016, the health care allocation is 0.00%. An additional health care surcharge on employers is collected for employees earning less than an actuarially determined minimum compensation amount, pro-rated if less than a full year of service credit was earned. By statute no employer shall pay a health care surcharge greater than 2.0% of that employer's SERS-covered payroll; nor may SERS collect in aggregate more than 1.5% of the total statewide SERS-covered payroll for the health care surcharge. For fiscal year 2016, the minimum compensation level was established at $23,000. The surcharge, added to the unallocated portion of the 14% employer contribution rate is the total amount assigned to the Health Care Fund. The School's contributions for health care for the fiscal years ended June 30, 2016, 2015, and 2014 were $327, $2,354, and $382, respectively. For fiscal year 2016, the full amount is being reported as an accrued wages and benefits. The full amount has been contributed for fiscal years 2015 and 2014.

The SERS Retirement Board establishes the rules for the premiums paid by the retirees for health care coverage for themselves and their dependents or for their surviving beneficiaries. Premiums vary depending on the plan selected, qualified years of service, Medicare eligibility, and retirement status.

The financial reports of SERS' Health Care plan are included in its Comprehensive Annual Financial Report. That report can be obtained on SERS' website at www.ohsers.org under Employers/Audit Resources.

NOTE 12: POST-EMPLOYMENT BENEFITS (Continued)

B. State Teachers Retirement System

Plan Description – STRS Ohio administers a pension plan that is comprised of: a Defined Benefit Plan; a self-directed Defined Contribution Plan, and a Combined Plan that is a hybrid of the Defined Benefit Plan and the Defined Contribution Plan.

Ohio law authorizes STRS Ohio to offer a cost-sharing, multiple employer health care plan. STRS Ohio provides access to health care coverage to eligible retirees who participated in the Defined Benefit or Combined Plans. Coverage under the current program includes hospitalization, physicians' fees, prescription drugs and partial reimbursement of monthly Medicare Part B premiums.

Pursuant to Chapter 3307 of the Revised Code, the Retirement Board has discretionary authority over how much, if any, of the associated health care costs will be absorbed by STRS Ohio. All health care plan enrollees, for the most recent year, pay a portion of the health care costs in the form of a monthly premium.

STRS Ohio issues a stand-alone financial report. Interested parties can view the most recent *Comprehensive Annual Financial Report* by visiting www.strsoh.org or by requesting a copy by calling toll-free 1-888-227-7877.

Funding Policy - Under Ohio law, funding for post-employment health care may be deducted from employer contributions. Of the 14.00 percent employer contribution rate, 0.00 percent of covered payroll was allocated to post-employment health care for the year ended June 30, 2016 and 2015. For the years ended June 30, 2014, and 2013, 1.00 percent of covered payroll was allocated to post-employment health care. The 14.00 percent employer contribution rate is the maximum rate established under Ohio law. The School's contributions for health care for the fiscal years ended June 30, 2016, 2015, and 2014 were $0, 0, and $9,234 respectively. The full amount has been contributed for fiscal years 2016, 2015 and 2014.

NOTE 13 – LONG TERM OBLIGATIONS

The changes in the School's long-term obligations during fiscal year 2016 were as follows:

	Balance as of 6/30/2015	Additons	Deletions	Balance as of 6/30/2016
Loan Payable	$ -	$ 51,033	$ (51,033)	$ -
Net Pension Liability:				
STRS	2,551,025	1,674,701	-	4,225,726
SERS	474,868	69,145	-	544,013
Total Net Pension Liability	3,025,893	1,743,846	-	4,769,739
Total Long-Term Liabilities	$ 3,025,893	$ 1,794,879	$ (51,033)	$ 4,769,739

The School entered into a loan agreement with Friends of E Prep Schools on April 14, 2016 at an interest rate of 1.00% in the amount of 51,033. This loan was repaid by the School as of June 30, 2016.

The net pension liability is discussed further in Note 11.

NOTE 14 – PURCHASED SERVICES

For the fiscal year ended June 30, 2016, purchased service expenses were payments for services rendered by various vendors, and are as follows:

Professional and Technical Services	$ 723,239
Property Services	489,452
Travel Mileage/Meeting	23,771
Communications	13,494
Utilities	47,747
Contracted Craft or Trade Service	274,871
Pupil Transportation	327,617
Total	$ 1,900,191

NOTE 15 – OPERATING LEASES

As of July 2012, the School entered into an agreement with Friends of Breakthrough Schools to occupy and use its current building at 9201 Crane Avenue, Cleveland, Ohio 44105.

NOTE 15 – OPERATING LEASES (Continued)

In April 2013, the School amended its original school building lease with the Friends of Breakthrough Schools. The original lease did not reflect the current market value of real estate within the region. The School's Board and finance committee along with the Breakthrough Charter Schools' Board and finance committee researched comparable market values to determine the agreed rents. The amended lease increased the base rent from $0.24/sq ft to $11.00/sq ft. This increase in base rent was driven by the current market rates and the Board's desire to maintain their current building location, combined with the long-term sustainability of the Breakthrough network of schools.

In December 2013, the School entered into an amended lease agreement with Friends of Breakthrough Real Estate, LLC extending the term of lease through June 30, 2034 or the termination of the Breakthrough Charter Schools agreement.

Rent related expenses under the lease were $328,416 for the fiscal year ended June 30, 2016.

During the remainder of the lease term, the annual rent expense of $568,469 will be allocated between Cleveland Entrepreneurship Preparatory-Woodland Hills and Village Preparatory-Woodland Hills. The allocation will be determined before the commencement of each school year and based on the number of students targeted for enrollment for each school as of June 30th of the prior school year.

NOTE 16 – FISCAL AGENT

The Academic and Business Services Agreement states Breakthrough Charter Schools (BCS) shall be responsible and accountable for the following financial functions:

- Provision of a licensed fiscal officer (treasurer);
- Payment of school expenditures with school funds;
- Maintenance of adequate cash balances to cover payroll and payments to vendors; and
- Payroll.

NOTE 17 – FRIENDS OF BREAKTHROUGH DONATIONS

The School is a separate corporation from Friends of Breakthrough Schools, an Ohio not-for profit corporation. Friends of Breakthrough Schools is an agency that was organized to provide funding for the operations of Breakthrough Charter Schools. As of June 30, 2016, funding provided to the School from Friends of Breakthrough Schools amounted to $108,769 for operating expenses. Of that amount $43,969 has been recorded as a pledge receivable and will be paid during the subsequent school year.

BREAKTHROUGH CHARTER SCHOOLS:
VILLAGE PREPARATORY SCHOOL – WOODLAND HILLS
CUYAHOGA COUNTY, OHIO

Required Supplementary Information
Schedule of the School's Proportionate Share of the Net Pension Liability
School Employees Retirement System of Ohio
Last Three Fiscal Years (1)

	2015	2014	2013
School's Proportion of the Net Pension Liability	0.0095339%	0.0093830%	0.0093830%
School's Proportionate Share of the Net Pension Liability	$ 544,013	$ 474,868	$ 557,977
School's Covered-Employee Payroll	$ 287,018	$ 272,655	$ 180,253
School's Proportionate Share of the Net Pension Liability as a Percentage of its Covered-Employee Payroll	189.54%	174.16%	309.55%
Plan Fiduciary Net Position as a Percentage of the Total Pension Liability	69.16%	71.70%	65.52%

(1) Information prior to 2013 is not available.

Amounts presented as of the School's measurement date which is the prior fiscal period end.

BREAKTHROUGH CHARTER SCHOOLS:
VILLAGE PREPARATORY SCHOOL – WOODLAND HILLS
CUYAHOGA COUNTY, OHIO

Required Supplementary Information
Schedule of the School's Proportionate Share of the Net Pension Liability
State Teachers Retirement System of Ohio
Last Three Fiscal Years (1)

	2015	2014	2013
School's Proportion of the Net Pension Liability	0.01529006%	0.01048792%	0.01048792%
School's Proportionate Share of the Net Pension Liability	$ 4,225,726	$ 2,551,025	$ 3,038,764
School's Covered-Employee Payroll	$ 1,644,821	$ 1,071,577	$ 643,392
School's Proportionate Share of the Net Pension Liability as a Percentage of its Covered-Employee Payroll	256.91%	238.06%	472.30%
Plan Fiduciary Net Position as a Percentage of the Total Pension Liability	72.10%	74.70%	69.30%

(1) Information prior to 2013 is not available.

Amounts presented as of the School's measurement date which is the prior fiscal period end.

BREAKTHROUGH CHARTER SCHOOLS:
VILLAGE PREPARATORY SCHOOL – WOODLAND HILLS
CUYAHOGA COUNTY, OHIO

Required Supplementary Information
Schedule of School Contributions
School Employees Retirement System of Ohio
Last Four Fiscal Years (1)

	2016	2015	2014	2013
Contractually Required Contribution	$ 29,509	$ 37,829	$ 37,790	$ 24,947
Contributions in Relation to the Contractually Required Contribution	(29,509)	(37,829)	(37,790)	(24,947)
Contribution Deficiency (Excess)	-	-	-	-
School Covered-Employee Payroll	$ 210,779	$ 287,018	$ 272,655	$ 180,253
Contributions as a Percentage of Covered-Employee Payroll	14.00%	13.18%	13.86%	13.84%

(1) Information prior to 2013 is not available due to the School beginning operations in the 2012-2013 school year.

BREAKTHROUGH CHARTER SCHOOLS:
VILLAGE PREPARATORY SCHOOL – WOODLAND HILLS
CUYAHOGA COUNTY, OHIO

Required Supplementary Information
Schedule of School Contributions
State Teachers Retirement System of Ohio
Last Four Fiscal Years (1)

	2016	2015	2014	2013
Contractually Required Contribution	$ 280,602	$ 230,275	$ 139,305	$ 83,641
Contributions in Relation to the Contractually Required Contribution	(280,602)	(230,275)	(139,305)	(83,641)
Contribution Deficiency (Excess)	$ -	$ -	$ -	$ -
School Covered-Employee Payroll	$ 2,004,300	$ 1,644,821	$ 1,071,577	$ 643,392
Contributions as a Percentage of Covered-Employee Payroll	14.00%	14.00%	13.00%	13.00%

(1) Information prior to 2013 is not available due to the School beginning operations in the 2012-2013 school year.

Rea & associates a brighter way

January 25, 2017

To the Board of Trustees
Breakthrough Charter Schools:
Village Preparatory School - Woodland Hills
9201 Crane Avenue
Cleveland, Ohio 44105

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*

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 Breakthrough Charter Schools: Village Preparatory School – Woodland Hills, Cuyahoga County, Ohio (the School) as of and for the year ended June 30, 2016, and the related notes to the financial statements, which collectively comprise the School's basic financial statements, and have issued our report thereon dated January 25, 2017.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the School's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the School's internal control. Accordingly, we do not express an opinion on the effectiveness of the School's internal control.

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

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

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the School’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 determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards.*

Purpose of this Report

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

Rea & Associates, Inc.

Medina, Ohio

January 25, 2017

To the Board of Trustees
Breakthrough Charter Schools:
Village Preparatory School - Woodland Hills
9201 Crane Avenue
Cleveland, Ohio 44105

Independent Auditor's Report on Compliance for Each Major Federal Program and Report on Internal Control over Compliance Required by Uniform Guidance

Report on Compliance for Each Major Federal Program

We have audited Breakthrough Charter Schools: Village Preparatory School - Woodland Hills, Cuyahoga County, Ohio (the School) 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 School's major federal programs for the year ended June 30, 2016. The School'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 School'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 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 School'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 School's compliance.

Basis for Qualified Opinion on Title I

As described in the accompanying schedule of findings and questioned costs, the School did not comply with requirements regarding CFDA 84.010 Title I as described in finding number 2016-001 for Level of Effort - Maintenance of Effort. Compliance with such requirements is necessary, in our opinion, for the School to comply with the requirements applicable to that program.

Qualified Opinion on Title I

In our opinion, except for the noncompliance described in the Basis for Qualified Opinion paragraph, the School complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on Title I for the year ended June 30, 2016.

Other Matters

The School's response to the noncompliance finding identified in our audit is described in the accompanying corrective action plan. The School's response was not subjected to the auditing procedures applied in the audit of compliance and, accordingly, we express no opinion on the response.

Report on Internal Control over Compliance

Management of the School 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 School's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the School'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 and therefore, material weaknesses or significant deficiencies may exist that were not identified. However, we identified a deficiency in internal control over compliance, as described in the accompanying schedule of findings and questioned costs as item 2016-001, that we consider to be a material weakness.

The School's response to the internal control over compliance finding identified in our audit is described in the accompanying corrective action plan. The School's response was not subjected to the auditing procedures applied in the audit of compliance and, accordingly, we express no opinion on the response.

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.

Rea & Associates, Inc.

Medina, Ohio

BREAKTHROUGH CHARTER SCHOOLS:
VILLAGE PREPARATORY SCHOOL - WOODLAND HILLS
CUYAHOGA COUNTY, OHIO

Schedule of Expenditures of Federal Awards
For the Fiscal Year Ended June 30, 2016

Federal Grantor Pass Through Grantor Program Title	Federal CFDA Number	Program Year	Federal Expenditures	Passed Through to Subrecipients
U.S. Department of Agriculture				
Passed Through the Ohio Department of Education				
Children Nutrition Cluster:				
School Breakfast Program	10.553	2016	$ 109,096	0
National School Lunch Program	10.555	2016	192,166	0
Total Nutrition Cluster			301,262	0
Fresh Fruit and Vegetable	10.582	2016	19,322	0
Total U.S. Department of Agriculture			320,584	0
U.S. Department of Education				
Passed Through the Ohio Department of Education				
Title I	84.010	2016	425,405	0
Special Education Grants to States	84.027	2016	66,397	0
Improving Teacher Quality State Grants	84.367	2016	20,288	0
Passed through Breakthrough Charter Schools:				
Teacher Incentive Fund	84.374	2016	266,986	0
Total U.S. Department of Education			779,076	0
Total Federal Assistance			$ 1,099,660	0

The accompanying notes to this schedule are an integral part of this schedule.

Notes to the Schedule of Expenditures of Federal Awards
2 CFR 200.510(b)(6)
For the Year Ended June 30, 2016

NOTE A – BASIS OF PRESENTATION

The accompanying Schedule of Expenditures of Federal Awards (the Schedule) includes the federal award activity of Breakthrough Charter Schools: Village Preparatory School – Woodland Hills, Cuyahoga County, Ohio (the School) under programs of the federal government for the year ended June 30, 2016. The information on this Schedule is prepared 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 School, it is not intended to and does not present the financial position, changes in net position, or cash flows of the School's basic financial statements.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Expenditures reported on the Schedule are reported on the cash 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 may or may not be allowable or may be limited as to reimbursement. The School has elected not to use the 10-percent de minimis indirect cost rate as allowed under the Uniform Guidance.

NOTE C - CHILD NUTRITION CLUSTER

The School commingles cash receipts from the U.S. Department of Agriculture with similar State grants. When reporting expenditures on this Schedule, the School assumes it expends federal monies first.

BREAKTHROUGH CHARTER SCHOOLS:
VILLAGE PREPARATOY SCHOOL - WOODLAND HILLS
CUYAHOGA COUNTY, OHIO

Schedule of Findings and Questioned Costs
2 CFR § 200.515
June 30, 2016

1. SUMMARY OF AUDITOR'S RESULTS

(d) (1) (i)	Type of Financial Statement Opinion	Unmodified
(d) (1) (ii)	Were there any material control weakness conditions reported at the financial statement level (GAGAS)?	No
(d) (1) (ii)	Were there any other significant deficiency conditions reported at the financial statement level (GAGAS)?	No
(d) (1) (iii)	Were there any reported material non-compliance at the financial statement level (GAGAS)?	No
(d) (1) (iv)	Were there any material internal control weakness conditions reported for major federal programs?	Yes
(d) (1) (iv)	Were there any significant deficiencies in internal control reported for major federal programs?	No
(d) (1) (v)	Type of Major Programs' Compliance Opinion	Qualified
(d) (1) (vi)	Are there any reportable findings under 2 CFR § 200.516(a)?	Yes
(d) (1) (vii)	Major Programs (list): Title I	 CFDA #84.010
(d) (1) (viii)	Dollar Threshold: Type A/B Programs	Type A: > $750,000 Type B: All others
(d) (1) (ix)	Low Risk Auditee under 2 CFR §200.520?	Yes

2. FINDINGS RELATED TO THE FINANCIAL STATEMENTS REQUIRED TO BE REPORTED IN ACCORDANCE WITH GAGAS

None noted.

3. FINDINGS AND QUESTIONED COSTS FOR FEDERAL AWARDS

Finding Number: 2016-001 – Material Weakness/Material Non-Compliance – Level of Effort - Maintenance of Effort

Federal Programs: Title I
CFDA Numbers: 84.010
Federal Award Number/Year: 2016
Federal Agency: U.S. Department of Education
Pass-Through Entity: Ohio Department of Education (ODE)

Criteria: 34 CFR part 299.5 (a) *General.* An Local Education Agency (LEA) receiving funds under an applicable program listed in paragraph (b) of this section may receive its full allocation of funds only if the State Education Agency (SEA) finds that either the combined fiscal effort per student or the aggregate expenditures of State and local funds with respect to the provision of free public education in the LEA for the preceding fiscal year was not less than 90 percent of the combined fiscal effort per student or the aggregate expenditures for the second preceding fiscal year. In Ohio, the SEA prepares the calculation from information provided by the LEA through EMIS. The Office of Federal Programs (OFP) uses the final EMIS Student Reporting Period S (student FTE data) and EMIS Period H (fiscal) data reported by LEAs for the MOE determination.

Condition: During our testing we noted the School was not able to reconcile the Period H reports submitted through EMIS to the accounting ledgers.

Cause: The School did not implement policies and procedures to ensure complete and accurate period H reporting.

Effect: The information submitted through the EMIS system for the Period H reports did not reconcile to the School's accounting ledgers.

Recommendation: We recommend the School establish procedures to ensure complete and accurate Period H reporting.

Management's Response: See corrective action plan.

BREAKTHROUGH CHARTER SCHOOLS:
VILLAGE PREPARATOY SCHOOL - WOODLAND HILLS
CUYAHOGA COUNTY, OHIO

Corrective Action Plan
2 CFR § 200.511(c)
June 30, 2016

Finding Number	**Planned Corrective Action**	**Anticipated Completion Date**	**Responsible Contact Person**
2016-001	A new firm with significant experience in formatting data according to state specifications was hired to perform the QuickBooks to Period H conversion in fiscal year 2015 and fiscal year 2016. Data is now transferred in a manner that ensures adequate time to review and make necessary corrections prior to EMIS Period H submission.	Completed in fiscal year 2015	Doug Mangen - Treasurer