Financial Statements and Supplementary Schedule Together with Reports of Independent Certified Public Accountants

ICAHN CHARTER SCHOOL 5

June 30, 2016 and 2015

TABLE OF CONTENTS

	Page
Report of Independent Certified Public Accountants	1 - 2
Financial Statements	
Statements of Financial Position as of June 30, 2016 and 2015	3
Statements of Activities for the Years Ended June 30, 2016 and 2015	4
Statements of Cash Flows for the Years Ended June 30, 2016 and 2015	5
Notes to Financial Statements	6 - 10
Report of Independent Certified Public Accountants on Internal Control Over Financial Reporting and on Compliance and Other Matters as required by <i>Government Auditing Standards</i>	11 - 12
Supplementary Information	
Schedule of Functional Expenses for the Year Ended June 30, 2016, with	14



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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Board of Directors of the **Icahn Charter School 5**

Report on the financial statements

We have audited the accompanying financial statements of Icahn Charter School 5 (the "Charter School"), which comprise the statements of financial position as of June 30, 2016 and 2015, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Charter School's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Charter School's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Charter School as of June 30, 2016 and 2015, 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.

Other matters

Supplementary information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The Schedule of Functional Expenses 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 the information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the 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 November 1, 2016, on our consideration of the Charter School's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Charter School's internal control over financial reporting and compliance.

New York, New York November 1, 2016

Grant Thornton LLP

Statements of Financial Position

As of June 30, 2016 and 2015

	2016	2015
ASSETS		
Cash and cash equivalents Grants and contracts receivable	\$ 1,446,536 81,058	\$ 1,030,266 126,615
Due from school district Prepaid expenses	56,820 44,806	- 50,609
Contributions and other receivables Capital assets, net	21,097 194,568	6,766 236,092
Total assets	\$ 1,844,885	\$ 1,450,348
LIABILITIES AND NET ASSETS		
LIABILITIES		
Accounts payable and accrued expenses	\$ 283,624	\$ 137,238
Accrued payroll and benefits Due to school districts	312,539	313,429
Deferred revenue	167,245	1,763 105,417
Obligation under capital lease	6,955	11,351
Total liabilities	770,363	569,198
Commitments and contingencies		
NET ASSETS - unrestricted	1,074,522	881,150
Total liabilities and net assets	\$ 1,844,885	\$ 1,450,348

Statements of Activities

For the years ended June 30, 2016 and 2015

		2016		2015
DEVENIUE CADICAND OTHER GURDORT				
REVENUES, GAINS AND OTHER SUPPORT Public School District:				
Resident student enrollment	\$	3,473,263	\$	2,956,537
Students with disabilities	Ψ	40,240	Ψ	20,975
Grants and contracts:		,		,
State and local		662,423		775,180
Federal - Title and IDEA		106,384		81,127
Federal - other		45,396		131,840
Other grants		16,609		16,300
Total revenues, gains and other support		4,344,315		3,981,959
EXPENSES				
Program services:				
Regular education		3,372,242		2,980,297
Special education		109,044		102,127
Total program services		3,481,286		3,082,424
Supporting services:				
Management and general		688,808		631,997
Total operating expenses		4,170,094		3,714,421
Surplus from school operations		174,221	_	267,538
OTHER REVENUE				
Contributions:				
Foundation		15,970		31,941
Corporation		-		46,804
Interest income		1,864		154
Miscellaneous income		1,317		1,358
Total other revenue		19,151		80,257
Change in net assets		193,372		347,795
Net assets, beginning of year		881,150		533,355
Net assets, end of year	\$	1,074,522	\$	881,150

The accompanying notes are an integral part of these statements.

Statements of Cash Flows

For the years ended June 30, 2016 and 2015

	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash receipts from:		
Public school district	\$ 3,535,091	\$ 2,964,865
Grants and contracts	861,429	933,538
Contributions	-	95,278
Interest	1,864	154
Other	1,317	1,358
Cash payments for:	,	,
Vendors	(1,415,792)	(1,510,649)
Employee salaries and benefits	(2,456,439)	(1,953,375)
Net cash provided by operating activities	527,470	531,169
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of furniture, fixtures and equipment	(106,804)	(153,103)
CASH FLOWS FROM FINANCING ACTIVITIES		
Capital lease payments	(4,396)	(4,214)
Net increase in cash and cash equivalents	416,270	373,852
Cash and cash equivalent, beginning of year	1,030,266	656,414
Cash and cash equivalents, end of year	\$ 1,446,536	\$ 1,030,266
Reconciliation of change in net assets to net cash provided by		
operating activities:		
Change in net assets	\$ 193,372	\$ 347,795
Adjustments to reconcile change in net assets to net cash provided by		
operating activities:		
Depreciation	148,328	133,887
Change in assets and liabilities:	45.555	(50,000)
Grants and contracts receivable	45,557	(70,909)
Due from school district	(56,820)	- (5.005)
Prepaid expenses	5,803	(5,287)
Contributions and other receivables	(14,331)	(4,442)
Accounts payable and accrued expenses	146,386	55,624
Accrued payroll and benefits	(890)	64,410
Due to school districts	(1,763)	1,763
Deferred revenue	61,828	8,328
Net cash provided by operating activities	\$ 527,470	\$ 531,169

The accompanying notes are an integral part of these statements.

Notes to Financial Statements June 30, 2016 and 2015

1. NATURE OF OPERATIONS

The Icahn Charter School 5 (the "Charter School") is an educational corporation formed to operate a charter school located in the City of New York, County of the Bronx. On January 12, 2010, the Board of Regents of the University of the State of New York, for and on behalf of the State Education Department, granted a provisional charter valid for a term of five years, incorporating the Charter School. The charter was last renewed in 2016 for a term up through and including fiscal 2021.

The central mission of the Charter School, using the Core Knowledge curriculum developed by E.D. Hirsch, is to provide students with a rigorous academic program offered in an extended day/year setting. Students are expected to graduate armed with the skills and knowledge to participate successfully in the most rigorous academic environments and have a sense of personal and community responsibility. The Charter School is coeducational and nonsectarian and commenced instruction on September 12, 2011.

The Charter School is exempt from federal income tax under Section 501(a) of the Internal Revenue Code and is classified as an organization described in Section 501(c)(3).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Charter School prepares its financial statements on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The financial statement presentation conforms with U.S. GAAP for non-profit organization, which requires the classification of activities and net assets based upon the existence or absence of donor-imposed restrictions, as follows:

<u>Unrestricted</u> - Net assets that are not subject to donor-imposed stipulations and, therefore, may be expended for any purpose in performing the primary objective of the Charter School.

<u>Temporarily Restricted</u> - Net assets subject to donor-imposed restrictions that will be satisfied either by actions of the Charter School or the passage of time. At June 30, 2016 and 2015, the Charter School did not have any temporarily restricted net assets.

<u>Permanently Restricted</u> - Net assets subject to donor-imposed restrictions stipulating that the corpus be maintained in perpetuity by the Charter School, but permit the Charter School to expend all or part of the income derived there from. At June 30, 2016 and 2015, the Charter School did not have any permanently restricted net assets.

Revenue

Revenue is recorded on the accrual basis of accounting. The Charter School derives its revenue primarily from state and local capitation from the public school districts based on student enrollment, contributions and grants.

Notes to Financial Statements June 30, 2016 and 2015

Revenues are reported as increases in unrestricted net assets unless use of the related assets is limited by explicit donor-imposed restrictions. Public school district revenues (state and local capitation) received from the New York City Department of Education Office of Charter Schools are recognized over the period earned. Amounts received in advance are reported as deferred revenue.

Revenue from grants and contracts is recognized as the related expenses are incurred in accordance with the terms of the respective grant or contract agreement. Amounts received in advance are reported as deferred revenues.

The Charter School records contributions of cash and other assets when an unconditional promise to give such assets is received from a donor. Contributions are recorded at the fair market value of the assets received and are classified as either unrestricted, temporarily restricted or permanently restricted, depending on whether the donor has imposed a restriction on the use of such assets.

The Charter School reports gifts of cash or other assets as temporarily restricted support if they are received with donor stipulations that limit the use of the donated assets. Contributions not expected to be received within one year are recognized as temporarily restricted support and are discounted using a credit adjusted discount rate assigned in the year the pledge originates. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions. Donor-restricted contributions whose restrictions are met in the same fiscal year are reported as unrestricted revenues.

Receivables

Receivables contain some level of uncertainty surrounding timing and amount of collection. As such, the carrying value of the related receivables is reduced by an appropriate allowance for uncollectible accounts. The Charter School determines its allowance by considering a number of factors, including the length of time receivables are past due, the Charter School's previous loss history, the donor's current ability to pay its obligation, and the condition of the general economy and the industry as a whole. Receivable outstanding longer than the payment terms are considered past due. As of June 30, 2016 and 2015, there was no allowance for uncollectible receivables. Contributions and other receivables as of June 30, 2016 and 2015 are expected to be collected within one year.

The Charter School writes off receivables when they are deemed to be uncollectible, and payments subsequently received on such receivables are recorded as income in the period received.

Cash and Cash Equivalents

Cash and cash equivalents are recorded at fair value, and are comprised of highly liquid financial instruments with original maturities of three months or less at the time of purchase. Included in cash and cash equivalents at June 30, 2016 and 2015 is a reserve fund of \$75,000 to cover debts in the event of the Charter School's dissolution.

Concentration of Credit Risk

Certain financial instruments potentially subject the Charter School to concentration of credit risk. These financial instruments consist primarily of cash and cash equivalents. The Charter School maintains its cash

Notes to Financial Statements June 30, 2016 and 2015

in various bank accounts, which may exceed federally insured limits at times. The Charter School has not experienced, nor does it anticipate, any losses with respect to these bank accounts.

Capital Assets

Furniture, fixtures, equipment, library and textbooks are stated at cost net of depreciation, or fair value at date of contribution, if donated. The Charter School capitalizes all property and equipment with a cost of at least \$1,000 and an estimated useful life of more than one year. Depreciation of furniture, fixtures, equipment, library, software and textbooks is computed in the month in which the assets are acquired, utilizing the straight-line basis, over their estimated useful lives, as follows:

	Useful Lives
Furniture and fixtures	3 years
Equipment	3-5 years
Library, software and textbooks	3 years

Taxes

The Charter School recognizes or derecognizes a tax position based on a "more likely than not" threshold. This applies to positions taken or expected to be taken in a tax return. The Charter School evaluated its tax positions and concluded that there are no uncertain tax positions within its financial statements. The tax years ended 2013, 2014, 2015 and 2016 are still open to audit for both federal and state purposes.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

3. CAPITAL ASSETS, NET

At June 30, 2016 and 2015, capital assets consisted of the following:

	2016		2015	
Library, software and textbooks Equipment Furniture and fixtures	\$	39,306 565,338 76,059 680,703	\$	27,987 497,543 48,369 573,899
Less: Accumulated depreciation	\$	(486,135) 194,568	\$	(337,807) 236,092

Included in equipment as of June 30, 2016 and 2015 are assets acquired under capital leases at a cost of approximately \$22,000 with accumulated depreciation of approximately \$15,000 and \$11,000, respectively.

Notes to Financial Statements
June 30, 2016 and 2015

Depreciation expense totaled approximately \$148,000 and \$134,000 for the years ended June 30, 2016 and 2015, respectively.

4. RELATED PARTY TRANSACTIONS

Legal services are provided by the Inwood Opportunity LLC, a foundation for which Carl C. Icahn serves as a trustee, at no cost to the Charter School. These amounts have not been reflected as in-kind contributions in the accompanying financial statements, as neither the Charter School nor the Company has a readily measurable or objective basis for determining such amounts.

The Charter School utilizes certain facilities provided by Inwood Opportunity, an Organization affiliated with the Company, at no cost. The fair value of cost savings associated with such arrangement which totaled approximately \$644,000 and \$758,000 for the years ended June 30, 2016 and 2015, respectively, and is recognized as revenue within state and local grants, and also included within expenses in the statement of activities.

Certain expenses are shared amongst the seven Icahn Charter Schools (affiliated entities) and amounts may also be received on behalf of another Icahn Charter School. Shared expenses primarily related to prorated salaries, based on student enrollment, for administers at Icahn Charter School 1 who serve in a management capacity at the Charter School. Icahn Charter School 5 is also located in a building shared with Icahn Charter School 3 and Icahn Charter School 4. The three schools share certain resources that generate expenses that are prorated between the schools. At June 30, 2016 and 2015, accounts payable and accrued expenses included approximately \$227,000 and \$92,000, respectively, and other receivables included approximately \$18,000 and \$6,000, respectively, pertaining to these related party transactions.

5. CONTRIBUTED SERVICES

The Charter School utilizes certain transportation and food services provided by the New York City public school system at no cost. The Charter School is unable to determine the fair value for these services, and as such this is not reflected on the accompanying financial statements.

6. CONCENTRATION OF REVENUES

The Charter School receives a majority of its revenues from the New York State Education Department through the New York City Department of Education Office of Charter Schools. The New York City Department of Education provides general operating support to the Charter School based upon the location and the number of students enrolled. Operating support provided to the Charter School by the New York City Department of Education totaled approximately \$3,514,000 and \$2,978,000 for the years ended June 30, 2016 and 2015, respectively. The Charter School is dependent upon this level of funding in order to continue its operations.

7. OBLIGATION UNDER CAPITAL LEASE

A long-term lease covering equipment is classified as a capital lease. Accordingly, equipment is capitalized as leased property and amortized on a straight-line basis over the term of the lease. The corresponding obligation under the capital lease represents the present value of the rental payments discounted by interest rates implicit in the lease agreement.

Notes to Financial Statements June 30, 2016 and 2015

Annual payments due subsequent to June 30, 2016 follow:

Year Ending June 30,	
2017	\$ 4,794
2018	2,397
Total	7,191
Less: interest	(236)
	\$ 6,955

8. PENSION PLAN

The Charter School has a defined contribution plan (the "Plan"), administered by T Rowe Price, for all full-time personnel. Contributions by the Charter School to the Plan totaled approximately \$54,000 and \$45,000 for the years ended June 30, 2016 and 2015, respectively.

9. COMMITMENTS AND CONTINGENCIES

Government Agency Audits

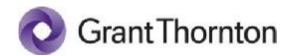
The Charter School participates in a number of federal and state programs. These programs require that the Charter School comply with certain requirements of laws, regulations, contracts, and agreements applicable to the programs in which it participates. All funds expended in connection with government grants and contracts are subject to audit by government agencies. While the ultimate liability, if any, from such audits of government contracts by government agencies is presently not determinable, it should not, in the opinion of management, have a material effect on the Charter School's financial position or change in net assets. Accordingly, no provision for any such liability that may result has been made in the accompanying financial statements.

Litigation

The Charter School may be involved in various legal actions from time to time arising in the normal course of business. In the opinion of management, there are no matters outstanding that would have a material adverse effect on the financial statements of the Charter School.

10. SUBSEQUENT EVENTS

The Charter School evaluated its June 30, 2016 and 2015 financial statements for subsequent events through November 1, 2016, the date the financial statements were available to be issued. The Charter School is not aware of any subsequent events which would require recognition or disclosure in the accompanying financial statements.



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

To the Board of Directors of the **Icahn Charter School 5**

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Icahn Charter School 5 (the "Charter School"), which comprise the statement of financial position as of June 30, 2016, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated November 1, 2016.

Internal control over financial reporting

In planning and performing our audit of the financial statements, we considered the Charter School's internal control over financial reporting ("internal control") to design 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 internal control. Accordingly, we do not express an opinion on the effectiveness of the Charter 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 Charter School'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 the Charter School's internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and other matters

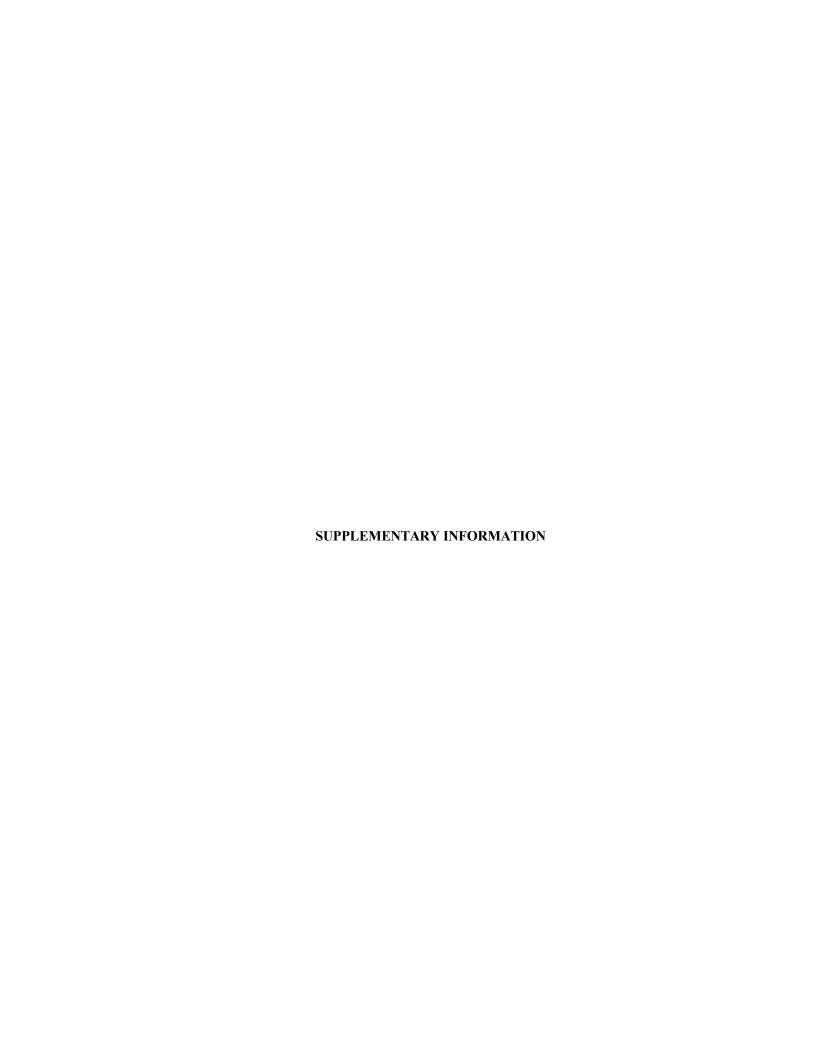
As part of obtaining reasonable assurance about whether the Charter School's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material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

Intended purpose

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

New York, New York November 1, 2016

Grant Thornton LLP



Schedule of Functional Expenses

For the year ended June 30, 2016, with comparative totals for 2015

Program Services			_			
	Regular	Special		Management	2016	2015
	Education	Education	Total	and General	Total	Total
PERSONNEL SERVICE COSTS:			-			
Administrative staff personnel	\$ 186,056	\$ -	\$ 186,056	\$ 203,657	\$ 389,713	\$ 352,568
Instructional personnel	1,453,901	_	1,453,901	=	1,453,901	1,123,016
Non-instructional personnel				177,463	177,463	170,757
Total personnel service costs	1,639,957	-	1,639,957	381,120	2,021,077	1,646,341
Fringe benefits and payroll taxes	313,896	-	313,896	66,433	380,329	326,319
Retirement	43,149	_	43,149	10,993	54,142	45,126
Accounting/audit services	22,302	1,890	24,192	4,987	29,179	27,121
Other purchased/professional/consulting services	15,816	40,240	56,056	1,044	57,100	30,676
Building and land rent/lease	491,880	41,681	533,561	109,996	643,557	758,441
Repairs and maintenance	77,499	738	78,237	16,129	94,366	77,571
Insurance	32,250	-	32,250	6,648	38,898	32,219
Utilities	63,581	5,170	68,751	14,173	82,924	73,459
Supplies/materials	111,618	4,517	116,135	-	116,135	167,646
Equipment/furnishings	8,817	_	8,817	1,757	10,574	8,388
Staff development	183,846	-	183,846	-	183,846	114,824
Marketing/recruitment	3,479	_	3,479	717	4,196	2,396
Technology	72,372	669	73,041	15,058	88,099	73,121
Telephone	3,790	321	4,111	847	4,958	5,909
Food service	4,319	-	4,319	-	4,319	4,096
Student services	127,307	2,526	129,833	-	129,833	121,466
Office expense	20,034	1,677	21,711	24,790	46,501	35,263
Depreciation	115,293	9,589	124,882	23,446	148,328	133,887
Other	21,037	26	21,063	10,670	31,733	30,152
Total expenses	\$ 3,372,242	\$ 109,044	\$ 3,481,286	\$ 688,808	\$ 4,170,094	\$ 3,714,421

This schedule should be read in conjunction with the report of independent certified public accountants.