



**Consolidated Financial Statements, Supplemental Information
and Reports Required Under Government Auditing Standards and
the Uniform Guidance**

**American Student Assistance
and Subsidiary**

December 31, 2021 and 2020



AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Consolidated Financial Statements, Supplemental Information and Reports Required for Audits in Accordance with Government Auditing Standards and the Uniform Guidance

Table of Contents

Consolidated Financial Statements:

Independent Auditors' Report	1-2
Consolidated Statements of Financial Position	3
Consolidated Statements of Activities	4
Consolidated Statements of Cash Flows	5
Notes to Consolidated Financial Statements	6-22

Supplemental Information:

Consolidated Schedule of Expenditures of Federal Awards	23
Notes to Consolidated Schedule of Expenditures of Federal Awards	24-25

Reporting Under Government Auditing Standards:

Independent Auditors' Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i>	26-27
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Reporting Under the Uniform Guidance:

Independent Auditors' Report on Compliance For Each Major Federal Program and Report on Internal Control Over Compliance Required by the Uniform Guidance	28-29
Schedule of Findings and Questioned Costs	30-31



Mayer Hoffman McCann P.C.
500 Boylston Street ■ Boston, MA 02116
Main: 617.761.0600 ■ Fax: 617.761.0601
www.cbiz.com/newengland

Independent Auditors' Report

Board of Directors
Massachusetts Higher Education Assistance Corporation
d/b/a American Student Assistance

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of the Agency Operating Fund for Massachusetts Higher Education Assistance Corporation d/b/a American Student Assistance ("ASA"), which comprise the consolidated statements of financial position as of December 31, 2021 and 2020, and the related consolidated statements of activities and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of ASA as of December 31, 2021 and 2020, 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 in accordance with auditing standards generally accepted in the United States of America ("GAAS") and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of ASA 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 Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 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 consolidated financial statements.



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

- Exercise professional judgment and maintain professional skepticism throughout the audits.
- Identify and assess the risks of material misstatement of the consolidated 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 consolidated financial statements.
- Obtain an understanding of internal control relevant to the audits 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 ASA'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 consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about ASA'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.

Emphasis of Matter

As discussed in Note 2 to the consolidated financial statements, in 2021, ASA adopted Accounting Standards Update ("ASU") No. 2016-02, *Leases* (Topic 842), as amended. Our opinion is not modified with respect to this matter.

Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying 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 consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audits of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with GAAS. In our opinion, the information is fairly stated, in all material respects, in relation to the consolidated 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 May 9, 2022 on our consideration of ASA'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 ASA'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 ASA's internal control over financial reporting and compliance.

Maya Heyman McCann P.C.

May 9, 2022
Boston, Massachusetts

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Consolidated Statements of Financial Position

(Dollars in Thousands)

December 31,

	2021	2020
Assets		
Cash and cash equivalents	\$ 73,556	\$ 99,741
Other receivables	4,733	6,358
Receivable from Federal Fund	64,238	-
Prepaid expenses and deposits	1,876	1,592
Investments	926,482	712,870
Other assets	393	507
Right of use asset	13,447	-
Pension asset	-	260
Property and equipment, net	5,985	7,036
	<u>5,985</u>	<u>7,036</u>
Total assets	<u>\$ 1,090,710</u>	<u>\$ 828,364</u>
Liabilities and Net Assets		
Liabilities:		
Accounts payable and accrued expenses	\$ 26,461	\$ 11,064
Bond payable	99,053	-
Lease liability	16,573	3,235
Other liabilities	3,433	3,855
	<u>3,433</u>	<u>3,855</u>
Total liabilities	<u>\$ 145,520</u>	<u>18,154</u>
Net assets without donor restrictions	<u>945,190</u>	<u>810,210</u>
Total liabilities and net assets	<u>\$ 1,090,710</u>	<u>\$ 828,364</u>

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Consolidated Statements of Activities

(Dollars in Thousands)

Years Ended December 31,

	2021	2020
Operating revenues:		
Account maintenance fees	\$ 9,437	\$ 10,575
Default aversion fees	2,347	3,115
Lost revenue reimbursement	64,238	-
Defaulted loan recoveries - net of reimbursement to the U.S. Department of Education:		
Regular collections	427	2,012
Consolidation collections	5,672	10,004
Rehabilitation collections	16,906	42,466
Grants and contracts	3,275	1,862
Other debt management services	132	196
	<hr/>	<hr/>
Gross revenues	102,434	70,230
Service fees due to third party servicer	\$ 32,635	29,905
	<hr/>	<hr/>
Total revenue available for operations	69,799	40,325
Operating expenses:		
Employee compensation and fringe benefit costs	14,115	14,316
Depreciation and amortization expenses	2,222	2,095
Occupancy and building costs	1,957	2,184
Office expenses	404	485
Professional fees and services	8,705	9,948
Information systems equipment and maintenance	3,788	3,833
Travel and industry related activities	148	106
Grant expense	11,850	5,559
Funding for strategic programs	298	347
Interest expense	2,212	-
Other expenses	1,307	886
	<hr/>	<hr/>
Total operating expenses	47,006	39,759
Increase in net assets from operating activities	22,793	566
Non-operating gain (expense):		
Net investment return	112,543	91,008
Loss on pension plan	(89)	(12,195)
Non-operating expense	(267)	(899)
	<hr/>	<hr/>
Total non-operating gain	112,187	77,914
Change in net assets	134,980	78,480
Net assets without donor restrictions, beginning of year	810,210	731,730
	<hr/>	<hr/>
Net assets without donor restrictions, end of year	\$ 945,190	\$ 810,210

See accompanying notes to the consolidated financial statements.

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Consolidated Statements of Cash Flows

(Dollars in Thousands)

Years Ended December 31,

	2021	2020
Cash flows from operating activities:		
Change in net assets	\$ 134,980	\$ 78,480
Adjustments to reconcile change in net assets to cash provided by (used in) operating activities:		
Depreciation and amortization expenses	2,222	2,095
Net realized and unrealized gain on investments	(112,543)	(91,008)
Changes in assets and liabilities:		
Prepaid expenses and deposits	(284)	586
Receivable from Federal Fund	(64,238)	-
Other receivables	1,625	3,684
Right of use asset	(13,447)	-
Other assets	114	144
Pension asset	260	11,865
Accounts payable and accrued expenses	15,397	(995)
Lease liability	13,338	(83)
Other liabilities	(422)	(901)
	(22,998)	3,867
Net cash provided by (used in) operating activities		
Cash flows from investing activities:		
Purchases of investments	(104,875)	(27,179)
Sales and maturities of investments	3,806	86,629
Additions to property and equipment	(1,089)	(978)
	(102,158)	58,472
Net cash provided by (used in) investing activities		
Cash flows from financing activities:		
Proceeds from bond payable	98,971	-
	98,971	-
Net cash provided by financing activities		
Increase (decrease) in cash and cash equivalents	(26,185)	62,339
Cash and cash equivalents, beginning of year	99,741	37,402
Cash and cash equivalents, end of year	\$ 73,556	\$ 99,741

See accompanying notes to the consolidated financial statements.

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Financial Statements

(Dollars in Thousands)

Note 1 - Organization

American Student Assistance (“ASA”) is a private nonprofit with a mission to help students know themselves, know their options, and make informed decisions to achieve their education and career goals. ASA fulfills their mission by providing tools and resources to students online, in classrooms, and through community-based organizations. ASA is committed to helping students explore education and career options starting in middle school, experiment through hands-on opportunities, and execute a plan to meet their goals. ASA’s innovative programs and partnerships, combined with a robust research agenda and advocacy platform, enable ASA to provide meaningful impact to young people on a national scale.

Massachusetts Higher Education Assistance Corporation (“MHEAC”) is the legal name of ASA. ASA has a legacy of more than 60 years of working directly with students. Under the Higher Education Act of 1965, as amended (the “Act”), ASA is considered to be a Federal Family Education Loan Program (“FFELP”) guaranty agency and is required to maintain and account for activities within two separate funds; an Agency Operating Fund (the “Operating Fund”) and a Federal Fund (the “Federal Fund”), which is owned and regulated by the U.S. Department of Education (“ED”). The Operating Fund is used to record the financial activities incurred by ASA in fulfilling its corporate mission while ASA operates the Federal Fund on behalf of ED. The financial activities applicable to the Federal Fund are reported in a separate set of financial statements.

ASA’s current mission builds upon its years of experience helping students and young people achieve their goals.

ASA’s portfolio under management was approximately \$14.9 billion and \$17.0 billion for the years ended December 31, 2021 and 2020, respectively. ASA’s defaulted loan portfolio under management was approximately \$1.5 billion for the years ended December 31, 2021 and 2020. ASA paid claims for defaulted loans guaranteed in prior years of approximately \$230.3 million and \$232.3 million for the years ended December 31, 2021 and 2020, respectively. Recent experience shows that the collection activity that ASA undertakes tends to peak in the second and third years after the year a claim is paid, and accordingly, ASA’s ability to earn fees on collections follows those patterns.

ASA maintains an outsourced agreement with another FFELP guaranty agency to carry out a significant portion of the activities that previously were performed directly by ASA. Such outsourcing provides for compensation of this party a significant portion of the revenues which are included in service fees due to third party servicer in the Consolidated Statements of Activities. The agreement began January 1, 2018 and runs for a period of five years and provides for cancelation with due notice among other terms as provided for under the agreement. ASA remains directly responsible for compliance with the attributes of the program and continues to be a guaranty agency notwithstanding these arrangements.

ASA and the Federal Fund operate in a complex regulatory environment that evolves as laws, funding and other factors change over time. While reporting is based on current agreements, changes may occur in the future which could have a significant effect on ASA and the Federal Fund. ASA also continues to develop new services to assist students and parents in successfully completing a program of education financing and repayment.

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Financial Statements

(Dollars in Thousands)

Note 1 - Organization (Continued)

Consolidated Financial Statement Presentation

ASA's consolidated financial statements are prepared on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America. ASA holds certain assets in a subsidiary entity that has been consolidated within these financial statements. All significant intercompany transactions have been eliminated in consolidation.

Accounting within the Consolidated Statements of Financial Position and Activities is based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

Net Assets Without Donor Restrictions - Net assets available for general use and not subject to donor restrictions. The Board of Directors has designated from net assets without donor restrictions amounts for the Chief Executive Officer's Strategic Initiative Fund. Net assets without donor restrictions also include the investment in property and equipment.

Net Assets With Donor Restrictions - Net assets subject to donor-imposed restrictions. Some donor-imposed restrictions are temporary in nature that may or will be met, either by the passage of time or the events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. Currently, no net assets or activities of ASA have donor restrictions.

All dollar amounts, unless otherwise noted, are expressed in thousands.

Note 2 - Summary of Significant Accounting Policies

Cash and Cash Equivalents

All highly liquid debt instruments, including repurchase agreements, with maturities of three months or less at the date of purchase are considered to be cash equivalents. Cash and cash equivalents are reported at cost plus accrued interest. Certain accounts have deposit insurance, however balances routinely exceed insured levels. Certain instruments are otherwise collateralized. ASA monitors its exposure associated with cash and cash equivalents and has not experienced any losses in such accounts.

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Financial Statements

(Dollars in Thousands)

Note 2 - Summary of Significant Accounting Policies (Continued)

Receivables

Receivables are carried at their estimated net realizable value. Receivables are periodically evaluated for collectability based on past credit history with customers and their current financial condition. Provisions for uncollectible accounts on receivables are determined on the basis of loss experience, known and inherent risks and current economic conditions.

The receivable from ED is related to a reimbursement of the calculation of estimated lost revenue ASA would have earned if not for the pause on federal student loan interest and collections on certain defaulted FFELP loans that are managed by ASA. See further explanation in the revenue recognition section of this policy note.

A significant portion of receivables are due from ED and the Federal Fund which management has determined are fully collectible and thus do not require an allowance.

Due from the Federal Fund results from transactions processed on behalf of the Federal Fund for defaulted loan recoveries due to ASA at year end.

Investments

Investments are carried at fair value. Fair value is determined as per the fair value policies described later in this section.

Net investment return (loss) is reported in the Consolidated Statements of Activities and consists of interest and dividend income, realized and unrealized capital gains and losses, less external investment expenses.

Fair Value Measurements

ASA reports certain assets and liabilities at fair value on a recurring and nonrecurring basis depending on the underlying accounting policy for the particular item. Recurring fair value measures include ASA's investment accounts. ASA does not have any nonrecurring measures. Fair value is defined as the amount that would be received to sell an asset or paid to transfer a liability as of the measurement date. The fair value standards require an entity to maximize the use of observable inputs (such as quoted prices in active markets), minimize the use of unobservable inputs (such as appraisals or valuation techniques) or to use the net asset value per share as a practical expedient in reporting and measuring its financial instruments. Fair value standards also require ASA to classify its financial instruments (but for those measured using NAV) into a three-level hierarchy, based on the priority of inputs to the valuation technique.

Instruments measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1 – Quoted prices are available in active markets for identical instruments as of the reporting date. Instruments, which are generally included in this category, include listed equity and debt securities publicly traded on an exchange.

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Financial Statements

(Dollars in Thousands)

Note 2 - Summary of Significant Accounting Policies (Continued)

Fair Value Measurements (Continued)

Level 2 – Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies.

Level 3 – Pricing inputs are unobservable for the instrument and include situations where there is little, if any, market activity for the instrument. The inputs into the determination of fair value require significant management judgment or estimation.

In some instances, the inputs used to measure fair value may fall into different levels of the fair value hierarchy and are based on the lowest level of input that is significant to the fair value measurement.

Market price is affected by a number of factors, including the type of instrument and the characteristics specific to the instrument. Instruments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value. It is reasonably possible that change in values of these instruments will occur in the near term and that such changes could materially affect amounts reported in these consolidated financial statements.

Property and Equipment

Property and equipment are recorded at cost when the useful life is over one year and when such amounts exceed a management established capitalization threshold. Depreciation and amortization are recorded using the straight-line method over estimated useful lives of three to ten year periods. Leasehold improvements are amortized over the shorter of useful life or life of the lease. Ordinary repairs and maintenance are charged to expense when incurred. Costs incurred to maintain existing software are expensed as incurred.

Pension Obligation

ASA previously sponsored a defined benefit pension plan (the “Plan”) covering substantially all of its employees. The plan was frozen on December 31, 2018, and, effective December 31, 2019, the Board of Directors approved a motion to terminate the Plan. In November 2020, ASA transferred substantially all remaining plan liabilities to an insurance company through the purchase of annuity contracts. As of December 31, 2021, all distributions have been made to participants, and to the Pension Benefit Guaranty Corporation, a government agency, in cases where participants could not be located. Residual plan assets of \$339 reverted to ASA.

Revenue Recognition

Currently, all revenues and expenses are reported as increases or decreases in net assets without restrictions as no donor restricted funds are presently received or held.

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Financial Statements

(Dollars in Thousands)

Note 2 - Summary of Significant Accounting Policies (Continued)

Revenue Recognition (Continued)

Under accounting standards, revenue measurement is driven via a principles based process that requires entities 1) identify the contract with the customer; 2) identify the performance obligations in the contract; 3) determine the transaction price; 4) allocate the transaction price to the performance obligations; and 5) recognize revenue when (or as) performance obligations are satisfied.

Account Maintenance Fee

ASA receives portfolio maintenance fees from ED based upon the original principal balance of loans in its loan portfolio. These fees are calculated at six one-hundredths of one percent (0.06%) annually. As revenue for portfolio maintenance is based on an established fee percentage, revenue is considered to be fixed and determinable. This fee is recognized as income when performance obligations are met. These fees are available through September 30, 2022 and may be extended for an additional year if approved through the legislative process.

Default Aversion Fee

ASA is entitled to a fee from the Federal Fund equal to 1% of the balance of the principal and interest on loans associated with first-time pre-claims assistance requested by lenders. ASA is allowed to withdraw this fee monthly from the Federal Fund as performance obligations are satisfied. These payments must be returned should the loan associated with the pre-claim assistance ultimately default. As such, when such fees are availed, based on the established described above, management records revenue from this fee net of the estimated amount that is estimated to be returned using historical data.

In 2014, ASA prefunded the expected obligation for the return of default aversion fees that it would expect to need to return over time as loans default. Inherent in the estimation of this amount is the possibility that a greater or lesser portion of loans will go into default. If the number is greater, additional amounts will be payable to the Federal Fund from this cohort; if amounts are less, ASA does not have a reversionary interest in such an overpayment. Management continues to monitor this estimate. Management analyzes the estimated return of funds over time compared to the amounts advance funded to date. The expected future returns amount to \$18,300 and \$19,400 at December 31, 2021 and 2020, respectively, which is less than the prefunded amount of \$31,300, meaning that no obligation exists to the Federal Fund for expected future default aversion fee returns.

From time to time, in the past, ASA has elected to not avail itself of such fees given the existing Board Policy seeking to support the Federal Fund in meeting its minimum reserve requirements. Such past undrawn default aversion fees are considered to have been permanently forfeited.

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Financial Statements

(Dollars in Thousands)

Note 2 - Summary of Significant Accounting Policies (Continued)

Revenue Recognition (Continued)

Lost Revenue Reimbursement

During 2020, in response to the COVID-19 pandemic, ED paused payments on student loans, and expanded that pause in 2021 to include federal student loan interest and collections on certain defaulted loans. The expansion was required to be applied retrospectively to March 2020, which is when the initial pause went into effect. Associated with the pause, ED authorized guaranty agencies to reimburse themselves from the Federal Fund for lost revenue due to relief measures provided under the Coronavirus Aid, Relief and Economic Security Act (the "CARES Act"). The reimbursement is designed to cover the share of what a guaranty agency might have reasonably collected but for the pause. ASA's estimated lost revenue reimbursement net of revenue already earned and recorded for the period March 2020 through December 2021 totaled approximately \$64,238 which is recognized as a receivable and revenue during 2021. See Note 13 for further discussion on the impact of the CARES Act on ASA.

Defaulted Loan Recoveries

ASA is entitled to retain a portion of defaulted loan collections for which federal reinsurance or reimbursement has been received. Regular collections earn a 16% fee on cash collected. Consolidated loan collections earn a net fee of 10% of borrower principal and accrued interest. Rehabilitations which are sold receive collection costs of 16% of borrower principal and accrued interest, and 100% of the accrued interest associated with the loan, which is recognized as revenue upon sale which is the point in which ASA's performance obligation is met. As revenue for each of these types of collections is based on an aforementioned established rate, the amounts are considered to be fixed and determinable. Gains and losses on loans are netted against the associated revenue from rehabilitations sold as management views this as an integral part of the net compensation available to it under the program with these amounts being recorded as they occur which results in these being recorded in the same period. ED has established a floor of 94% of face value of loans as a price they will pay should market participants not be willing to make purchases at this level or higher. Since, generally, the collection revenues significantly exceed the possible loss on sale when less than face value is received, no implied loss exists on rehabilitations in progress and thus no loss is recorded on such until the related collection revenue is recorded.

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Financial Statements

(Dollars in Thousands)

Note 2 - Summary of Significant Accounting Policies (Continued)

Revenue Recognition (Continued)

Grants and Contracts

ASA receives grants from federal, state and private sources. This revenue is used to provide information to students and their families about college planning including financial aid for post-high school education and career opportunities. Grants and contracts revenue is recognized when earned which generally is when the related underlying costs associated with the grant are incurred. Funds received in advance are accounted for in other liabilities pending such costs being incurred. Conditional grants and contracts were \$1,911 and \$3,468 at December 31, 2021 and 2020, respectively.

In fulfilling its mission, ASA offers the following programs:

College Planning Centers located in the Boston and Brockton areas provide free drop-in college planning services and promote the belief that higher education should be accessible to individuals of all backgrounds. While serving everyone who seeks assistance, the centers' focus is on low-income and minority students and adults who will be the first generation in their families to attend college, and who, without encouragement, will be unlikely to continue their education. Along with in-depth one-on-one assistance with planning and paying for college, the centers also offer: access to public computers for those seeking to research careers, educational opportunities, scholarships and other types of financial aid; free telephone assistance with financial aid questions via a toll-free phone line; workshops and information sessions in the communities at branch libraries, schools, organizations serving similar populations, and career and college fairs; and free publications.

School-Based Programs located in selected Boston and Brockton public schools provide college readiness assistance to students in grades 7-12. These programs are targeted to students who have the potential to succeed in higher education but, without guidance and encouragement, are unlikely to enroll in and graduate from college or other career-building education programs. Programming is provided during and after school, and in the summer. Services include academic support through supplemental classes, workshops, tutoring, peer mentoring, college visits, career exploration, and support for transitioning from high school to college. Statewide Higher Education Telephone Information Hotline and Counseling Services support College Admissions, Financial Aid, Career and Job Opportunities to people of all ages who are interested in pursuing education beyond high school.

Accounting for Outsource Arrangement

ASA considers all revenue earned from the administration of FFELP as under its responsibility, and accordingly, such amounts are presented at their gross amounts in the consolidated financial statements. Given the significance of the fees paid under its outsourcing arrangement, management has presented those costs as a deduction from revenues in order to more clearly present the net amounts available after such fees for program and management of its other activities and affairs and are included in service fees due to third party servicer in the Consolidated Statements of Activities.

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Financial Statements

(Dollars in Thousands)

Note 2 - Summary of Significant Accounting Policies (Continued)

Support for the Federal Fund

ED established a minimum reserve level requirement for the Federal Fund of at least 25 basis points of the total guaranteed principal outstanding as determined each year as of September 30. ASA accrues such estimated amounts at December 31 pursuant to a policy adopted by ASA's Board. While ASA is not legally obligated to fund any shortfalls in the Federal Fund, ASA has provided significant support in the past to enable the Federal Fund to achieve this level of net assets. ASA expects that the Federal Fund will not have funding needs in the future relative to projections when looking at a longer term horizon than the measurement date established by ED to measure reserve levels. No support was paid or accrued relating to the reserve requirement and the Board's policy to fund such for the years ended December 31, 2021 and 2020.

Strategic Programs

ASA funds strategic programs that align with the core mission to help students achieve their education and career goals. Certain funding agreements associated with these strategic programs are conditional as the counterparty is required to meet certain barriers or milestones in order to receive future funding from ASA. For the years ended December 31, 2021 and 2020, conditional future commitments associated with strategic programs totaled \$3,483 and \$3,950, respectively.

Income Tax Status

ASA is recognized by the Internal Revenue Service as an organization described under Section 501(c)(3) of the Internal Revenue Code and is generally exempt from federal and state income taxes on related income. Given the limited taxable activities of ASA and its subsidiaries, management concluded that disclosures relative to tax provisions are not necessary.

Uncertain Tax Positions

ASA accounts for the effect of any uncertain tax positions based on a "more likely than not" threshold to the recognition of the tax positions being sustained based on the technical merits of the position under scrutiny by the applicable taxing authority. If a tax position or positions are deemed to result in uncertainties of those positions, the unrecognized tax benefit is estimated based on a "cumulative probability assessment" that aggregates the estimated tax liability for all uncertain tax positions. ASA has identified its tax status as a tax-exempt entity, its determination of which activities are related and unrelated and its presentation of certain net operating loss carryforwards as its only significant tax positions. ASA, however, has determined that its position relative to tax status or determination of which activities are related and unrelated does not result in an uncertainty requiring recognition. The position on loss carryforwards is uncertain and thus such carryforwards have not been recognized as tax assets. ASA is not currently under examination by any taxing jurisdiction. ASA's federal and state tax returns are generally open for examination for three years following the date filed.

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Financial Statements

(Dollars in Thousands)

Note 2 - Summary of Significant Accounting Policies (Continued)

Use of Estimates

The preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

Allocation of Functional Expenses

The costs of providing the various programs and activities and supporting services have been summarized on a functional basis in the Consolidated Statements of Activities. Functional expenses present the natural classification detail of expenses by function. Accordingly, certain costs have been allocated among the programs and supporting services benefited. Depreciation of plant assets and operation and maintenance of plant expenses have been allocated to functional classifications based on square footage of facilities.

Adopted Accounting Pronouncements

Effective January 1, 2021, ASA adopted Accounting Standards Update (“ASU”) No. 2016-02, *Leases*, which requires lessees to recognize a right-of-use asset and a lease liability for all leases initially measured at the present value of the lease payments, in its statement of financial position. The standard also requires that lease costs be generally recorded on a straight-line basis over the lease term. The guidance also expanded the required quantitative and qualitative disclosures surrounding leases. The effect of the change was an increase in right-of-use assets of \$14,375 and a corresponding liability of \$17,610 at January 1, 2021.

Subsequent Events

ASA has evaluated events and transactions through May 9, 2022, which is the date the consolidated financial statements were issued.

Note 3 - Liquidity and Availability

ASA regularly monitors liquidity to meet its operating needs and other contractual commitments, while also striving to maximize the investment of its available funds. ASA has various sources of liquidity at its disposal including cash and cash equivalents, and its investments which are all considered marketable.

For purposes of analyzing resources available to meet general expenditures over a 12-month period, ASA considers all of its expenditures related to its ongoing operations.

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Financial Statements

(Dollars in Thousands)

Note 3 - Liquidity and Availability (Continued)

In addition to the financial assets available to meet general expenditures over the next 12 months, ASA generally budgets for an operating surplus and anticipates collecting sufficient revenue to cover operating expenditures. Given that all cash and cash equivalents, investments and other receivables (but for the portion attributable to the amounts pledged as security for landlord of \$500 and illiquid investments \$7,544) are all highly liquid, management determined that a further detailed schedule outlining these amounts was not necessary given that substantially all of those amounts are available to support operations and that such amounts are in excess of annual general expenditures.

Note 4 - Investments and Fair Value Measurements

The fair value of investments consists of the following at December 31:

	2021	2020
Investments in Level 1 Marketable Securities		
Mutual funds:		
Federal Money Market	\$ 14,302	\$ -
Fixed income	276,980	155,432
U.S. equity	400,836	349,191
International stock	226,342	207,769
U.S. Government agencies securities	<u>478</u>	<u>478</u>
	<u>918,938</u>	<u>712,870</u>
Investments in Alternative Investment Funds		
Venture Capital	<u>7,544</u>	<u>-</u>
Total investments	<u>\$ 926,482</u>	<u>\$ 712,870</u>

The fair value of the above investments in marketable securities were determined using Level 1 methods. Investment allocations are made based on a Board approved investment policy which seeks to balance risk, return and other factors associated with the prudent investment of such funds.

Alternative investments are assets in classes other than stocks, bonds and cash, which are aggregated by category based on their underlying investments. The fair value of such investments is determined using the net asset value ("NAV") per share and the liquidity terms for these investments is greater than one year.

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Financial Statements

(Dollars in Thousands)

Note 4 - Investments and Fair Value Measurements (Continued)

Unfunded commitments related to alternative investments amount to \$6,081 at December 31, 2021.

At December 31, 2021, \$500 of securities were pledged to secure a letter of credit issued by a bank in favor of ASA's landlord. The letter of credit expires on August 26, 2022.

Note 5 - Natural Classification of Operating Expenses

Operating expenses presented by natural classification and function are as follows for the years ended December 31, 2021:

	2021		
	Program Expenses	Management and General	Total Expenses
Employee compensation and fringe benefit costs	\$ 10,586	\$ 3,529	\$ 14,115
Depreciation and amortization expenses	1,667	555	2,222
Occupancy and building costs	1,468	489	1,957
Office expenses	303	101	404
Professional fees and services	5,612	3,093	8,705
Information systems equipment and maintenance	2,841	947	3,788
Travel and industry related activities	111	37	148
Grant expense	11,850	-	11,850
Funding for strategic programs	298	-	298
Interest expense	1,659	553	2,212
Other expenses	980	327	1,307
Total operating expenses	<u>\$ 37,375</u>	<u>\$ 9,631</u>	<u>\$ 47,006</u>

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Financial Statements

(Dollars in Thousands)

Note 5 - Natural Classification of Operating Expenses (Continued)

Operating expenses presented by natural classification and function are as follows for the years ended December 31, 2020:

	2020		
	Program Expenses	Management and General	Total Expenses
Employee compensation and fringe benefit costs	\$ 10,737	\$ 3,579	\$ 14,316
Depreciation and amortization expenses	1,592	503	2,095
Occupancy and building costs	1,660	524	2,184
Office expenses	364	121	485
Professional fees and services	6,058	3,890	9,948
Information systems equipment and maintenance	2,913	920	3,833
Travel and industry related activities	80	26	106
Grant expense	5,559	-	5,559
Funding for strategic programs	347	-	347
Other expenses	665	221	886
	\$ 29,975	\$ 9,784	\$ 39,759

Note 6 - Property and Equipment

Property and equipment consists of the following at December 31:

	2021	2020
Computer software systems	\$ 6,537	\$ 5,366
Equipment	2,145	2,649
Furniture and fixtures	1,024	1,115
Leasehold improvements	3,700	3,569
Artwork	221	221
Total property and equipment	13,627	12,920
Less accumulated depreciation and amortization	(7,642)	(5,884)
Net property and equipment	\$ 5,985	\$ 7,036

During the years ended December 31, 2021 and 2020, ASA disposed of \$464 and \$256, respectively, of fully depreciated computer software systems, equipment and leasehold improvements.

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Financial Statements

(Dollars in Thousands)

Note 7 - Employee Benefit Plans

Defined Benefit Plan

ASA maintained a defined benefit pension plan (the "Plan"), which was frozen on December 31, 2018 and terminated by ASA effective December 31, 2019. During the year ended December 31, 2020, a total of \$21,910 was distributed in cash to participants as the initial step in the termination. In November 2020, ASA transferred \$44,200 in remaining plan liabilities to an insurance company. During the year ended December 31, 2021, a total of \$886 was distributed in cash to participants and the Pension Benefit Guaranty Corporation as the final participant distributions. On December 30, 2021, ASA received \$339 from the reversion of the remaining plan assets.

ASA recognizes in the Consolidated Statements of Financial Position the overfunded or underfunded status of the Plan, measured as the difference between the fair value of Plan assets and the projected benefit obligation at year end. ASA recognizes the change in the funded status of the Plan in the year in which the change occurs through the Consolidated Statements of Activities. The normal pension expense of \$167 and \$330 for the years ended December 31, 2021, and 2020, respectively, is reflected in employee compensation and fringe benefits in the Consolidated Statements of Activities for the period. The funding policy provides for employer contributions satisfying minimum funding requirements in accordance with the Employee Retirement Income Security Act of 1974 ("ERISA") guidelines or such higher amounts as approved by the Compensation Committee of the Board. There was no minimum required contribution to the Plan for the years ended December 31, 2021 and 2020.

Selected financial data related to the Plan's valuation are as follows at December 31:

	2021	2020
Fair value of plan assets	\$ -	\$ 1,234
Projected benefit obligation	-	974
	<hr/>	<hr/>
Pension assets	\$ -	\$ 260
	<hr/>	<hr/>
Accumulated benefit obligation	\$ -	\$ 974
Pension expense (charged to operations)	\$ 167	\$ 330
Employer contributions	\$ -	\$ -
Benefits paid to participants	\$ 886	\$ 21,910

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Financial Statements

(Dollars in Thousands)

Note 7 - Employee Benefit Plans (Continued)

Defined Benefit Plan (Continued)

Other changes in Plan assets and benefit obligations recognized in net assets without donor restrictions are as follows for the years ended December 31:

	2021	2020
Net (loss) gain	\$ 77	\$ (11,747)
Settlement	-	-
Curtailment gain	-	-
Amortization of prior service costs	-	-
Amortization of net loss	(166)	(448)
	<u>(166)</u>	<u>(448)</u>
Total amount recognized in non-operating net assets without donor restrictions	<u>\$ (89)</u>	<u>\$ (12,195)</u>

The following assumptions were used to determine benefit obligations for the years ended December 31:

	2021	2020
Weighted average discount rate	2.03%	2.89%
Long-term return on plan assets	N/A	N/A
Compensation increase rate	N/A	N/A

The rates of long-term return on Plan assets and compensation increase are not applicable as the Plan has been frozen.

Plan assets as of December 31, 2020 were all valued using Level 1 fair value methods and consisted of cash equivalents.

Defined Contribution Plan, Section 403(b)

ASA has a qualified tax-deferred annuity plan covering substantially all of its employees under Section 403(b) of the Internal Revenue Code. Contributions into this plan are not funded or matched by ASA, but are elective deferrals by employees. Starting in January 2019, ASA matches employees' contributions to this plan up to a discretionary percentage set annually by the Board of Directors and in accordance with IRS guidelines and limits. ASA matched employees' contributions to the Defined Contribution Section 403(b) Plan account dollar-for-dollar up to 7% of their compensation, subject to IRS guidelines and limits. Employer contributions totaled \$636 and \$674 for the years ended December 31, 2021 and 2020, respectively.

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Financial Statements

(Dollars in Thousands)

Note 7 - Employee Benefit Plans (Continued)

Defined Contribution Plan, Section 401(a)

ASA has a discretionary qualified retirement incentive plan under Section 401(a) of the Internal Revenue Code, which covers substantially all of its employees. ASA's anticipated contribution is calculated as a percentage of employees' gross earnings. ASA made discretionary contributions of \$330 and \$0 for the years ended 2021 and 2020, respectively.

ASA intends to liquidate the 401(a) plan in 2022.

Deferred Compensation Plan, Section 457(b)

ASA has a non-qualified deferred compensation plan covering senior management personnel under Section 457(b) of the Internal Revenue Code. The plan document describes the terms of vesting and ultimate withdrawal of the assets. The assets and a corresponding liability of \$330 and \$507 are included in other assets and other liabilities as of December 31, 2021 and 2020, respectively. Contributions into this plan are not funded or matched by ASA, but are elective deferrals by participating employees.

Note 8 – Leases

ASA is committed to minimum annual rent payments under a long-term non-cancellable operating lease for its office space through 2033. As described in Note 1, ASA recorded a right-of-use asset of \$13,447 and a corresponding liability of \$16,573 at December 31, 2021 using a discount rate of 2.673% which is commensurate with ASA's borrowing rate. ASA maintains three short term leases and total expenses associated with those leases was \$249.

Lease expense for the years ended December 31, 2021 was \$1,383 included in other building costs in the Consolidated Statement of Activities.

ASA does not have any financing leases and the operating lease runs through September 2033.

Payments due include options to extend leases that are reasonably certain through 2033 and is summarized below as of December 31, 2021:

2022	\$	1,516
2023		1,541
2024		1,565
2025		1,590
2026		1,615
Thereafter		11,546
		<u>19,373</u>
Less amounts representing interest		<u>(2,800)</u>
Lease liability	\$	<u>16,573</u>

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Financial Statements

(Dollars in Thousands)

Note 9 - Income Taxes

ASA had a net operating loss carryforward of approximately \$18,000 at December 31, 2021 and 2020. The net operating losses begin to expire in 2024. Management has determined that deferred tax assets should not be recognized.

Note 10 - Bond Payable

During 2021, ASA issued \$100,000 par value Federally Taxable American Student Assistance Social Bonds, Series 2021 ("Series 2021 Bonds"). The Series 2021 Bonds are unsecured general obligations of ASA and ASA is not restricted by the Bond Indenture or otherwise from incurring additional indebtedness. Additional indebtedness, if incurred, may be secured or unsecured. The Series 2021 Bonds have a fixed interest rate of 2.673% and mature on July 1, 2031. Interest payments are due on January 1 and July 1 of each year, commencing on July 1, 2021. ASA incurred issuance costs of approximately \$1,034 with the Series 2021 Bonds, which are capitalized and amortized over the life of the Series 2021 Bonds.

ASA intends to use the proceeds to expand availability of high-quality products, services, and opportunities centered on 6th-12th graders, both in-person and digital, throughout the country with emphasis on marginalized and economically disadvantaged communities, students who have faced barriers to education success. ASA will fund programs that seek wide-reaching systems of change and fundamentally shift education systems to ensure every student is ready for life after high school.

Note 11 - Net Assets

Net assets without donor restrictions are summarized as follows as of December 31:

	2021	2020
Undesignated	\$ 939,205	\$ 803,174
Net investment in property and equipment	<u>5,985</u>	<u>7,036</u>
	<u>\$ 945,190</u>	<u>\$ 810,210</u>

Note 12 - Commitments and Contingencies

Outsourcing Arrangement

ASA engages a third party under an outsourcing arrangement to provide substantial portions of the FFELP activities under a five year contract ending January 1, 2023. Under the arrangement, ASA shares a percentage of the fees chargeable for these services. ASA monitors the ongoing performance of its contractor to ensure ongoing performance given the major areas of authority granted to this party under the arrangement.

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Financial Statements

(Dollars in Thousands)

Note 12 - Commitments and Contingencies (Continued)

Contingencies

In the ordinary course of business, ASA faces litigation, claims and related matters. Management does not expect that the outcome of any of these matters would have a material adverse impact on its operations or financial position. Additionally, ASA is subject to ED oversight and audit that at times may result in program issues and potential liabilities payable to ED. The issues relate to possible violations of rules and regulations established by ED to administer the federal loans program. Management diligently attempts to interpret ED's rules and regulations and believes that its implementation of policies and procedures properly adheres to those rules and regulations.

Note 13 - Risks and Uncertainties

On March 11, 2020, the World Health Organization ("WHO") classified the COVID-19 outbreak as a pandemic, based on the rapid increase in exposure globally. As a result of the pandemic, on March 20, 2020, the office of Federal Student Aid began providing temporary relief on ED-owned federal student loans. This included suspension of loan payments, and stopped collections on defaulted loans. The Coronavirus Aid, Relief and Economic Security Act (the "CARES Act") was enacted into law on March 27, 2020, providing for these relief measures on ED-owned federal student loans through September 30, 2020, which were subsequently extended most recently through September 1, 2022. As a result of the CARES Act provisions on ED-owned federal student loans, ASA's revenues were impacted in 2021 and 2020.

On March 30, 2021 and updated on May 24, 2021, the U.S. Department of Education (ED) announced an expansion of the pause on federal student loan interest and collections on certain defaulted loans in the FFELP that are managed by guaranty agencies. These relief measures will be in place for the same period of time as the pause for loans held by the ED, which is currently slated to run through September 1, 2022. The relief measures including federal student loan interest and collections on certain defaulted loans under the FFELP. ED determined that the expansion on the relief measures applied retroactively to March 13, 2020 and will require ASA to reimburse the FFELP for collection fees earned after March 13, 2020. See Note 2 for discussion of impact on ASA revenue.

ED has notified guaranty agency's that it intends to exercise its discretion to permit guaranty agency's to assign loans to ED without documentation typically required on a mandatory basis. Outstanding loans on which defaulted claims were paid on or after March 13, 2020, and that are in default and not subject to bankruptcy filing may be assigned to ED. During 2021, no loans have been assigned to ED. Mandatory assignment of loans is pending further instructions from ED. Management is in the process of evaluating the impact of this matter on its financial position prospectively and there will be no retrospective impact.

Supplemental Information

AMERICAN STUDENT ASSISTANCE

Consolidated Schedule of Expenditures of Federal Awards

Year Ended December 31, 2021

(Dollars in Thousands)

<i>Federal Grantor/Pass-through Grantor/ Program or Cluster Title</i>	<i>Assistance Listing Number</i>	<i>Agency or Pass-through Number</i>	<i>Federal Expenditures</i>
U.S. Department of Education Direct Awards:			
Federal Family Education Loans/Total expended on Guaranty Programs	84.032		<u>\$ 217,103</u>
TRIO Cluster Direct Awards:			
TRIO - Talent Search Brockton	84.044A		255
TRIO - Talent Search Boston	84.044A		408
TRIO - Upward Bound	84.047A		<u>319</u>
Total TRIO Cluster			<u>982</u>
U.S. Department of Education Pass-through Awards:			
Pass-through from Massachusetts Department of Higher Education Gaining Early Awareness and Readiness for Undergraduate Programs	84.334	P334S110038	<u>362</u>
Total U.S. Department of Education			<u>218,447</u>
Total Expenditures of Federal Awards			<u><u>\$ 218,447</u></u>

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Schedule of Expenditures of Federal Awards

Year Ended December 31, 2021

Note 1 - Basis of Presentation

The accompanying Consolidated Schedule of Expenditures of Federal Awards (the "Schedule") includes the federal award activity of the Agency Operating Fund for Massachusetts Higher Education Assistance Corporation d/b/a American Student Assistance ("ASA") under programs of the federal government for the year ended December 31, 2021. The information in this Schedule is presented in accordance with the requirements of Title 2 U.S. Code of Federal Regulations Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (the "Uniform Guidance"). Because the Schedule presents only a selected portion of the operations of ASA, it is not intended to and does not present the consolidated financial position, changes in net assets or cash flows of ASA.

Note 2 - Summary of Significant Accounting Policies

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. ASA has elected not to use the 10-percent de minimis indirect cost rate allowed under the Uniform Guidance.

Note 3 - Federal Family Education Loans (Guaranty Agencies)

Further detail regarding the Federal Family Education Loans (Guaranty Agencies) Assistance Listing Number 84.032 is as follows at December 31, 2021:

<u>Federal Grantor/Program Title</u>	<u>Assistance Listing Number</u>	<u>Federal Award Receivable/ (Payable) January 1, 2021</u>	<u>January 1, 2021 through December 31, 2021 Activity Due from (to) ED</u>	<u>January 1, 2021 through December 31, 2021 (Receipts)/ Payments</u>	<u>Federal Award Receivable/ (Payable) December 31, 2021</u>	<u>Total Expenditures of Federal Awards</u>
U.S. Department of Education ("ED"):						
Federal Family Education Loans (Guaranty Agencies)						
	84.032					
Due from ED:						
Account maintenance fees		\$ 2,575	\$ 9,437	\$ (9,732)	\$ 2,280	
Advance for claims		14,904	311,441	(326,110)	235	
Total due from ED		<u>17,479</u>	<u>320,878</u>	<u>(335,842)</u>	<u>2,515</u>	
Due to ED:						
Program recoveries		<u>(9,780)</u>	<u>(103,775)</u>	<u>101,523</u>	<u>(12,032)</u>	
Total due to ED		<u>(9,780)</u>	<u>(103,775)</u>	<u>101,523</u>	<u>(12,032)</u>	
Total		<u>\$ 7,699</u>	<u>\$ 217,103</u>	<u>\$ (234,319)</u>	<u>\$ (9,517)</u>	
Total expenditures of federal awards for Federal Family Education Loans (Guaranty Agencies)						<u>\$ 217,103</u>

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Notes to Consolidated Schedule of Expenditures of Federal Awards

Year Ended December 31, 2021

Note 4 - Subrecipients of Federal Expenditures

ASA provided Federal Awards to subrecipients for the year ended December 31, 2021 as follows:

<i>Assistance Listing Number</i>	<i>Federal Grantor/Award/Subrecipient</i>	<i>Amount Provided to Subrecipients (in thousands)</i>
84.032	Department of Education Federal Family Education Loans Education Credit Management Corporation	\$ 32,635

Reporting Under Government Auditing Standards



*Independent Auditors' 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*

Board of Directors
Massachusetts Higher Education Assistance Corporation
d/b/a American Student Assistance

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 of America, the consolidated financial statements of the Agency Operating Fund for Massachusetts Higher Education Assistance Corporation d/b/a American Student Assistance ("ASA"), which comprise the consolidated statement of financial position as of December 31, 2021 and 2020, and the related consolidated statements of activities and cash flows for the years then ended, and the related notes to the consolidated financial statements, and have issued our report thereon dated May 9, 2022.

Report on Internal Control Over Financial Reporting

In planning and performing our audits of the consolidated financial statements, we considered ASA'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 consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of ASA's internal control. Accordingly, we do not express an opinion on the effectiveness of ASA'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 consolidated 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.



Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether ASA's consolidated 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 consolidated financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audits, 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.

Maya Heyman McCann P.C.

May 9, 2022
Boston, Massachusetts

Reporting Under the Uniform Guidance



*Independent Auditors' Report on Compliance For Each Major Federal Program
and Report on Internal Control Over Compliance
Required by the Uniform Guidance*

Board of Directors
Massachusetts Higher Education Assistance Corporation
d/b/a American Student Assistance

Report on Compliance for Each Major Federal Program

Opinion on Each Major Federal Program

We have audited the Agency Operating Fund of Massachusetts Higher Education Assistance Corporation d/b/a American Student Assistance's ("ASA") compliance with the types of compliance requirements identified as subject to audit in the OMB *Compliance Supplement* that could have a direct and material effect on ASA's major federal program for the year ended December 31, 2021. ASA's major federal program is identified in the summary of auditors' results section of the accompanying schedule of findings and questioned costs.

In our opinion, ASA complied, in all material respects, with the compliance requirements referred to above that could have a direct and material effect on its major federal program.

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 ("GAAS"); the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States of America; 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 Auditors' Responsibilities for the Audit of Compliance section of our report. We are required to be independent of ASA and to meet our other ethical responsibilities, in accordance with 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 the major federal program. Our audit does not provide a legal determination of ASA'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 ASA's federal programs.

Auditors' 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 to do with fraud or error, and express an opinion on ASA'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 GAAS, *Government Auditing Standards*, and the Uniform Guidance will always detect a material noncompliance when it exists. The risk of not detecting a 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 ASA's compliance with the requirements of the major program as a whole.



In performing an audit in accordance with 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 ASA'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 ASA's 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 ASA'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 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 Auditors' Responsibilities for 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 in internal control over compliance. Given these limitations, during our audit we did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above. However, material weaknesses or significant deficiencies in internal control over compliance may exist that were not 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.

Mayer Hoffman McCann P.C.

May 9, 2022
Boston, Massachusetts

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Schedule of Findings and Questioned Costs

Year Ended December 31, 2021

Section 1

Summary of Auditors' Results

Financial Statements

- | | |
|--|---------------|
| 1. Type of report the auditor issued on whether the consolidated financial statements audited were prepared in accordance with GAAP: | Unmodified |
| 2. Internal control over financial reporting: | |
| a. Material weaknesses identified? | No |
| b. Significant deficiencies identified? | None Reported |
| 3. Noncompliance material to the consolidated financial statements noted? | No |

Federal Awards

- | | |
|---|---------------|
| 1. Internal control over major federal programs: | |
| a. Material weaknesses identified? | No |
| b. Significant deficiencies identified? | None Reported |
| 2. Type of auditors' report issued on compliance for major federal programs: | Unmodified |
| 3. Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)? | No |
| 4. Identification of major federal programs: | |

CFDA Number

84.032

Name of Federal Program

Federal Family Education Loans
(Guaranty Agencies)

- | | |
|---|-----------|
| 5. Dollar threshold used to distinguish between Type A and Type B programs: | \$750,000 |
| 6. Auditee qualified as a low-risk auditee? | Yes |

AMERICAN STUDENT ASSISTANCE AND SUBSIDIARY

Schedule of Findings and Questioned Costs

Year Ended December 31, 2021

Section 2

Financial Statement Findings

None noted.

Section 3

Federal Award Findings and Questioned Costs

None noted.