

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2020

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 000-50600

**blackbaud**<sup>®</sup>

**Blackbaud, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**11-2617163**

(I.R.S. Employer Identification No.)

**65 Fairchild Street**

**Charleston, South Carolina 29492**

(Address of principal executive offices, including zip code)

**(843) 216-6200**

(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on which Registered</u>
<b>Common Stock, \$0.001 Par Value</b>	<b>BLKB</b>	<b>Nasdaq Global Select Market</b>

Securities Registered Pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant on June 30, 2020 (based on the closing sale price of \$57.08 on that date) was approximately \$2,458,658,098. Common stock held by each officer and director and by each person known to the registrant who owned 10% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares of the registrant's common stock outstanding as of February 10, 2021 was 48,381,440.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive Proxy Statement for the 2021 Annual Meeting of Stockholders currently scheduled to be held June 9, 2021 are incorporated by reference into Part III hereof. Such definitive Proxy Statement will be filed with the U.S. Securities and Exchange Commission no later than 120 days after the conclusion of the registrant's fiscal year ended December 31, 2020.



# TABLE OF CONTENTS

<b>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</b>	<b>2</b>
<b>PART I.</b>	<b>3</b>
Item 1. Business	3
Item 1A. Risk factors	16
Item 1B. Unresolved staff comments	28
Item 2. Properties	28
Item 3. Legal proceedings	28
Item 4. Mine safety disclosures	28
<b>PART II.</b>	<b>29</b>
Item 5. Market for registrant's common equity, related stockholder matters and issuer purchases of equity securities	29
Item 6. Selected financial data	31
Item 7. Management's discussion and analysis of financial condition and results of operations	32
Item 7A. Quantitative and qualitative disclosures about market risk	61
Item 8. Financial statements and supplementary data	62
Item 9. Changes in and disagreements with accountants on accounting and financial disclosure	105
Item 9A. Controls and procedures	106
Item 9B. Other information	106
<b>PART III.</b>	<b>107</b>
Item 10. Directors, executive officers and corporate governance	107
Item 11. Executive compensation	107
Item 12. Security ownership of certain beneficial owners and management and related stockholder matters	107
Item 13. Certain relationships and related transactions, and director independence	107
Item 14. Principal accountant fees and services	107
<b>PART IV.</b>	<b>108</b>
Item 15. Exhibits and financial statement schedules	108
Item 16. Form 10-K Summary	112
<b>SIGNATURES</b>	<b>113</b>

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K, including the documents incorporated herein by reference, contains forward-looking statements that anticipate results based on our estimates, assumptions and plans that are subject to uncertainty. These "forward-looking statements" are made subject to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements consist of, among other things, trend analyses, statements regarding future events, future financial performance, our anticipated growth, the effect of general economic and market conditions, our business strategy and our plan to build and grow our business, our operating results, impacts of the COVID-19 global pandemic ("COVID-19") on our financial condition and results of operations and on the markets and communities in which we and our customers and partners operate, our ability to successfully integrate acquired businesses and technologies, the effect of foreign currency exchange rate and interest rate fluctuations on our financial results, the impact of expensing stock-based compensation, the sufficiency of our capital resources, our ability to meet our ongoing debt and obligations as they become due, the adequacy of our data security procedures, cybersecurity and data protection risks and potential legal proceedings involving us and uncertainty regarding existing legal proceedings, all of which are based on current expectations, estimates, and forecasts, and the beliefs and assumptions of our management. Words such as "believes," "seeks," "expects," "may," "might," "should," "intends," "could," "would," "likely," "will," "targets," "plans," "anticipates," "aims," "projects," "estimates," or any variations of such words and similar expressions are also intended to identify such forward-looking statements. These forward-looking statements are subject to risks, uncertainties and assumptions that are difficult to predict. Accordingly, they should not be viewed as assurances of future performance, and actual results may differ materially and adversely from those expressed in any forward-looking statements.

Important factors that could cause actual results to differ materially from our expectations expressed in forward-looking statements include, but are not limited to, those summarized under "Item 1A. Risk factors" and elsewhere in this report and in our other SEC filings. Forward-looking statements represent our management's beliefs and assumptions only as of the date of this Annual Report on Form 10-K. We undertake no obligation to update or revise any forward-looking statements, or to update the reasons actual results could differ materially from those anticipated in any forward-looking statements, whether as a result of new information, future events or otherwise.

## ► PART I.

### ITEM 1. BUSINESS

#### Description of Business

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We are the world's leading cloud software company powering social good. Serving the entire social good community—nonprofits, higher education institutions, K–12 schools, healthcare organizations, faith communities, arts and cultural organizations, foundations, companies and individual change agents—we connect and empower organizations and individuals to increase their impact through cloud software, services, data intelligence and expertise. Blackbaud brings nearly four decades of leadership to this sector: since originally incorporating in New York in 1982 and later reincorporating as a South Carolina corporation in 1991 and as a Delaware corporation in 2004, our tailored portfolio of software and services has grown to support the unique needs of vertical markets, with solutions for fundraising and CRM, marketing, advocacy, peer-to-peer fundraising, corporate social responsibility, school management, ticketing, grantmaking, financial management, payment processing and analytics. Our solutions are designed to meet the needs of virtually all types of organizations in the social good community, from major global institutions to small charities to individuals. At the end of 2020, we had over 45,000 customers located in over 100 countries, with millions of users. We are deeply proud to play a part in our customers' success in their missions to provide healthcare and cure diseases, advance education, preserve and share arts and culture, protect the environment, support those in need and much more.

#### Market Overview

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***The social good industry is significant, spanning far beyond philanthropy, and our addressable market is substantial and growing***

Worldwide there are millions of social good organizations including nonprofits, foundations, companies, education institutions and healthcare organizations. Billions of individuals are also active participants in the social good community by donating funds, volunteering their time, advocating for a cause, receiving services from or otherwise engaging with social good organizations.

Our estimated current total addressable market ("TAM") is greater than \$10 billion. This includes expansions into new and near adjacencies in 2019, including our Cloud Solution for Faith Communities, our expanded Cloud Solution for Higher Education, as well as our acquisition of YourCause Holdings, LLC ("YourCause") in January 2019.

***Traditional methods of fundraising and organizational management are often costly and inefficient***

Many social good organizations use manual methods or software applications not specifically designed for fundraising and organizational management for institutions like theirs. Such methods are often costly and inefficient because of the difficulties in effectively collecting, sharing and using donation-related information. Furthermore, general purpose software applications frequently have limited functionality for the unique needs of our customer base and do not efficiently integrate multiple databases. Some social good organizations have developed proprietary software, but doing so is expensive, requiring on-site technical personnel for development, implementation and maintenance.

***The nonprofit industry faces particular operational challenges***

Nonprofit organizations, education institutions, healthcare organizations and houses of worship must efficiently:

- Solicit funds and build relationships with major donors;
- Garner small cash contributions from numerous contributors;
- Manage and develop complex relationships with large numbers of constituents;

## Blackbaud, Inc.

- Advocate for policies and behaviors that advance their cause or institution;
- Communicate their accomplishments and the importance of their mission online and offline;
- Comply with complex accounting, tax and reporting requirements that differ from those for traditional businesses;
- Solicit cash and in-kind contributions from businesses to help raise money or deliver products and services;
- Provide a wide array of programs and services to individual constituents and beneficiaries; and
- Improve the data collection and information sharing capabilities of their employees, volunteers and donors by creating and providing distributed access to centralized databases.

Because of these challenges, we believe nonprofits, education institutions, healthcare organizations and houses of worship can benefit from software applications and services specifically designed to serve their particular needs and workflows to grow revenue, work effectively and accomplish their missions.

### ***Companies, grantmaking institutions and foundations also face unique challenges***

Companies, grantmaking institutions and foundations, face their own unique challenges in their social good efforts, including the need to:

- Quantify and improve the impact of their grants;
- Cultivate better relationships with grantees;
- Achieve better internal collaboration and alignment with board members, reviewers and other stakeholders;
- Illustrate the impact of their corporate philanthropy efforts to the communities they serve;
- Engage employees in meaningful volunteering, giving and other activities;
- Ensure that their philanthropic efforts align with their business initiatives;
- Manage all of a foundation's activities, including fundraising and accounting;
- Expand the reach of their fundraising efforts; and
- Cultivate new and existing donors.

## Strategy

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Our objective is to maintain and extend our position as the leading provider of cloud software and services for the global social good community, supporting our customers' missions from securing resources, managing their operations, to delivering their programs and measuring their impact. Our key strategies for achieving this objective are described below.

## Execute on our Four-Point Growth Strategy

During 2020, we continued to execute our four-point growth strategy targeted to drive solution and service innovation, quality enhancement, increased operating efficiency and improved financial performance:

### 1. *Delight Customers with Innovative Cloud Solutions*

This strategy reflects our relentless focus on driving value and outcomes for our customers through our solutions. Blackbaud SKY®, our platform for cloud innovation, is a core tenant of this strategy and continues to power an elevated level of innovation by our engineers. It is also enabling our growing ecosystem of partners who are also passionate about social good, to extend and expand the capabilities available to our customers. During 2020, we continued making critical investments in research and development and increased our engineering hiring during the fourth quarter. We also released the Blackbaud Marketplace during 2020, offering curated third-party apps, enabling organizations of all types and sizes to discover new ways to amplify their impact by enhancing their best-of-breed Blackbaud solutions with specialized capabilities like connecting bidders at fundraising auctions, tracking branded merchandise purchased in an online store or texting volunteers about an upcoming event.

The customers we serve require vertical specific business solutions to automate their operations. Throughout 2020, we have remained focused on driving value and outcomes for our customers. We reprioritized and expedited product enhancements to support our customers' needs, especially in light of COVID-19 and the continued shift to virtual, digital-first operating models. For example, we released fitness tracking integration in Blackbaud's peer-to-peer fundraising portfolio, a new virtual prayer wall enabling congregants at houses of worship to share and respond to prayer requests online, text messaging capabilities for scholarship directors and higher education institutions to ensure no funds were going unutilized and expanded the global capabilities of YourCause CSRConnect making it easier for companies to bring employees across geographies together in support of causes around the world.

Blackbaud Peer-to-Peer Fundraising powered by JustGiving continues to gain traction. During 2020, we migrated everydayhero customers over to Blackbaud Peer-to-Peer Fundraising powered by JustGiving and sunset the everydayhero product as we continue to rationalize our portfolio while continuing to delight our customers with innovative cloud solutions.

### 2. *Drive Sales Effectiveness*

We have been investing in sales and marketing to better address our market opportunity with a focus on digital lead generation. One way we are equipping our salesforce to be more effective is by investing in the necessary technology and resources to efficiently drive an increased number of quality leads and better cover our large addressable market. We have implemented software tools to enhance our digital footprint and drive lead generation across the company. We are taking a multi-touch attribution approach to measuring the effectiveness of our marketing campaigns to drive efficiency in our go-to-market efforts and improve returns on our marketing dollars. This is just one of many examples of how we are optimizing our structure, tools and processes to better address our large vertical market opportunities. We have also taken lessons learned throughout 2020 and re-evaluated elements of our go-to-market strategy with a digital-first mindset and we have a significant opportunity to leverage the investments into digital to reduce our customer acquisition cost and increase our sales velocity, ultimately, driving a more scalable and cost-effective go-to-market model.

### 3. *Expand TAM*

We did not complete any acquisitions during 2020 as we have remained vigilantly focused on supporting our customers and employees during this time. We remain active in the evaluation of opportunities to further expand our addressable market through acquisitions and internal product development. We believe we have significant opportunities in front of us as we are less than 10% penetrated into a total addressable market of over \$10 billion.

### 4. *Improve Operating Efficiency*

We are also focused on operational efficiency to strengthen the business and position us for long-term success. During 2020, we pivoted to place a greater emphasis on profit in alignment with the balanced approach management takes to operating the business. As a result of the pandemic, our near term visibility into revenue growth was impacted and we took certain actions early on to ensure our liquidity (see Note 2 to our consolidated

## Blackbaud, Inc.

financial statements in this report for a discussion of some of these actions) and shifted more of our focus to profitability. Our employees switched to working fully remote at the onset of the pandemic and the business continued operating smoothly. This caused us to re-evaluate our workforce strategy and when employees return to the office, we will have more employees working remotely either part-time or full-time, even within our hub locations. As a result, we revisited our real estate strategy with a focus on optimizing our footprint for the future of work at Blackbaud, including the purchase of our LEED (Leadership in Energy & Environmental Design) Gold certified global headquarters facility in Charleston, South Carolina ("Global Headquarters Facility") and exit of certain office leases globally, as we will not need as much of an office footprint going forward. Our aim is optimizing our office utilization, improving our geographic sales coverage and enhancing our employees' daily experience to improve productivity and effectiveness.

### Delight Our Customers

We intend to make our customers' experience with us effective, efficient and satisfying from their initial interest in our solutions and services through their decision to purchase, engage with customer support and implement and use our solutions. We continue to focus on initiatives aimed at improving the consistency and quality of user experience across our offerings. We also continue to evolve the way we package and sell our offerings to provide high quality and value combined with flexibility to meet the unique needs of our existing and prospective customers. For example, we have increased the number of our cloud solutions sold under a subscription pricing model, which can make it easier for customers to purchase our solutions. In addition, we are continuing to integrate value-adding capabilities such as payment services, analytics and business intelligence into our suite of solutions to better address our customers' needs with comprehensive offerings. We will continue to focus on providing the highest level of solution support, enhancing our existing solutions, extending our solutions through open APIs and developing new solutions and services designed to help our customers be more effective and achieve their missions.

### Attract and Retain Top Talent and Actively Engage Employee Base

Our higher purpose is to help good take over the world, and we have incredible customers whose missions make the world a better place. Driven by this purpose, our employees come to work every day knowing that they can make a real difference with our customers as they pursue their missions. Collaboration, innovation and high standards are core to our culture and help to enable the great work we do. We strive to hire and retain the best employees and provide a workplace where their talents and potential are realized. For additional information, see "Human Capital Resources" below.

### Drive Strength in Our Sector as an Industry Thought Leader

In our nearly 40 years of operation, we have gained significant insight into the overall market and industry segments in which we operate. We produce a wide range of thought leadership resources, including blogs, monthly indices and white papers, which provide insights and guidance to the social good community. We also participate in and convene a number of industry forums, where we exchange views and engage with industry and government leaders. Our annual user conference, **bbcon**®, serves in part as a forum to offer thought leadership to our customers, as do other market-specific user conferences, events and customer gatherings. The Blackbaud Institute for Philanthropic Impact (the "Blackbaud Institute") brings together leading experts in philanthropy to develop and share leading-edge research and insight that accelerates the impact of the social good community. The research and reports the Blackbaud Institute produces serve to strengthen the social good community as a whole. sgENGAGE, our blog and podcast, provides free best practices resources that drive impact across the social good community, as well.

Last year, we announced our partnership with One Million by One Million ("1Mby1M") to launch the Social Good Start-up Challenge focused on tech start-ups on a mission to solve problems that matter to the social good community. In 2020, we announced we've expanded this initiative into the Blackbaud Social Good Startup Program, a year-long accelerator designed to support innovative startups with the potential to impact the ecosystem of good. In alignment with our commitment to diversity in the tech community, we focused our January 2021 cohort on founders from underrepresented backgrounds. Last year, we also announced The Explorer by Blackbaud Institute, the premier online knowledge base for information and statistics about social good. Content is updated regularly and is provided free of charge to the public as a part of Blackbaud's give-back philosophy. We intend to expand these activities and further build our reputation as a thought leader within the industry.



## Solutions and Services

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We offer the social good community comprehensive cloud solutions to advance their missions, backed by our data intelligence services, which deliver insights powered by what we believe to be the world's most robust philanthropic data set. Our solutions can be combined with a range of payment processing, analytic and business intelligence services, consulting, training and professional services, as well as maintenance and technical support. The Blackbaud portfolio is delivered primarily through cloud solutions tailored to the unique needs of vertical markets, offering fundraising and relationship management, marketing and engagement, financial management, grant and award management, organizational and program management (such as education management, church management and ticketing), social responsibility, payment services and analytics.

Our specific solutions and services include:

### Fundraising and Relationship Management

*Blackbaud Raiser's Edge NXT®* is our flagship cloud fundraising and relationship management solution. Blackbaud Raiser's Edge NXT is the first and only cloud fundraising and relationship management solution that is all-inclusive, fully integrated with data, analytics, marketing tools, payment processing and tailored user-specific experiences. Blackbaud Raiser's Edge NXT is, we believe, the most advanced technology available to nonprofits seeking to operate more efficiently and raise more support for their missions.

*Blackbaud CRM™* is a comprehensive, configurable fundraising and relationship management solution. It is our lead offering for enterprise-level organizations seeking a powerful, yet adaptable solution for fundraising, marketing, and program management across the engagement lifecycle, specializing in supporting sophisticated major giving, membership and high-volume direct marketing programs. Blackbaud CRM helps organizations build deeper and more personalized relationships with constituents, build their brands through online engagement and multichannel communication tools, and more effectively fundraise, leveraging campaign management, business intelligence and analytics. Blackbaud CRM can be sold as an integrated solution with our enterprise online solutions to enable multi-channel marketing, online engagement and event fundraising.

*Blackbaud eTapestry®* is a simple, cloud fundraising and donor management solution built specifically for smaller, developing nonprofits in need of a cloud solution to support basic fundraising needs. It offers nonprofit organizations a cost-effective way to manage donors, process gifts, create reports, accept online donations and communicate with constituents. This technology provides a system that is simple to maintain, efficient to operate and is intuitively easy to learn without extensive training.

*Blackbaud TeamRaiser®* is the industry's most comprehensive cloud solution designed specifically for event fundraising. Powering thousands of events each year, Blackbaud TeamRaiser allows nonprofits' supporters to create personal or team fundraising web pages and send email donation appeals in support of events such as walks, runs and rides.

*Blackbaud Peer-to-Peer Fundraising™, powered by JustGiving™* is one of the world's leading social platforms for giving. Blackbaud Peer-to-Peer Fundraising, powered by JustGiving provides world-class technology and innovative tools to connect people with the causes they care about. By making giving more simple, social and rewarding, this platform helps all causes, charities and people in need to reach more people and raise more money.

*Blackbaud Guided Fundraising™* and *Blackbaud Volunteer Network Fundraising™* can work together or independently to help higher education institutions meet their advancement targets and development campaign goals. Blackbaud Guided Fundraising is used by institutions seeking to manage all the details behind the sophisticated, person-to-person solicitation strategies that drive fundraising results. Blackbaud Volunteer Network Fundraising helps institutions manage volunteer fundraising campaigns with tools for project management, communication and reporting.

### Marketing and Engagement

*Blackbaud Luminare Online®*, delivered in the cloud, helps our customers better understand their online supporters, make the right ask at the right time and raise money online. It includes tools to build online fundraising campaigns as part of an organization's existing website or as a stand-alone fundraising site. Donation forms, gift processing and tools

## Blackbaud, Inc.

for communicating through web pages and email give our customers the essentials for building sustainable donor relationships. Customers can also purchase additional modules including Blackbaud Luminate Advocacy™, which combines online marketing tools and legislative data to mobilize supporters and influence policy-makers.

*Blackbaud Online Express™* is a simple, cloud fundraising and marketing tool designed for smaller nonprofit organizations using Blackbaud Raiser's Edge NXT. It provides nonprofits with easy-to-use, fully integrated features and functionality such as email marketing, donation forms, event registrations and dashboard metrics.

*Blackbaud School Website System™* is a content management system that gives schools the flexibility to build and edit webpages, with easy access to content types including photos, videos, downloads, text and more. It allows users to share material and contribute content across an entire school community.

### Financial Management

*Blackbaud Financial Edge NXT®* is the first-of-its-kind cloud accounting solution for nonprofits that is intuitive, fully integrated, and built the way nonprofits need it on our modern Blackbaud SKY cloud platform. Blackbaud Financial Edge NXT is advanced technology with powerful reporting tools to help accounting teams drive transparency, stewardship, and compliance while enabling them to seamlessly manage transactions and eliminate manual processes. It seamlessly integrates with Blackbaud Raiser's Edge NXT to simplify gift entry processing and relates information from both systems in an informative manner to eliminate redundant tasks and manual processes. Blackbaud Financial Edge NXT provides nonprofit organizations with the means to help manage fiscal and fiduciary responsibility, enabling them to be more accountable to their constituents.

*Blackbaud Tuition Management™* benefits schools by giving administrators better access to financial data and payment services, and by giving parents more ways to remit tuition payments. The solution helps ease the burden for administrative staff by offering invoicing, payment processing, customer service, enhanced communication with parents and later payer follow-up services.

*Blackbaud Financial Aid Management™* offers schools the ability to accept online, customized applications for financial aid and to make better financial aid decisions with a proprietary Hobbies, Interest and Lifestyles ("HIL") profile. The HIL profile provides in-depth information on an applicant, delivering to the school a way to make more informed decisions on how they distribute financial aid awards.

### Grant and Award Management

*Blackbaud Grantmaking™* is a cloud solution built with core functions that provide comprehensive grant making capabilities, but with many additional capabilities and features, such as visual dashboards. It has a modern user interface, is user friendly and can be highly personalized. Coupled with *Blackbaud Outcomes™* funders and nonprofits are empowered to collaborate around their intended outcomes and work together to achieve impact. Both the funder and the nonprofit can tell an impact story using ROI-focused results and a common outcomes measurement language.

*Blackbaud Award Management™* is a comprehensive, integrated scholarship management platform for higher education and K-12 institutions and foundations, allowing students to apply for all awards using one intuitive and streamlined application process and eliminating many time-consuming administrative tasks. This leads to improved awarding, reporting, compliance, communication and stewardship.

### Organizational and Program Management

*Blackbaud Student Information System™* makes it easy for schools to manage schedules, transcripts and GPAs. A new Student Information System that works directly with Blackbaud Learning Management System™, Blackbaud Student Information System simplifies the process of sharing student data and academic records securely.

*Blackbaud Learning Management System™* is a learning management system that makes it easy to manage, connect, and share information with students, parents, and an entire school community. Developed with direct input from our customers, Blackbaud Learning Management System gives teachers the tools to meet the demands of a modern private school.

## Blackbaud, Inc.

*Blackbaud Enrollment Management System™* is an enrollment management system that simplifies a school's admissions process. Blackbaud Enrollment Management System helps admissions teams and prospective families manage and track their progress, from inquiry and application through acceptance and enrollment.

*Blackbaud Altru®* is a cloud solution that helps arts and cultural organizations consolidate admissions, membership, fundraising, merchandise, marketing and more, giving users a comprehensive view of their supporters. By helping general admissions arts and cultural organizations gain a clear, 360-degree view of their organization, it enables them to operate more efficiently, engage and cultivate patrons and supporters, streamline external and internal communication efforts, and reduce IT costs. Blackbaud Altru contains tools for constituent and membership management, program sales, retail sales and ticketing, volunteer management and events management. It also has sophisticated reporting functionality and tools to manage marketing, communications and fundraising.

*Blackbaud Church Management™* is a comprehensive, end-to-end cloud solution to manage church operations, relationships with congregants, and essential financial management needs. With Blackbaud Church Management, faith communities can track gifts and tithing, assimilate new members, directly communicate with congregations through multiple channels, enable members to make online and mobile contributions, manage small groups and volunteers, implement secure child check-in, conduct background checks, provide bulk tax statements, manage facilities, and more. Faith communities can also add other Blackbaud capabilities from the new Cloud Solution for Faith Communities as their needs scale all through one integrated experience.

### Social Responsibility

*YourCause® Grants Connect® and YourCause CSR Connect®* are cloud solutions for employee giving, volunteering, and communication used to support corporate philanthropy by building meaningful connections between corporations, employees and nonprofits. After implementing YourCause solutions, customers typically show significant growth in volunteers, donations, engagement and more. These reported successes demonstrate a larger trend: overall ability to attract employees and customers alike by strengthening a company's reputation.

### Payment Services

Our solutions provide our customers payment processing capabilities that enable their donors to make donations and purchase goods and services using numerous payment options, including credit card and automated clearing house ("ACH") checking transactions, through secure online transactions.

*Blackbaud Merchant Services™* is a value-added service integrated with our solutions that makes credit card processing simple and secure. Customers are charged one rate for credit card transactions, making Blackbaud Merchant Services a competitive option. The service also provides customers with a payment card industry ("PCI") compliant process and streamlined bank reconciliation. We also provide our K-12 private school customers with student tuition payment processing services.

*Blackbaud Purchase Cards* provide an efficient and convenient alternative to traditional procurement methods and paper-based payables processes such as checks, purchase orders and invoices for travel and operational purchases. Organizations can also set spend controls for individual cardholders, track business expenses across the organization and ensure that policies are being enforced—all managed online and integrated with Blackbaud Financial Edge NXT.

### Analytics

Our analytics offerings provide comprehensive solutions for donor acquisition, prospect research, data enrichment and performance management, enabling nonprofits to define effective campaign strategies and maximize fundraising results. These services either integrate with or are already integrated into our software solutions to give our customers a comprehensive view of their supporters and the market and provide information essential to making well-informed operating decisions.

Blackbaud's Intelligence for Good® is a unique, comprehensive approach through which we combine artificial intelligence, analytics, big data, and expertise in cloud services and other channels. This powerful approach enables social good organizations to transform data into insights. We embed the value of Intelligence for Good directly in our solutions through SKY Intelligence®.

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Our analytics offerings include subscription solutions and services within the following areas:

*Donor Acquisition* - Our donor acquisition solutions leverage unique data assets to create acquisition mailing lists and predictive models that identify donor populations that meet the affinity, value and response criteria of our nonprofit customers. Nonprofit organizations use our prospect lists to solicit gifts and other support.

*Prospect Research* - Our prospect research solutions include: custom data modeling that delivers critical information on a prospect's likelihood to make a gift to an organization; wealth screenings that deliver detailed wealth information and giving capacity data on prospects; and web-based prospect management software that combines public data with donor information from a nonprofit's database to build a complete view of prospects for targeting and securing gifts.

*Data Enrichment* - Our data enrichment solutions enhance the quality of the data in our customers' databases. These solutions include: identifying outdated address files in the database and making corrections based on United States Postal Service data, as well as appending data by using known fields in an organization's constituent records to search and identify key demographic and contact information.

*Benchmarking and Performance Management* - Our performance management solutions create relevant and insightful reports that benchmark performance and illustrate key industry trends based on performance attributes provided by our nonprofit customers. Nonprofit organizations use our performance and industry analysis reports to assess marketing and operational effectiveness, and to influence operational planning.

### Customer Success

Our Customer Success organization is responsible for managing the post-sale relationship with our customers, starting at onboarding and continuing through the customer lifecycle. Our Customer Success team develops and fosters relationships within all levels of the customer organization to build more demonstrated value in our solutions and services, while helping customers achieve their desired outcomes. Customer Success Managers work to proactively communicate to drive overall satisfaction and retention of our customer's business. They work to collect and analyze actionable information, whether that is through direct customer relationships or through aggregated analytics that drives future one-to-one or one-to-many interactions. Their goal is to partner with customers to ensure that they are fully engaged and have an advocate within Blackbaud who works to meet their needs. Customer Success Managers bring industry knowledge and expertise to the customer relationship and strive to help our customers achieve positive growth and outcomes.

### Customer Support & Maintenance

Most customers that purchase our solutions also enroll in one of our support and maintenance programs. For all our cloud subscription solutions, customer support is automatically included as part of the solution with no additional charge. Customers enrolled in the programs enjoy fast, reliable customer support, receive regular software updates, stay up-to-date with regular communication and have unlimited, around-the-clock access to support resources, including our extensive knowledgebase and forums. Customers who enroll in upgraded support and maintenance plans receive enhanced benefits such as call support priority and dedicated support resources for an additional charge.

### Professional and Managed Services

Our expert consultants provide data conversion, implementation and customization services for each of our software solutions. These services include:

- System implementation;
- Data conversion, business process analysis and application customization;
- Database merging and enrichment, and secure credit card transaction processing;
- Database production activities; and
- Website design services.

In addition, we apply our industry knowledge and experience, combined with expert knowledge of our solutions, to evaluate an organization's needs and consult on how to improve a business process.

## Blackbaud, Inc.

### Training

We provide a variety of onsite, instructor-led online and on-demand training services to our customers relating to the use of our solutions and application of best practices, including our highly-rated Blackbaud University curriculum, through which customers can achieve certifications on Blackbaud software, which can serve as important catalysts for professional growth in the nonprofit industry. Our instructors have extensive training in the use of our solutions and present course material that is designed to include hands-on lab exercises, as well as course materials with examples and problems to solve.

### **Customers**

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At the end of 2020, we had over 45,000 global customers including nonprofits, foundations, companies, education institutions, healthcare organizations and other social good entities. There are millions of users of our solutions in more than 100 countries. Our largest single customer accounted for less than 1% of our 2020 consolidated revenue.

### **Sales and Marketing**

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Most of our solutions and related services are sold through our direct sales force. Our direct sales force is complemented by a team of business development representatives responsible for sales lead generation and qualification. These sales and marketing professionals are primarily located throughout the United States, the U.K., Canada and Australia. As of December 31, 2020, we had 367 direct sales employees.

We conduct marketing programs to create brand recognition and market awareness for our solutions and services. Our marketing efforts include participation at trade shows, technical conferences and technology seminars, publication of technical and educational articles in industry journals, preparation of competitive analyses and the use of software tools to enhance our digital footprint and drive lead generation. Our customers and strategic partners provide references and recommendations that we often feature in our advertising and promotional activities.

We believe relationships with third parties can enhance our sales and marketing efforts. We have and will continue to establish additional relationships with companies that provide services to the philanthropic industry, such as consultants, educators, publishers, financial service providers, complementary technology providers and data providers. These companies promote or complement our solutions and provide us access to new customers.

### **Competition**

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The market for software and related services in the philanthropic industry is competitive and highly fragmented. For certain areas of the market, entry barriers are low, as general tools for small businesses can usually be configured to manage the most basic marketing, contact management, and accounting needs of social good organizations. In parallel, as software development evolves from a highly-complex tradecraft with nuanced understanding of architectural patterns and discrete languages, to click-to-code and drag-and-drop development with natively cloud-based infrastructure, it becomes easier for competitors to quickly spin up basic applications with embedded security and functionality. However, once basic needs are met, programs unique to social good organizations like fundraising, gift and grant management, and peer-to-peer activism require highly specialized tools to configure and transform general business software to match the complexities of the industry. These specialized applications have a higher barrier of entry as they require industry insight to accurately articulate the business workflow that generates the requirements for software products. Moreover, because social good organizations rely heavily on relationships with and among their supporters, integration of systems drives value beyond mere efficiency. Hence, we believe our insight, the full spectrum of our current solutions and our ability to deliver on future solutions makes us a strong competitor. We expect to continue to see new entrants as focus on social investment solutions increases to satisfy Millennial and Gen Z donors, the barriers of entry continue to decline with natively cloud solutions and social good organizations more readily require digital transformation of business processes and data-driven decision making.

## Blackbaud, Inc.

Our competition falls into four primary categories:

- *Niche products* are usually developed as a solution for a single problem at an organization and are adopted by similar organizations to solve a specialized need. These are typically offered by vendors who may have deep industry expertise but may not have the resources to expand beyond a specialized area. We believe we compete against these solutions by offering a set of integrated solutions rather than a single point solution, which we believe improves the overall customer experience. In addition, our open platform allows integration to specialized applications so the opportunity for disruption from these competitors is minimized.
- *Vertical-specific solutions* are offered by competitors seeking to meet the enterprise-wide needs of a specific sub-segment of social good community. Typically, these solutions are offered by vendors who may offer either a point solution or integrated suite of products used by a vertical. We believe we compete successfully against these competitors through a combination of our integrated suite of offerings within verticals where we compete, offering solutions with market leading robustness as well as the scale, reach, and reputation of our organization.
- *General business software vendors*, such as Salesforce.com and Oracle, compete with us in certain areas of our business. While there is a growing trend toward social investment that is prompting philanthropic solutions from these general business vendors, most do not have a complete nonprofit specific focus and, therefore, do not offer or intend to offer nonprofit-specific versions for outside sales. However, there is a subset of general business software competitors who have introduced nonprofit-specific versions of their products. These products generally do not satisfy the needs of nonprofits from end-to-end as they were not designed to support the specific needs of nonprofits during the original architecture, design, and requirements elicitation phases; therefore, we believe that because these products were not originally designed for nonprofits, they are not yet fully capable of meeting market needs without significant customization. The significant customization required to transform general business products into nonprofit solutions often requires the use of consultants to guide the implementation, without which, leave the adoption of general business software limited to very basic operations and simple needs. We believe our solutions compete successfully against general business software as a nonprofit's needs grow more complex. As a result, we believe we can compete successfully to meet nonprofit-specific requirements, often integrating with general business platforms used for their more generalized operations.
- *Consumer-oriented fundraising platforms*, such as GoFundMe, Virgin Money Giving and Facebook compete with our business where consumers raise funds directly. To drive adoption of their platforms, these vendors rely on a combination of direct-to-consumer marketing, marketing to nonprofits who in turn market to their supporters, and marketing to intermediate entities such as an event sponsor who will market to participants. We believe we compete well in this market through a combination of positive brand recognition among all three of these groups and the combination of our consumer- and organization-oriented tools relative to those of the competition.

Less frequently, we compete with providers of traditional, non-automated fundraising service providers, including parties providing services in support of traditional direct mail or email campaigns, special events fundraising, peer to peer, telemarketing and personal solicitations. We believe we compete successfully against these traditional fundraising service providers, primarily because our solutions and services are more automated, more robust, more tailored to the needs of nonprofit organization and more efficient.

## Technology and Architecture

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Blackbaud SKY provides the foundation for all of Blackbaud's cloud solutions, enabling highly available and easy-to-use cloud capabilities that integrate seamlessly and offering best-in-class infrastructure, integrated shared services, and modern, effective, purpose-built solutions. The platform's service-oriented architecture organizes application features into independently deployable services and then leverages these self-contained services as integrated capabilities across our solution portfolio. This enables rapid innovation with high levels of reliability, availability and security, and lets Blackbaud evolve services over time at asymmetric paces as tech trends and tools emerge. Blackbaud SKY prioritizes customer value, including risk management, and speed of delivery. It enables rapid releases, scalable and high-quality services, and speedy time to market. Blackbaud SKY also provides a toolset for customers, partners, and developers to create and deploy self-contained services within the Blackbaud SKY ecosystem. SKY API enables developers to augment Blackbaud solutions with industry-standard REST APIs, standards-based authentication protocols, and a best-in-class developer experience. SKY UX allows developers to create applications with the same consistent, cohesive user interface



## Blackbaud, Inc.

as Blackbaud's native solutions using an open source framework that implements Blackbaud design patterns and provides guidelines and tooling for the entire application lifecycle. These tools enable Blackbaud customers to benefit not just from the innovation of Blackbaud's own large team of developers, but also from an exponentially larger community of partners and third-party developers.

The development strategy for all Blackbaud cloud solutions emphasizes:

- *Flexibility*: Customers can extend our component-based architecture to accommodate changing demands without modifying source code.
- *Adaptability*: The architecture of our applications allows us to easily add functionality or integrate with third-party applications to adapt to customer needs and market demands.
- *Scalability*: Scalable architecture and the performance, capacity and load balancing of our customers' industry-standard web servers and databases ensure that applications can scale to meet the needs of large organizations.

## Intellectual Property and Other Proprietary Rights

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To protect our intellectual property, we rely on a combination of patent, trademark, copyright and trade secret laws in various jurisdictions, as well as employee and third-party nondisclosure agreements and confidentiality procedures. We maintain many trademarks, including, but not limited to "Blackbaud," "Raiser's Edge NXT" and "Luminate." We currently have one active patent on our technology and have two pending patent applications.

## Human Capital Resources

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As of December 31, 2020, we had over 3,100 employees, none of whom are represented by unions or are covered by collective bargaining agreements. We are not involved in any material disputes with any of our employees, and we believe that relations with our employees are strong.

We benefit from an engaged and driven employee base motivated to join the company by our higher purpose, which is "to help good take over the world." Our purpose attracts talented, competitive applicants, with 92% of employees saying our focus on social good organizations was a driver in their decision to join the company. This differentiator not only builds stronger employee engagement, but it helps us to provide a higher level of service to our customers across the social good community, with 92% of employees reporting that they actively serve as volunteers and 23% serving on a nonprofit board or committee — direct experience that enables them to better serve our customer base.

Blackbaud also attracts talented employees through effective and targeted recruiting strategies. In 2020, Blackbaud announced the launch of a new workforce strategy, allowing for many employees to have the option to work from other geographic locations within the country of the position, helping to expand the pool of qualified applicants for roles.

Employee engagement is a focus at Blackbaud, and we continually work to understand what matters and to make our workplace better to attract, develop, and retain talent. Every manager at Blackbaud is required to take a multi-course "Engagement Labs" training designed to equip them with the practical skills to ensure their teams are highly engaged. We assess and measure progress on engagement and growth opportunities at the individual level through quarterly check-ins and a global career framework that guides employee progression on both management and individual contributor career paths; we also assess engagement on the team and company level through regular employee surveying. We enable employees to have opportunities for career development through on-demand and company-led trainings. Our compensation framework is designed so that employees are compensated equitably and competitively, including through base salary, variable pay, equity awards and benefits. We also seek to support the whole person, through benefits that support wellness and financial health.

Ultimately, we believe that Blackbaud is an excellent place to work due to our active participation in the Ecosystem of Good®: we govern our business ethically, contribute to causes and communities that matter to our employees through corporate philanthropy, we pursue sustainability, and we work every day to ensure our workplace is supportive, inclusive and engaging. We offer an array of philanthropy programs aimed at engaging our employees as agents of good, including matching gifts, competitive grants that honor noteworthy examples of volunteerism, employee-led

## Blackbaud, Inc.

grant committees, skills-based volunteerism initiatives, as well as science, technology, engineering and mathematics focused community programs.

Our commitment to diversity, equity and inclusion supports our efforts to attract, develop and retain a high-performing employee base. In September 2020, we welcomed our first Diversity and Inclusion Officer, as part of our strategy to further accelerate our diversity, inclusion and belonging efforts, while continuing to strengthen relationships with our people and the communities in which we operate. This new leadership focus will amplify and accelerate the significant initiatives already in place at Blackbaud, including: ongoing unconscious bias workshops; respect in the workplace training for all employees and enhanced training for managers; business networking affinity groups, including veterans, LGBTQ employees, women in technology, women in sales, African American employees and employees interested in sustainability.

### Seasonality

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For a discussion of seasonal variations in our business, see “Management’s Discussion and Analysis of Financial Conditions and Results of Operations — Seasonality” in Item 7 in this report.

### Working Capital

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For a discussion of our working capital practices, see “Management’s Discussion and Analysis of Financial Conditions and Results of Operations — Liquidity and Capital Resources” in Item 7 in this report.

### Available Information

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Our website address is [www.blackbaud.com](http://www.blackbaud.com). We make available, free of charge through our website, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC, but other information on our website is not incorporated into this report. The SEC maintains an Internet site that contains these reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at [www.sec.gov](http://www.sec.gov).

### Information About Our Executive Officers

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The following table sets forth information concerning our executive officers as of February 15, 2021:

Name	Age	Title
Michael P. Gianoni	60	President and Chief Executive Officer
Anthony W. Boor	58	Executive Vice President and Chief Financial Officer
Kevin P. Gregoire	53	Executive Vice President and President, Enterprise Markets Group
Kevin R. McDearis <sup>(1)</sup>	53	Executive Vice President and Chief Products Officer
Kevin W. Mooney	62	Executive Vice President and President, General Markets Group
Jon W. Olson	57	Senior Vice President and General Counsel

(1) Mr. McDearis was designated by our Board of Directors as an executive officer as defined in Rule 3b-7 of the Exchange Act effective January 1, 2021.

*Michael P. Gianoni* joined us as President and Chief Executive Officer in January 2014. Prior to joining us, he served as Executive Vice President and Group President, Financial Institutions at Fiserv, Inc., a global technology provider serving the financial services industry, from January 2010 to December 2013. He joined Fiserv as President of its Investment Services division in December 2007. Mr. Gianoni was Executive Vice President and General Manager of CheckFree Investment Services, which provided investment management solutions to financial services organizations, from June 2006 until December 2007 when CheckFree was acquired by Fiserv. From May 1994 to November 2005, he served as



**Blackbaud, Inc.**

Senior Vice President of DST Systems Inc., a global provider of technology-based service solutions. Mr. Gianoni is a member of the Board of Directors of Teradata Corporation, a publicly traded global big data analytics company. Mr. Gianoni has served on several nonprofit boards across several segments, including relief organizations, hospitals and higher education. He currently is a board member of the International African American Museum. He holds an AS in electrical engineering from Waterbury State Technical College, a BS with a business concentration from Charter Oak State College, and an MBA and an honorary Doctorate from the University of New Haven.

*Anthony W. Boor* joined us as Executive Vice President and Chief Financial Officer in November 2011 and served as our interim President and Chief Executive Officer from August 2013 to January 2014. Prior to joining us, he served as an executive with Brightpoint, Inc., a global provider of device lifecycle services to the wireless industry, beginning in 1999, most recently as its Executive Vice President, Chief Financial Officer and Treasurer. He also served as the interim President of Europe, Middle East and Africa during Brightpoint's significant restructuring of that region. Mr. Boor served as Director of Business Operations for Brightpoint North America from August 1998 to July 1999. Prior to joining Brightpoint, Mr. Boor was employed in various financial positions with Macmillan Computer Publishing, Inc., a Viacom owned book publishing company specializing in computer hardware and software related topics, Day Dream Publishing, Inc., a publishing company specializing in calendars, posters and time management materials, Ernst & Young LLP, an accounting firm, Expo New Mexico, a state-owned fair and expo grounds and live pari-mutual horse racing venue, KPMG LLP, an accounting firm, and Ernst & Whinney LLP, an accounting firm. He holds a BS in Accounting from New Mexico State University.

*Kevin P. Gregoire* joined us as Executive Vice President and President, Enterprise Markets Group in April 2018. Prior to joining us, Mr. Gregoire was Group President of the Financial Institutions Group at Fiserv, a global technology provider serving the financial services industry, from March 2014 until February 2018. He joined Fiserv in December 2002 and served in other key leadership roles including Division President and Chief Operating Officer, Card Services, and Senior Vice President of Product and Network Strategy. Mr. Gregoire is also a veteran of the United States Army, where he served as Lieutenant in the Corps of Engineers and was awarded three Army Commendation Medals. He holds a BS from the United States Military Academy at West Point, and an MBA from the F.W. Olin School of Business at Babson College.

*Kevin R. McDearis* has served as our Executive Vice President and Chief Products Officer since October 2016. He joined us in August 2014 as our Senior Vice President of Global Product Development. Prior to joining us, Mr. McDearis was the Chief Information Officer at Manhattan Associates, Inc., a technology leader in supply chain and omnichannel commerce, from August 2012 to July 2014. He was responsible for leading a global IT organization in strategy development, organization development, portfolio and project management, software and infrastructure engineering, service delivery and operations. Prior to that, Mr. McDearis served as Chief Technology Officer for the Enterprise Technology Group and other key leadership positions at Fiserv (formerly CheckFree), a global technology provider serving the financial services industry, from October 1996 to August 2012. Mr. McDearis serves on the Board of Directors for the USS Yorktown Foundation. He also served on the Board of Directors of the Technology Association of Georgia ("TAG") from 2011 to 2016 and as Vice Chairman of the Board in 2014. He holds a BS in Management from The Georgia Institute of Technology.

*Kevin W. Mooney* has served as our Executive Vice President and President, General Markets Group since January 2010. He joined us in July 2008 as our Chief Commercial Officer. Before joining Blackbaud, Mr. Mooney was a senior executive at Travelport GDS from August 2007 to May 2008. As Chief Commercial Officer of Travelport GDS, one of the world's largest providers of information services and transaction processing to the travel industry, Mr. Mooney was responsible for global sales, marketing, training, service and support activities. Prior to that he was Chief Financial Officer for Worldspan from March 2005 until it was acquired by Travelport in August 2007. Mr. Mooney has also held key executive positions in the telecommunications industry and he served as a member of the Board of Directors of Level 3 Communications, Inc., a publicly traded global managed network services company, from October 2014 to November 2017. Prior to that he served on the Board of Directors of tw telecom from August 2005 until it was acquired by Level 3 in October 2014. He holds a BS in Finance from Seton Hall University, and an MBA in Finance from Georgia State University.

*Jon W. Olson* joined us as Senior Vice President and General Counsel in September 2008. Mr. Olson is responsible for Blackbaud's legal and real estate activities. Prior to joining us, he was an attorney with Alcatel-Lucent USA, the U.S.

## Blackbaud, Inc.

subsidiary of France-based Alcatel-Lucent (now owned by Nokia Corporation) that designs, develops, and builds wireline, wireless, and converged communications networks, from July 1997 to September 2008. Prior to joining Alcatel-Lucent, Mr. Olson was employed in legal positions with MCI, Inc., a global business and residential communications company, from September 1996 to July 1997, and Unisys Corporation, a global information technology company, from July 1992 to September 1996. Mr. Olson is a member of the MUSC (Medical University of South Carolina) Hollings Cancer Center Citizens Advisory Council and is on the board of the Charleston Symphony and Charleston Jazz. He holds a BS from Georgetown University, a JD from Dickinson School of Law and an MBA from Seton Hall University.

## ITEM 1A. RISK FACTORS

Our business operations face a number of risks. These risks should be read and considered with other information provided in this report.

### Strategic Risks

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#### ***Our failure to compete successfully could cause our revenue or market share to decline.***

Our market is highly competitive and rapidly evolving, and there are limited barriers to entry for many segments of this market.

The companies we compete with and other potential competitors may have greater financial, technical and marketing resources and generate greater revenue and better name recognition than we do. Also, a large diversified software enterprise could decide to enter the market directly, including through acquisitions. Competitive pressures can adversely impact our business by limiting the prices we can charge our customers and making the adoption and renewal of our solutions more difficult.

Our competitors might also establish or strengthen cooperative relationships with resellers and third-party consulting firms or other parties with whom we have had relationships, thereby limiting our ability to promote our solutions.

These competitive pressures could cause our revenue and market share to decline.

#### ***Because competition for highly qualified personnel is intense, we might not be able to attract and retain key personnel needed to support our planned growth.***

To meet our objectives successfully, we must attract and retain highly qualified personnel with specialized skill sets. If we are unable to attract and retain suitably qualified management, there could be a material adverse impact on our business.

Further, we use equity incentive programs and equity awards in lieu of cash as part of our overall employee compensation agreements to both attract and retain personnel. A decline in our stock price could negatively impact the value of these equity incentive and related compensation programs as retention and recruiting tools. We may need to create new or additional equity incentive programs and/or compensation packages to remain competitive, which could be dilutive to our existing stockholders and/or adversely affect our results of operations.

#### ***More rapid than expected success in implementing our strategic shift from a license-based and one-time services business model to a cloud subscription business model could negatively impact our total revenue growth and financial performance.***

We continue to intentionally shift our focus towards selling cloud subscription solutions, which generally require less customization services. Also, our cloud solution contracts now frequently include subscription-based professional, analytic and training services. This strategic shift to migrate our existing customers and sell new customers our cloud subscription solutions results in a decrease in our one-time services contracts and revenue. Although our business model seeks to anticipate the rate of migration and resulting negative impact on our total revenue growth, more rapid than

**Blackbaud, Inc.**

expected success in implementing this strategic shift could negatively impact our total revenue growth and financial performance.

***The market for software and services for the social good community might not grow and the organizations in that community might not continue to adopt our solutions and services.***

Many organizations in the social good community, including nonprofits, foundations, companies, education institutions and healthcare organizations, have not traditionally used integrated and comprehensive software and services for their specific needs. We cannot be certain that the market for such solutions and services will continue to develop and grow or that these organizations will elect to adopt our solutions and services rather than continue to use traditional, less automated methods, attempt to develop software internally, rely upon legacy software systems, or use software solutions not specifically designed for this market. Organizations that have already invested substantial resources in other fundraising methods or other non-integrated software solutions might be reluctant to adopt our solutions and services to supplement or replace their existing systems or methods. In addition, the implementation of one or more of our software solutions can involve significant capital commitments by our customers, which they may be unwilling or unable to make, especially due to disruption in the social good community due to COVID-19. If demand for and market acceptance of our solutions and services does not increase, we might not grow our business as we expect.

***If we fail to respond to technological changes or successfully introduce new and improved solutions, our competitive position may be harmed and our business may suffer.***

The introduction of solutions encompassing new technologies can render existing solutions obsolete and unmarketable. As a result, our future success will depend, in part, upon our ability to continue to enhance existing solutions and develop and introduce in a timely manner or acquire new solutions that keep pace with technological developments, satisfy increasingly sophisticated customer requirements and achieve market acceptance. If we are unable to develop or acquire on a timely and cost-effective basis new software solutions or enhancements to existing solutions or if such new solutions or enhancements do not achieve market acceptance, our business, results of operations and financial condition may be materially adversely affected.

***If we do not successfully address the risks inherent in the expansion of our international operations, our business could suffer.***

We currently have non-U.S. operations primarily in the U.K., Canada, Australia and Costa Rica, and we intend to expand further into international markets. Expansion of our international operations will require a significant amount of attention from our management and substantial financial resources and might require us to add qualified management in these markets. Our direct sales model requires us to attract, retain and manage qualified sales personnel capable of selling into markets outside the United States. In some cases, our costs of sales might increase if our customers require us to sell through local distributors. If we are unable to grow our international operations in a cost-effective and timely manner, our business and operating results could be harmed.

We expect that an increasing portion of our international revenues will be denominated in foreign currencies, subjecting us to fluctuations in foreign currency exchange rates. If we expand our international operations, exposures to gains and losses on foreign currency transactions may increase.

Doing business internationally involves additional risks that could harm our operating results. Along with risks similar to those faced by our U.S. operations, our international operations are also subject to risks related to differing legal, political, social and regulatory requirements and economic conditions, including:

- the imposition of additional withholding taxes or other tax on our foreign income, tariffs or restrictions on foreign trade or investment, including currency exchange controls;
- greater risk of a failure of our employees and partners to comply with both U.S. and foreign laws, including antitrust regulations, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act of 2010, and any trade regulations ensuring fair trade practices; and
- the imposition of, or unexpected adverse changes in, foreign laws or regulatory requirements, including those pertaining to export restrictions, privacy and data protection, trade and employment restrictions and intellectual protections.

**Blackbaud, Inc.*****Unfavorable media coverage related to peer-to-peer fundraising campaigns on our social platforms could negatively impact our business.***

Our online social giving platforms receive a high degree of media coverage for particularly news-worthy or controversial fundraising campaigns, as well as for our fee-based business model. Although our terms of service provide express limitations on the platforms' user-initiated fundraising campaigns and reserve our right to remove content that violates our terms of service, it may not always be possible to remove such content prior to it receiving attention in the media. Negative publicity related to our online social giving platforms could have an adverse effect on the size, engagement and loyalty of our user base and could result in decreased revenue, which could adversely affect our business and financial results.

***Acquisitions could be difficult to consummate and integrate into our operations, and they could disrupt our business, dilute stockholder value or impair our financial results.***

As part of our business strategy, we will continue from time to time to seek to grow our business through acquisitions of new or complementary businesses, technologies or products that we believe can improve our ability to compete in our existing customer markets or allow us to enter new markets. The potential risks associated with acquisitions and investment transactions include, but are not limited to:

- failure to realize anticipated returns on investment, cost savings and synergies;
- difficulty in assimilating the operations, policies and personnel of the acquired company;
- unanticipated costs associated with acquisitions;
- challenges in combining product offerings and entering into new markets in which we may not have experience;
- distraction of management's attention from normal business operations;
- potential loss of key employees of the acquired company;
- difficulty implementing effective internal controls over financial reporting and disclosure controls and procedures;
- impairment of relationships with customers or suppliers; and
- issues not discovered in due diligence, which may include product quality issues or legal or other contingencies.

Acquisitions may also result in potentially dilutive issuances of equity securities, the incurrence of debt and contingent liabilities, the expenditure of available cash, and amortization expenses or write-downs related to intangible assets such as goodwill, any of which could have a material adverse effect on our operating results or financial condition. We may experience risks relating to the challenges and costs of closing a business combination and the risk that an announced business combination may not close. There can be no assurance that we will be successful in making additional acquisitions in the future or in integrating or executing on our business plan for existing or future acquisitions.

***A reduction in the growth or amount of charitable giving could adversely affect our operating results and financial condition.***

A large percentage of our customers are nonprofits, foundations, education institutions, healthcare organizations and other members of the social good community that fully or partially rely on charitable donations. If charitable giving, including online giving, does not continue to grow or declines, it could limit our current and potential customers' ability to use and pay for our solutions and services, which could adversely affect our operating results and financial condition.

In addition, we derive a significant portion of our revenue from transaction-based payment processing fees that we collect from our customers through our Blackbaud Merchant Services solution, which enables our customers' donors to make donations and purchase goods and services using various payment options. A reduction in the growth of, or a decline in, charitable giving to these customers, whether due to deteriorating general economic conditions, the impact of recent or future changes to applicable tax laws, or otherwise, could negatively impact the volume and size of such payment processing transactions and thereby adversely affect our operating results and financial condition.

***Our failure to obtain licenses for, or our use of, third-party technologies could harm our business.***

We expect to continue licensing technologies from third parties, including applications used in our research and development activities, technologies which are integrated into our solutions and solutions that we resell. We believe that the loss of any third-party technologies currently integrated into our solutions could have a material adverse effect on our business. Our inability in the future to obtain any third-party licenses on commercially reasonable terms, or at all, could delay future solution development until equivalent technology can be identified, licensed or developed and integrated. This inability in turn could harm our business and operating results.

Our use of third-party technologies also exposes us to increased risks including, but not limited to, risks associated with the integration of new technology into our solutions, the diversion of our resources from development of our own proprietary technology and our inability to generate revenue from licensed technology sufficient to offset associated acquisition and maintenance costs.

***The U.K.'s departure from the European Union ("E.U.") could adversely affect us.***

The U.K. held a referendum on June 23, 2016 on its membership in the E.U., in which a majority of U.K. voters voted to exit the E.U. (commonly referred to as "Brexit"). Thereafter, the E.U. and the U.K. engaged in extensive negotiations designed to reach agreement regarding the future terms of the U.K.'s relationship with the E.U. Effective January 31, 2020, the U.K. is no longer a member of the E.U., and an agreed post-Brexit transition period expired on December 31, 2020. Effective January 1, 2021, the relationship between the U.K. and the E.U. is governed primarily by the new Trade and Cooperation Agreement (the "TCA"), which sets forth, among other things, terms regarding the trade of goods and services, workers' rights and social and environmental matters. Separate negotiations are expected to continue regarding, among other things, data sharing, data privacy and financial services, and certain terms of the TCA contain agreed expiration dates. Because we currently conduct business in the U.K. and in Europe, the U.K.'s exit from the E.U. under such circumstances creates uncertainty and could affect the business of and/or our relationships with our customers and partners as well as the value of the British Pound and the Euro relative to the U.S. dollar. The ultimate effects of Brexit on us, including those mentioned above and others we cannot now anticipate, are difficult to predict and could adversely affect our business, business opportunities, results of operations or financial condition in both the short-term and thereafter.

**Operational Risks**

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***The COVID-19 pandemic has disrupted, and is expected to continue to disrupt, our business, which is likely to adversely affect our operations and financial performance.***

The outbreak of COVID-19 in countries across the globe, including each country in which we currently operate, has adversely impacted the U.S. and global economies. We have experienced disruptions to our business thus far from COVID-19, and the pandemic continues to impact each of our markets. Governmental authorities have taken, and continue to take, countermeasures to slow the outbreak, including shelter-in-place and business closure orders and large-scale restrictions on travel. Furthermore, because the pandemic is a rapidly evolving situation, we cannot anticipate with certainty the length, scope or severity of such restrictions in the jurisdictions in which we operate.

Certain vertical markets we serve are especially vulnerable to the ongoing global business disruption. For example:

- Many arts and cultural organizations, including museums, zoos, performing arts centers and theaters, among others, have had to cancel events or have seen a significant decline in attendance due to COVID-19. Many of these organizations have also suspended their operations temporarily.
- We believe that a number of K-12 private schools, that would have ordinarily considered purchasing our cloud solutions for the 2020-2021 academic school year, have delayed their expenditure decisions due to the uncertainty of COVID-19.
- A number of our nonprofit customers have also been negatively impacted by the postponement or cancellation of mass-participation events, such as marathons and other endurance sporting events, galas, auctions and other fundraisers.

## Blackbaud, Inc.

We believe that COVID-19 has impacted and will continue to impact all of our vertical markets across all of our geographies to some degree, but the significance and duration of the impact on our business cannot be determined at this time due to numerous uncertainties, including the duration of the outbreak, travel restrictions and business closures, the effectiveness of vaccination programs and other actions taken to contain the disease and other unforeseeable consequences. This impact could include:

- further declines in customer demand and our ability to build pipeline of new customer contracts;
- continued elongated sales cycles;
- our relationship with, and the financial and operational capacities of, our service providers, suppliers and business partners, including their ability to fulfill their obligations to us;
- further declines in our customers' ability to pay for our solutions and services;
- reduced workforce availability and productivity due to working remotely using different technologies and potential health effects and concerns;
- risks associated with our indebtedness (including available borrowing capacity, compliance with financial covenants and ability to refinance or repay indebtedness on favorable terms);
- the adequacy of our cash flows and earnings and other conditions that may affect our liquidity;
- disruptions to our technology network and other critical systems; and
- impairment charges against our goodwill and other intangible assets, operating lease right-of-use assets and other long-lived assets.

We believe that business disruption relating to COVID-19 will continue to negatively impact the U.S. and global economies and may continue to materially adversely impact our business, financial condition and results of operations.

***Defects, delays or interruptions in our cloud solutions and hosting services could diminish demand for these services and subject us to substantial liability.***

We currently utilize data center hosting facilities to provide cloud solutions to most of our subscription customers and hosting services to our on-premise license customers. Any damage to, or failure of, these data center systems generally could result in interruptions in service to our customers, notwithstanding any business continuity or disaster recovery agreements that may currently be in place at these facilities. Because our cloud solutions and hosting service offerings are complex and we have incorporated a variety of new computer hardware and software systems at our data centers, our services might have errors or defects that users identify after they begin using our services. This could result in unanticipated downtime for our customers and harm to our reputation and business results. Internet-based services sometimes contain undetected errors when first introduced or when new versions or enhancements are released. We have from time to time found defects in our web-based services and new errors might again be detected in the future. In addition, our customers might use our Internet-based offerings in unanticipated ways that cause a disruption in service for other customers attempting to access their data.

Because our customers use these services for important aspects of their businesses, any defects, delays or disruptions in service or other performance problems with our services could hurt our reputation and damage our customers' businesses. If that occurs, customers could elect to cancel their service, delay or withhold payment to us, not purchase from us in the future or make claims against us, which could result in an increase in our provision for credit losses, an increase in collection cycles for accounts receivable or the expense and risk of litigation. Any of these could harm our business and reputation.

***Material defects or errors in the software we use to deliver our services could harm our reputation, result in significant costs to us and impair our ability to sell our services.***

The software applications underlying our services are inherently complex and may contain material defects or errors, particularly when first introduced or when new versions or enhancements are released. We have from time to time found defects in our software, and new errors in our existing software may be detected in the future.



**Blackbaud, Inc.**

After the release of our software, defects or errors may also be identified from time to time by our internal team and our customers. The costs incurred in correcting any material defects or errors in our software may be substantial and could harm our operating results. Furthermore, our customers may use our software together with solutions from other companies. As a result, when problems occur, it might be difficult to identify the source of the problem. Even when our software does not cause these problems, the existence of these errors might cause us to incur significant costs, divert the attention of our technical personnel from our solution development efforts, impact our reputation and cause significant customer relations problems.

***If we are unable, or our customers believe we may be unable, to detect and prevent unauthorized use of payment card or other private financial or personal information, we could be subject to financial liability, our reputation could be harmed and customers may be reluctant to use our solutions and services.***

The rules of payment card associations in which we participate require that we comply with Payment Card Industry Data Security Standard ("PCI DSS") in order to preserve security of payment card data. Under PCI DSS, we are required to adopt and implement internal controls over the use, storage and security of payment card data to help prevent card fraud. Conforming our solutions and services to PCI DSS or other payment services related regulations or requirements imposed by payment networks or our customers or payment processing partners is expensive and time-consuming. However, failure to comply may subject us to fines, penalties, damages and civil liability, may impair the security of payment card data in our possession, and may harm our reputation and our business prospects, including by limiting our ability to process transactions. All Blackbaud products in scope for PCI DSS compliance meet applicable PCI DSS security requirements.

In addition, we routinely subject our various data protection processes and controls to voluntary third-party review, audit or reporting, including, for example, the American Institute of Certified Public Accountants' System and Organization Controls ("SOC") reporting. Failure to conduct these voluntary data protection process and control reviews or to obtain and maintain unqualified audits or reports covering our data protection processes and controls may harm our reputation or our business prospects and our ability to market our solutions to our customers.

***If the security of our software is breached, we fail to securely collect, store and transmit customer information, or we fail to safeguard confidential donor data, we could be exposed to liability, litigation, penalties and remedial costs and our reputation and business could suffer.***

Fundamental to the use of our solutions is the secure collection, storage and transmission of confidential donor and end user data and transaction data, including in our payment services. Despite the network, application and physical security procedures and internal control measures we employ to safeguard our systems, we may still be vulnerable to a security breach, intrusion, loss or theft of confidential donor data and transaction data, which may harm our business, reputation and future financial results. Furthermore, our increased reliance on remote access to information systems and global disruptions in response to COVID-19, as described above, increase our exposure to potential cybersecurity incidents.

Like many major businesses, we are, from time to time, a target of cyberattacks, phishing and social engineering schemes, such as the Security Incident (as described in Note 11 to our consolidated financial statements in this report), and we expect these threats to continue, some of which may be successful to varying degrees. Because the numerous and evolving cybersecurity threats used to obtain unauthorized access, disable, degrade or sabotage systems have become increasingly more complex and sophisticated, it may be difficult to anticipate these acts or to detect them for periods of time, as with the Security Incident, and we may be unable to respond adequately or timely. As these threats continue to evolve and increase, we may be required to devote significant additional resources in order to modify and enhance our security controls and to identify and remediate any security vulnerabilities.

A compromise of our data security, such as the Security Incident, that results in customer or customer constituent personal or payment card data being obtained by unauthorized persons could adversely affect our reputation with our customers and others, as well as our operations, results of operations, financial condition and liquidity and could result in litigation against us or the imposition of fines and penalties. We might be required to expend significant additional capital and other resources to rectify problems caused by a security breach, including notification under data privacy laws and regulations, and incur expenses related to remediating our information security systems. (See Note 11 to our consolidated financial statements in this report for such information related to the Security Incident.) Even though we carry cyber-technology insurance policies that may provide insurance coverage under certain circumstances, we might

## Blackbaud, Inc.

suffer losses as a result of a security breach that exceed the coverage available under our insurance policies or for which we do not have coverage. A security breach and any efforts we make to address such breach could also result in a disruption of our operations, particularly our online sales operations.

The occurrence of actual cyber security events, such as the Security Incident, could magnify the severity of the adverse effects of future incidents on our business. The techniques used to obtain unauthorized access, disable or degrade service, or sabotage information systems can be difficult to detect for long periods of time and can involve difficult or prolonged assessment or remediation periods even once detected. We, therefore, cannot assure you that all potential causes of past significant incidents, including the Security Incident, have been fully identified and remediated. The steps we take may not be sufficient to prevent future significant incidents and, as a result, such incidents may occur again.

### ***The Security Incident could have numerous adverse effects on our business.***

As previously disclosed, on July 16, 2020, we first contacted certain customers to inform them about the Security Incident, including that in May 2020 we discovered and stopped a ransomware attack. Prior to our successfully preventing the cybercriminal from blocking our system access and fully encrypting files, and ultimately expelling them from our system with no significant disruption to our operations, the cybercriminal removed a copy of a subset of data from our self-hosted environment. Although the nature of the incident, our research and third party (including law enforcement) investigation have provided no reason to believe that any data went beyond the cybercriminal, was or will be misused, or will be disseminated or otherwise made available publicly, our investigation into the Security Incident remains ongoing and may provide additional information.

To date, we have received approximately 570 claims for reimbursement of expenses from customers or their attorneys related to the Security Incident (none of which have as yet been filed in court or in arbitration) and are in the process of assessing what, if any, liability may exist pursuant to such claims. Possible exposure could result from our customers' costs and expenses associated with notifying their own constituents of the Security Incident and taking steps to assure that personal information has not been compromised as a result of the Security Incident. In addition, presently, we are a defendant in 30 putative consumer class action cases [27 in U.S. federal courts (some of which have been consolidated under multi district litigation to a single federal court), 1 in a U.S. state court and 2 in Canadian courts] alleging harm from the Security Incident. The plaintiffs in these cases, who generally purport to represent various classes of individual constituents of our customers, generally claim to have been harmed by alleged actions and/or omissions by us in connection with the Security Incident and assert a variety of common law and statutory claims seeking monetary damages, injunctive relief, costs and attorneys' fees, and other related relief. To date, we also have received a consolidated, multi-state Civil Investigative Demand issued on behalf of 44 state Attorneys General and the District of Columbia relating to the Security Incident. In addition, we have received communications, inquires and requests from the U.S. Federal Trade Commission, the U.S. Department of Health and Human Services, the U.S. Securities and Exchange Commission, the Information Commissioner's Office in the United Kingdom (the "ICO") under the U.K. Data Protection Act 2018, the Office of the Australian Information Commissioner and the Office of the Privacy Commissioner of Canada. (See Note 11 to our consolidated financial statements included in this report for a more detailed description of the Security Incident and related matters.)

We may be named as a party in additional lawsuits, other claims may be asserted by or on behalf of our customers or their constituents, and we may be subject to additional governmental inquires, requests or investigations. Responding to and resolving these current and any future lawsuits, claims and/or investigations could result in material remedial and other expenses that may not be covered by insurance. Governmental authorities also may seek to impose undertakings, injunctive relief, consent decrees, or other civil or criminal penalties, which could, among other things, materially increase our data security costs or otherwise require us to alter how we operate our business. Although we intend to defend ourselves vigorously against the claims asserted against us, we cannot predict the potential outcomes, cost and expenses associated with current and any future claims, lawsuits, inquiries and investigations.

Significant management time and Company resources have been, and are expected to continue to be, devoted to the Security Incident. (See Note 11 to our consolidated financial statements included in this report.) Although we carry cyber-technology insurance designed to protect us against certain losses related to cybersecurity events, that insurance coverage may not be sufficient to cover all expenses or other losses (including fines) or all types of claims that may arise in connection with cyberattacks, security compromises and other related incidents. Furthermore, in the future such insurance may not be available on commercially reasonable terms, or at all.



## Blackbaud, Inc.

Future publicity or developments related to the Security Incident could have a range of other adverse effects on our business or prospects, including causing or contributing to loss of customer confidence, reduced customer demand, reduced customer retention, strategic growth opportunities, and associated retention and recruiting difficulties.

***Our operations might be affected by the occurrence of a natural disaster or other catastrophic event.***

We depend on our principal executive offices and other facilities for the continued operation of our business. Although we have contingency plans in effect for natural disasters or other catastrophic events, these events, including terrorist attacks, computer hacker attacks and natural disasters such as hurricanes, flooding and earthquakes, could disrupt one or more of these facilities and adversely affect our operations. Our principal executive offices are located in a coastal region that has experienced hurricanes and earthquakes in the past. Even though we carry business interruption insurance policies and typically have provisions in our commercial contracts that protect us in certain events, we might suffer losses as a result of business interruptions that exceed the coverage available under our insurance policies or for which we do not have coverage. Any natural disaster or catastrophic event affecting us could have a significant negative impact on our operations.

***Complications with the design or implementation of our new global enterprise resource planning ("ERP") system could adversely affect our operations and operating results***

We rely extensively on information systems and technology to manage our business and summarize our operating results. We are in the process of a multi-year implementation of a new ERP system, which will replace our existing core financial systems. Such an implementation is a major undertaking, both financially and from a management and personnel perspective. The new ERP system is designed to accurately maintain our financial records, enhance the flow of financial information, improve data management, and provide timely information to our management team. We may not be able to successfully implement the ERP system without experiencing delays, unexpected additional costs and other difficulties. Failure to successfully design and implement the new ERP system as planned could harm our business, financial condition and operating results. Additionally, if we do not effectively implement the ERP system as planned or the ERP system does not operate as intended, the effectiveness of our internal control over financial reporting could be negatively affected.

## Financial Risks

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***Because a significant portion of our revenue is recognized over time on a ratable basis over the contract term, downturns in sales may not be immediately reflected in our revenue.***

We generally recognize our subscription and maintenance revenue ratably over time over the contract term. Our subscription arrangements are generally for a term of three years at contract inception with one to three-year renewals thereafter. Most of our maintenance arrangements are for a one-year term. As a result, much of the revenue we report in each quarter is attributable to arrangements entered into during previous quarters. Consequently, a decline in sales to new customers, renewals by existing customers or market acceptance of our solutions in any one quarter will not necessarily be fully reflected in the revenues in that quarter and could negatively affect our revenues and profitability in future quarters.

***If our customers do not renew their subscriptions for our solutions or annual maintenance and support arrangements or if they do not renew them on terms that are favorable to us, our business might suffer.***

Our subscription arrangements are generally for a term of three years at contract inception with one to three-year renewals thereafter. Most of our maintenance arrangements are for a one-year term. As the end of the contract term approaches, we seek the renewal of the agreement with the customer. Historically, subscription and maintenance renewals have represented a significant portion of our total revenue. Because of this characteristic of our business, if our customers choose not to renew their subscriptions or maintenance and support arrangements with us on beneficial terms or at all, our business, operating results and financial condition could be harmed. Our customers' renewal rates may decline or fluctuate as a result of a number of factors, including their level of satisfaction with our solutions and services and their ability to continue their operations and spending levels due to COVID-19 or otherwise.

**Blackbaud, Inc.*****We significantly increased our leverage in connection with acquisitions.***

We incurred a substantial amount of indebtedness in connection with acquisitions and the purchase of our Global Headquarters Facility. As a result of this indebtedness, our interest payment obligations have increased. The degree to which we are leveraged could have adverse effects on our business, including the following:

- Requiring us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions, dividends, share repurchases and other general corporate purposes;
- Limiting our flexibility in planning for, or reacting to, changes in our business and the industries in which we operate;
- Restricting us from making additional strategic acquisitions or exploiting business opportunities;
- Placing us at a competitive disadvantage compared to our competitors that have less debt;
- Limiting our ability to borrow additional funds; and
- Decreasing our ability to compete effectively or operate successfully under adverse economic and industry conditions.

If we incur additional debt, these risks may intensify. Our ability to meet our debt service obligations will depend upon our future performance, which will be subject to the financial, business and other factors affecting our operations, many of which are beyond our control.

***Our balance sheet includes significant amounts of goodwill and intangible assets. The impairment of a significant portion of these assets could negatively affect our operating results.***

As of December 31, 2020, we had \$635.9 million and \$277.5 million of goodwill and intangible assets, respectively. On at least an annual basis, we assess whether there have been impairments in the carrying value of goodwill and intangible assets. If the carrying value of an asset is determined to be impaired, then it is written down to fair value by a non-cash charge to operating earnings. Changes in circumstances that could indicate that the carrying value of goodwill or intangible assets may not be recoverable include declines in our stock price, market capitalization, cash flows and slower growth rates in our industry. We cannot accurately predict the likelihood or potential amount and timing of any impairment of goodwill or other intangible assets. An impairment of a significant portion of goodwill or intangible assets could materially and negatively affect our results of operations and financial condition.

***Restrictions in our credit facility may limit our activities, including dividend payments, share repurchases and acquisitions.***

Our credit facility contains restrictions, including covenants limiting our ability to incur additional debt, grant liens, make acquisitions and other investments, prepay specified debt, consolidate, merge or acquire other businesses, sell assets, pay dividends and other distributions, repurchase stock and enter into transactions with affiliates. There can be no assurance that we will be able to remain in compliance with the covenants to which we are subject in the future and, if we fail to do so, that we will be able to obtain waivers from our lenders or amend the covenants.

In the event of a default under our credit facility, we could be required to immediately repay all outstanding borrowings, which we might not be able to do. In addition, certain of our material domestic subsidiaries are required to guarantee amounts borrowed under the credit facility, and we have pledged the shares of certain of our subsidiaries as collateral for our obligations under the credit facility. Any such default could have a material adverse effect on our ability to operate, including allowing lenders under the credit facility to enforce guarantees of our subsidiaries, if any, or exercise their rights with respect to the shares pledged as collateral.

***We cannot guarantee that our stock repurchase program will be fully consummated or that it will enhance long-term stockholder value. Share repurchases could also increase the volatility of the trading price of our stock and will diminish our cash reserves.***

Although our board of directors has authorized a stock repurchase program that does not have an expiration date, the program does not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares of our common stock. We cannot guarantee that the program will be fully consummated or that it will enhance long-term stockholder value. The program could affect the trading price of our stock and increase volatility, and any announcement of a termination of this program may result in a decrease in the trading price of our stock. In addition, this program will diminish our cash reserves, which may impact our ability to finance future growth and to pursue possible future strategic opportunities and acquisitions. (See Note 14 to our consolidated financial statements in this report for additional information related to our stock repurchase program.)

***We have recorded significant deferred tax assets, and we might never realize their full value, which would result in a charge against our earnings.***

As of December 31, 2020, we had deferred tax assets of \$92.7 million. Realization of our deferred tax assets is dependent upon our generating sufficient taxable income in future years to realize the tax benefit from those assets. Deferred tax assets are reviewed at least annually for realizability. A charge against our earnings would result if, based on the available evidence, it is more likely than not that some portion of the deferred tax asset will not be realized beyond our existing valuation allowance. This could be caused by, among other things, deterioration in performance, adverse market conditions, adverse changes in applicable laws or regulations, including changes that restrict the activities of or affect the solutions sold by our business and a variety of other factors. For example, during 2020, we recorded an increase in our valuation allowance attributable to state tax credit carryforwards for which we do not expect to realize benefit. (See Note 12 to our consolidated financial statements in this report for additional details.) If a deferred tax asset net of our valuation allowance was determined to be not realizable in a future period, the charge to earnings would be recognized as an expense in our results of operations in the period the determination is made. Additionally, if we are unable to utilize our deferred tax assets, our cash flow available to fund operations could be adversely affected.

Depending on future circumstances, it is possible that we might never realize the full value of our deferred tax assets. Any future impairment charges related to a significant portion of our deferred tax assets would have an adverse effect on our financial condition and results of operations.

## **Legal and Compliance Risks**

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***Privacy and data protection concerns, including evolving domestic and international government regulation in the area of consumer data privacy or data protection, could adversely affect our business and operating results.***

The effectiveness of our software solutions relies on our customers' storage and use of data concerning their customers, including financial, personally identifying or other sensitive data. Our customers' collection and use of this data for donor profiling, data analytics or communications outreach might raise privacy and data protection concerns and negatively impact the demand for our solutions and services. For example, our custom modeling and analytical services rely heavily on processing and using of data we gather from customers and various sources. Privacy and data protection laws could add restrictions or regulatory burdens, which could limit to our ability to market and profit from those services.

Governments in some jurisdictions have enacted or are considering enacting consumer data privacy or data protection legislation, including laws and regulations applying to the solicitation, collection, transfer, processing and use of personal data. This legislation could reduce the demand for our software solutions if we fail to design or enhance our solutions to enable our customers to comply with the privacy and data protection measures required by the legislation. Moreover, we may be exposed to liability under existing or new consumer privacy or data protection legislation. For example, when providing our solutions to certain customers in the healthcare industry, we must comply with applicable provisions of the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), and might be subject to similar provisions of other legislation, including, without limitation, the Gramm-Leach-Bliley Act and related regulations, and

**Blackbaud, Inc.**

the California Consumer Privacy Act of 2018, which became effective January 1, 2020, and may apply to some of our customers and areas of business. Even technical violations of these laws may result in penalties that are assessed for each non-compliant transaction.

Blackbaud, and some of our customers, may be subject to the E.U. General Data Protection Regulation ("GDPR"), which became effective in the E.U. in May 2018 and its provisions continue to apply in the U.K. after Brexit by virtue of legislation incorporating the GDPR into U.K. data protection law, known as the "UK GDPR." The law requires companies to meet requirements regarding the handling of personal data, including rights such as the portability of personal data. We completed an extensive program of product and operational changes to address GDPR requirements and all future solutions sold to customers subject to GDPR must include GDPR features. The implementation of GDPR has affected our ability to offer some features and services to customers in the E.U. and U.K. Furthermore, actions and investigations by regulatory authorities related to data security incidents and privacy violations continue to increase, which could impact us through increased costs or restrictions on our business, and noncompliance could result in significant regulatory penalties and legal liability.

If our customers or we were found to be subject to and in violation of any privacy or data protection laws or regulations, our business may be materially and adversely impacted and we and/or our customers would likely have to change our business practices. In addition, these laws and regulations could impose significant costs on our customers and us and make it more difficult for donors to make online donations. (See Note 11 to our consolidated financial statements included in this report for a description of the Security Incident and related legal proceedings and regulatory matters.)

We are in the information technology business, and our solutions and services store, retrieve, transfer, manipulate and manage our customers' information and data. The effectiveness of our software solutions relies on our customers' storage and use of data concerning their donors, including financial, personally identifying and other sensitive data and our business uses similar systems that require us to store and use data with respect to our customers and personnel. Our collection and our customers' collection and use of this data might raise privacy and data protection concerns and negatively impact our business or the demand for our solutions and services. If a breach of data security, such as the Security Incident, were to occur, or other violation of privacy or data protection laws and regulations were to be alleged, our business may be materially and adversely impacted and solutions may be perceived as less desirable, which would negatively affect our business and operating results.

***Claims that we or our technologies infringe upon the intellectual property or other proprietary rights of a third party may require us to incur significant costs, enter into royalty or licensing agreements or develop or license substitute technology.***

We may be subject to claims that the technologies in our solutions and services infringe upon the intellectual property or other proprietary rights of a third party. In addition, the vendors providing us with technology that we use in our own solutions could become subject to similar infringement claims. Although we believe that our solutions and services do not infringe any intellectual property or other proprietary rights, we cannot be certain that our solutions and services do not, or that they will not in the future, infringe intellectual property or other proprietary rights held by others. Any claims of infringement could cause us to incur substantial costs to defend against the claim, even if the claim is without merit, and could distract our management from our business. Moreover, any settlement or adverse judgment resulting from the claim could require us to pay substantial amounts, or obtain a license to continue to use the technology and services that are the subject of the claim, and/or otherwise restrict or prohibit our use of the same. There can be no assurance that we would be able to obtain a license on commercially reasonable terms from the third party asserting any particular claim, or that we would be able to successfully develop alternative technology on a timely basis, or that we would be able to obtain a license from another provider of suitable alternative technology to permit us to continue offering, and our customers to continue using, the solutions and services. In addition, we generally provide in our customer arrangements for certain solutions and services that we will indemnify our customers against third-party infringement claims relating to technology we provide to those customers, which could obligate us to pay damages if the solutions and services were found to be infringing. Infringement claims asserted against us, our vendors or our customers may have a material adverse effect on our business, prospects, financial condition and results of operations.

**Blackbaud, Inc.*****Our solutions utilize open source software, which may subject us to litigation, require us to re-engineer our solutions, or otherwise divert resources away from our development efforts.***

We use open source software in connection with certain of our solutions. Such open source software is generally licensed by its authors or other third parties under open source licenses, including, for example, the GNU General Public License, the GNU Lesser General Public License, "Apache-style" licenses, "BSD-style" licenses and other open source licenses. There is little legal precedent governing the interpretation of many of the terms of some of these licenses and, therefore, the potential impact of these terms on our business is currently unable to be determined and may result in unanticipated obligations regarding our solutions and technologies. From time to time, companies that incorporate open source software into their products have faced claims challenging the ownership of open source software and/or compliance with open source license terms. Therefore, we could be subject to litigation by parties claiming ownership of open source software or noncompliance with open source licensing terms. Some open source software licenses require users who distribute open source software as part of their own software to publicly disclose all or part of the source code to such software and/or make available any derivative works of the open source code on unfavorable terms or at no cost. While we monitor our use of open source software and try to ensure that none is used in a manner that would require us to disclose the source code or that would otherwise breach the terms of an open source agreement, such use could inadvertently occur and we may be required to release proprietary source code, pay damages for breach of contract, re-engineer our applications, discontinue sales in the event re-engineering cannot be accomplished on a timely basis, or take other remedial action that may divert resources away from our development efforts, any of which could adversely affect our business.

***We rely upon trademark, copyright, patent and trade secret laws to protect our proprietary rights, which might not provide us with adequate protection.***

Our success and ability to compete depends to a significant degree upon the protection of our proprietary technology rights. We might not be successful in protecting our proprietary technology and our proprietary rights might not provide us with a meaningful competitive advantage. To protect our core proprietary technology, we rely on a combination of patent, trademark, copyright and trade secret laws, as well as nondisclosure agreements, each of which affords only limited protection.

***Increasing and evolving domestic and international government financial regulation could adversely affect our business and operating results.***

Certain of our solutions, in particular, our financial management and payment services solutions, relate to activity heavily regulated in the U.S. by federal and state government regulatory agencies and in other countries in which we operate by local regulatory agencies. The laws and regulations enforced by these agencies are proposed or enacted to deter fraud and other illicit financial transactions and to protect consumers and the financial system. We have procedures and controls in place to monitor compliance with numerous federal, state and foreign laws and regulations. However, because these laws and regulations are complex, differ between jurisdictions, and are often subject to interpretation, or as a result of unintended errors, we may, from time to time, inadvertently violate these laws and regulations. Compliance with these laws and regulations is expensive and requires the time and attention of management. These costs divert capital and focus away from efforts intended to grow our business. If we do not successfully comply with laws, regulations, or policies, we could incur fines or penalties, be subject to litigation, lose existing or new customer contracts or other business, and suffer damage to our reputation. Changes in these laws and regulations can alter our business environment, limit business operations, require substantial investments to achieve compliance and increase costs of doing business, and we cannot predict the impact such changes would have on our operating results and financial condition.

***Anti-takeover provisions in our charter documents and Delaware law may delay or prevent an acquisition of our company.***

Provisions of Delaware law, our certificate of incorporation and bylaws may have the effect of delaying or preventing a change in control of our company or deterring tender offers for our common stock that other stockholders may consider in their best interests. Our certificate of incorporation authorizes "blank check" preferred stock, which could be issued by the board of directors without stockholder approval and may contain voting, liquidation, dividend and other rights superior to our common stock. Stockholder approval is not necessary to issue preferred stock in this

## Blackbaud, Inc.

manner. Issuance of these shares of preferred stock could have the effect of making it more difficult and more expensive for a person or group to acquire control of us, and could effectively be used as an anti-takeover device. Currently there are no shares of our preferred stock issued or outstanding. Our bylaws provide for an advance notice procedure for stockholders to nominate director candidates for election or to bring business before an annual meeting of stockholders, including proposed nominations of persons for election to our board of directors, and limit the persons who may call special meetings of stockholders. The anti-takeover provisions of Delaware law and provisions in our organizational documents may prevent our stockholders from receiving the benefit from any premium to the market price of our common stock offered by a bidder in a takeover context. Even in the absence of a takeover attempt, the existence of these provisions may adversely affect the prevailing market price of our common stock if they are viewed as discouraging takeover attempts in the future.

### ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

### ITEM 2. PROPERTIES

We own our LEED Gold certified Global Headquarters Facility in Charleston, South Carolina, which consists of approximately 172,000 square feet. During 2020, we purchased the building, fixtures and other improvements and parcels of land that constitute our Global Headquarter Facilities. In addition, we terminated the lease of our Customer Operations Center (which was our former headquarters facility) in Charleston, South Carolina, on December 31, 2020.

We lease or have purchased the right to use additional office space in Austin, Texas; Bedford, New Hampshire; Glasgow, Scotland; London, England; Plano, Texas; St. Paul, Minnesota; Sydney, Australia; and Toronto, Canada, among other locations. We believe that our properties are in good operating condition and adequately serve our current business operations. We also anticipate that suitable additional or alternative space, including those under lease options, will be available at commercially reasonable terms for future expansion.

### ITEM 3. LEGAL PROCEEDINGS

For a discussion of our legal proceedings, see Note 11 to our condensed consolidated financial statements in this report.

### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

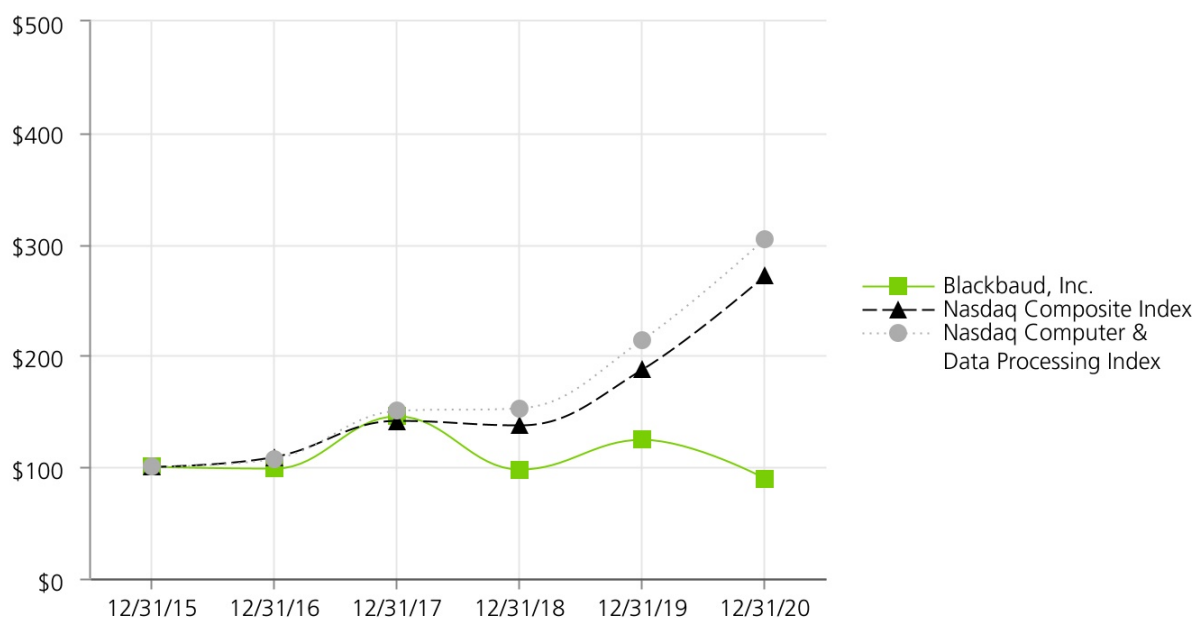
► PART II.

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock is trading on the Nasdaq Stock Market LLC ("Nasdaq") under the symbol "BLKB." As of February 10, 2021, there were approximately 96 stockholders of record of our common stock. Because many of our shares of common stock are held by brokers and other institutions on behalf of stockholders, this number is not representative of the total number of beneficial owners of our stock. On February 10, 2021, the closing price of our common stock was \$78.34.

**Stock Performance Graph**

The following performance graph shall not be deemed to be "soliciting material" or "filed" or incorporated by reference in future filings with the SEC, or subject to the liabilities of Section 18 of the Exchange Act except as shall be expressly set forth by specific reference in such filing. The performance graph compares the performance of our common stock to the Nasdaq Composite Index and the Nasdaq Computer and Data Processing Index. The graph covers the most recent five-year period ended December 31, 2020. The graph assumes that the value of the investment in our common stock and each index was \$100.00 at December 31, 2015, and that all dividends are reinvested.



December 31,	2015	2016	2017	2018	2019	2020
Blackbaud, Inc.	\$ 100.00	\$ 97.92	\$ 145.40	\$ 97.30	\$ 123.87	\$ 89.73
Nasdaq Composite Index	100.00	108.87	141.13	137.12	187.44	271.64
Nasdaq Computer & Data Processing Index	100.00	107.35	150.04	152.52	213.66	305.01



## Blackbaud, Inc.

**Common Stock Acquisitions and Repurchases**

The following table provides information about shares of common stock acquired or repurchased during the three months ended December 31, 2020 under the stock repurchase program then in effect, as well as common stock withheld by us to satisfy the minimum tax obligations of employees due upon vesting of restricted stock awards and units.

Period	Total number of shares purchased <sup>(1)</sup>	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs <sup>(2)</sup>	Approximate dollar value of shares that may yet be purchased under the plans or programs (in thousands)
Beginning balance, October 1, 2020				\$ 50,000
October 1, 2020 through October 31, 2020	—	\$ —	—	50,000
November 1, 2020 through November 30, 2020	2,733	50.01	—	250,000
December 1, 2020 through December 31, 2020	714,049	57.42	714,000	208,999
<b>Total</b>	<b>716,782</b>	<b>\$ 57.40</b>	<b>714,000</b>	<b>\$ 208,999</b>

(1) Includes 2,782 shares (2,733 in November and 49 in December) withheld by us to satisfy the minimum tax obligations of employees due upon vesting of restricted stock awards and units. The level of this acquisition activity varies from period to period based upon the timing of award grants and vesting.

(2) In November 2020, our Board of Directors reauthorized and expanded our stock repurchase program to authorize us to purchase up to \$250.0 million of our outstanding shares of common stock. The program does not have an expiration date.

**Dividends**

Our Board of Directors had previously adopted a dividend policy which reflected an intention to distribute to our stockholders a portion of the cash generated by our business that exceeds our operating needs and capital expenditures as regular quarterly dividends.

In accordance with our previous dividend policy, we paid quarterly dividends at an annual rate of \$0.48 per share in 2019, resulting in aggregate dividend payments to stockholders of \$23.6 million in 2019.

As a part of a series of measures to better enable us to weather the extraordinary business challenges occasioned by COVID-19 and further effect our long-term strategy to deliver the greatest value to our stockholders, we announced on April 6, 2020 that our Board of Directors had rescinded its previously announced policy to pay an annual dividend at a rate of \$0.48 per share of common stock and discontinued the declaration and payment of all cash dividends beginning with the second quarter of 2020 and thereafter until such time, if any, as the Board of Directors may determine in its sole discretion. As a result, we paid a first quarter dividend of \$0.12 per share in 2020 resulting in aggregate dividend payments to stockholders of \$6.0 million, but no further dividends were declared or paid in 2020. We currently do not anticipate declaring or paying any cash dividends for the foreseeable future.



## ITEM 6. SELECTED FINANCIAL DATA

The selected financial data set forth below should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 in this report and our financial statements and the related notes included elsewhere in this report to fully understand factors, including our business acquisitions and dispositions, that may affect the comparability of the information presented below.

(in thousands, except per share data)	Year ended December 31,				
	2020	2019 <sup>(1)</sup>	2018	2017 <sup>(2)</sup>	2016 <sup>(2)</sup>
<b>SUMMARY OF OPERATIONS</b>					
Total revenue	\$ 913,219	\$ 900,423	\$ 848,606	\$ 788,487	\$ 731,642
Total cost of revenue	428,065	418,424	381,742	361,904	339,220
Gross profit	485,154	481,999	466,864	426,583	392,422
Total operating expenses	447,911	454,854	407,447	358,405	324,198
Income from operations	37,243	27,145	59,417	68,178	68,224
Net income	7,717	11,908	44,841	73,633	45,404
<b>PER SHARE DATA</b>					
Basic net income	\$ 0.16	\$ 0.25	\$ 0.95	\$ 1.58	\$ 0.98
Diluted net income	0.16	0.25	0.93	1.54	0.96
Cash dividends	0.12	0.48	0.48	0.48	0.48
<b>BALANCE SHEET DATA</b>					
Total assets	\$ 2,044,734	\$ 1,992,963	\$ 1,615,305	\$ 1,797,846	\$ 1,345,009
Deferred revenue, including current portion	316,914	316,137	298,555	278,706	250,289
Total debt, including current portion	531,033	467,100	387,124	438,224	342,393
Total long-term liabilities	605,180	607,362	435,867	486,946	396,466

(1) Reflects the impact of adopting Accounting Standards Update (“ASU”) 2016-02, Leases (Topic 842) in 2019, on a prospective basis. See Note 2 of our consolidated financial statements in this report for further discussion.

(2) Reflects the impact of adopting ASU 2014-09, Revenue from Contracts with Customers (Topic 606) in 2018, on a retrospective basis.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with Item 1A Risk factors and our consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. The following discussion and analysis presents financial information denominated in millions of dollars which can lead to differences from rounding when compared to similar information contained in the consolidated financial statements and related notes, which are primarily denominated in thousands of dollars.*

### Executive Summary

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We are the world's leading cloud software company powering social good. Serving the entire social good community—nonprofits, higher education institutions, K–12 schools, healthcare organizations, faith communities, arts and cultural organizations, foundations, companies and individual change agents—we connect and empower organizations and individuals to increase their impact through cloud software, services, expertise and data intelligence. Our portfolio is tailored to the unique needs of vertical markets, with solutions for fundraising and CRM, marketing, advocacy, peer-to-peer fundraising, corporate social responsibility, school management, ticketing, grantmaking, financial management, payment processing and analytics. Serving the industry for nearly four decades, we are headquartered in Charleston, South Carolina, and have operations in the United States, Australia, Canada, Costa Rica and the United Kingdom. As of December 31, 2020, we had over 45,000 global customers.

Our revenue is primarily generated from the following sources: (i) charging for the use of our software solutions in cloud and hosted environments; (ii) providing payment and transaction services; (iii) providing software maintenance and support services; and (iv) providing professional services, including implementation, consulting, training, analytic and other services.

### COVID-19 Impact

The outbreak of COVID-19 in countries across the globe, including each country in which we currently operate, has adversely impacted the U.S. and global economies. We began 2020 with strong execution against our financial plan. In March 2020, we began to experience disruptions to our business from COVID-19, and the pandemic continues to impact each of our markets.

To better enable us to weather the extraordinary business challenges brought about by the global COVID-19 pandemic, to protect the safety and welfare of our employees, and to further effect our long-term strategy to deliver the greatest value to our stockholders, we have taken several actions. These measures taken are expected to provide us the financial flexibility needed to manage a wide array of outcomes that may result from COVID-19. See Note 2 to our condensed consolidated financial statements in this report for a discussion of some of these actions. In addition to the actions we have taken to date, we are continuously evaluating further possible actions in order to respond quickly to rapidly changing conditions, if needed.

The economic impact of COVID-19 on the social good industry remains uncertain. With our existing and prospective customers remaining cautious in their purchase decisions, we expect that our operating environment may continue to be challenging in 2021 and potentially beyond, as discussed below. Notwithstanding these conditions, we remain focused on continuing to execute our four-point growth strategy and strengthening our leadership position.

## Four-Point Growth Strategy

- 1 Delight Customers with Innovative Cloud Solutions**
- 2 Drive Sales Effectiveness**
- 3 Expand Total Addressable Market**
- 4 Improve Operating Efficiency**

### 1. *Delight Customers with Innovative Cloud Solutions*

This strategy reflects our relentless focus on driving value and outcomes for our customers through our solutions. Blackbaud SKY®, our platform for cloud innovation, is a core tenant of this strategy and continues to power an elevated level of innovation by our engineers. It is also enabling our growing ecosystem of partners who are also passionate about social good, to extend and expand the capabilities available to our customers. During 2020, we continued making critical investments in research and development and increased our engineering hiring during the fourth quarter. We also released the Blackbaud Marketplace during 2020, offering curated third-party apps, enabling organizations of all types and sizes to discover new ways to amplify their impact by enhancing their best-of-breed Blackbaud solutions with specialized capabilities like connecting bidders at fundraising auctions, tracking branded merchandise purchased in an online store or texting volunteers about an upcoming event.

The customers we serve require vertical specific business solutions to automate their operations. Throughout 2020 we have remained focused on driving value and outcomes for our customers. We reprioritized and expedited product enhancements to support our customers needs, especially in light of COVID-19 and the continued shift to virtual, digital-first operating models. For example, we released fitness tracking integration in Blackbaud's peer-to-peer fundraising portfolio, a new virtual prayer wall enabling congregants at houses of worship to share and respond to prayer requests online, text messaging capabilities for scholarship directors and higher education institutions to ensure no funds were going unutilized and expanded the global capabilities of YourCause CSRConnect making it easier for companies to bring employees across geographies together in support of causes around the world.

Blackbaud Peer-to-Peer Fundraising powered by JustGiving continues to gain traction. During 2020, we migrated everydayhero customers over to Blackbaud Peer-to-Peer Fundraising powered by JustGiving and sunset the everydayhero product as we continue to rationalize our portfolio while continuing to delight our customers with innovative cloud solutions.

### 2. *Drive Sales Effectiveness*

We have been investing in sales and marketing to better address our market opportunity with a focus on digital lead generation. One way we are equipping our salesforce to be more effective is by investing in the necessary technology and resources to efficiently drive an increased number of quality leads and better cover our large addressable market. We have implemented software tools to enhance our digital footprint and drive lead generation across the company. We are taking a multi-touch attribution approach to measuring the effectiveness of our marketing campaigns to drive efficiency in our go-to-market efforts and improve returns on our marketing dollars. This is just one of many examples of how we are optimizing our structure, tools and processes to better address our large vertical market opportunities. We have also taken lessons learned throughout 2020 and re-evaluated elements of our go-to-market strategy with a digital-first mindset and we have a significant opportunity to leverage the investments into digital to reduce our customer acquisition cost and increase our sales velocity, ultimately, driving a more scalable and cost-effective go-to-market model.

### 3. *Expand TAM*

We did not complete any acquisitions during 2020 as we have remained vigilantly focused on supporting our customers and employees during this time. We remain active in the evaluation of opportunities to further expand

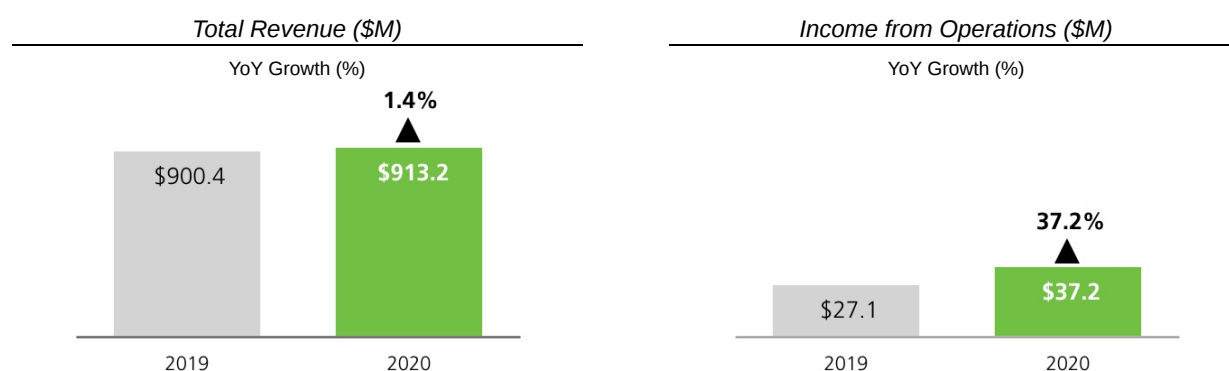
## Blackbaud, Inc.

our addressable market through acquisitions and internal product development. We believe we have significant opportunities in front of us as we are less than 10% penetrated into a total addressable market of over \$10 billion.

### 4. Improve Operating Efficiency

We are also focused on operational efficiency to strengthen the business and position us for long-term success. During 2020, we pivoted to place a greater emphasis on profit in alignment with the balanced approach management takes to operating the business. As a result of the pandemic, our near term visibility into revenue growth was impacted and we took certain actions early on to ensure our near-term liquidity (as discussed above) and shifted more of our focus to profitability. Our employees switched to working fully remote at the onset of the pandemic and the business continued operating smoothly. This caused us to re-evaluate our workforce strategy and when employees return to the office, we expect to have more employees working remotely either part-time or full time, even within our hub locations. As a result, we revisited our real estate strategy with a focus on optimizing our footprint for the future of work at Blackbaud, including the purchase of our LEED Gold certified Global Headquarters Facility and exit of certain office leases globally. Our aim is optimizing our office utilization, improving our geographic sales coverage and enhancing our employees' daily experience to improve productivity and effectiveness.

## Financial Summary



Total revenue increased by \$12.8 million during 2020, driven largely by the following:

- + Increase in transactional revenue, including an accelerated shift toward virtual and online fundraising and charitable giving related to COVID-19
- + Increase in contractual recurring revenue related to positive demand from customers across our portfolio of cloud solutions
- Decrease in one-time consulting revenue primarily from less one-time sales related to changes in our compensation plans to place greater emphasis on subscription sales of our cloud solutions
- Decrease in one-time analytics revenue as analytics are generally integrated in our cloud solutions

**Blackbaud, Inc.**

Income from operations increased by \$10.1 million during 2020, driven largely by the following:

- + Growth in total revenue, as described above
- + Decrease in compensation costs (excluding stock-based compensation expense) of \$43.7 million primarily associated with the decision to replace our 2020 cash bonus plans with grants of performance-based equity awards, which are being recognized as stock-based compensation expense between May 1, 2020 and May 1, 2021. These awards may be earned and become eligible for vesting on May 1, 2021 subject to meeting certain performance conditions and the recipient's continued employment with us
- + Decrease in travel costs of \$11.0 million due to our restriction on non-essential employee travel in response to the COVID-19 pandemic
- + Decrease in amortization of intangible assets from business combinations of \$8.2 million
- + Decrease in restructuring costs of \$5.6 million as our facilities optimization restructuring plan was largely completed as of December 31, 2019
- + Decrease in acquisition-related expenses and integration costs of \$3.3 million
- Increase in stock-based compensation expense of \$28.6 million primarily related to the decision to replace our 2020 cash bonus plans with grants of performance-based equity awards
- Increase in real estate activity costs of \$23.1 million due to our workforce strategy changes in response to the COVID-19 pandemic. For additional details, see "Results of Operations - General and administrative" below.
- Increase in corporate costs of \$6.3 million primarily related to increases in bad debt expense; for additional details, see Note 2 to our consolidated financial statements in this report
- Increase in cost of revenue from a \$4.3 million impairment charge during the three months ended June 30, 2020, against certain previously capitalized software development costs, resulting from our decision to accelerate the end of customer support for certain solutions
- Other increases in cost of revenue related to increases in data center costs, amortization of software development costs and transaction-based costs

There are three primary revenue categories with related business drivers that we continue to monitor closely in light of the COVID-19 pandemic:

1. *Contractual Recurring Revenue (approximately two thirds of total revenue in 2020)*

Recurring subscription contracts are typically for a term of three years at contract inception, billed annually in advance, and we have been for several years successfully shifting our legacy customer base away from annual renewals and moving them onto multi-year renewal contracts. Our contracted recurring revenue has performed well as our renewal rate during 2020 finished favorable to our original plan. We expect the shortfall in bookings during 2020 to put pressure on our revenue growth during 2021. We are closely monitoring our customer receivable balances, payment terms, and creditworthiness. While we experienced an increase in our aging of receivables during the second and third quarters of 2020 primarily associated with the COVID-19 pandemic, we have seen some improvement in our customers' payment behavior since that time. We also saw fewer of our customers go out of business during 2020 than 2019, which demonstrated the resiliency of our market.

2. *Transactional Revenue (approximately one quarter of total revenue in 2020)*

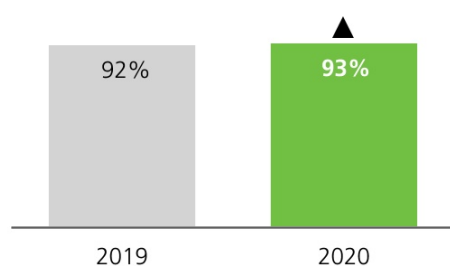
Transactional revenue is non-contractual and less predictable given the susceptibility to certain drivers such as timing and number of events and marketing campaigns, as well as fluctuations in donation volumes and tuition payments. We have historically experienced seasonal highs during the fourth quarter due to year-end giving campaigns and during the second quarter when a large number of events are held. During the fourth quarter, we saw our payments transaction volumes exceed our expectations due primarily to year-end giving to our customers. For the full year, we saw the negative impact of many in-person events being postponed or canceled. Social good organizations have been forced to employ new strategies to maintain momentum with current supporters while capturing the attention of potential new donors. We continue to support our customers in adapting to these circumstances through virtual campaigns and events.

**Blackbaud, Inc.****3. Bookings**

Our first quarter has historically been the seasonal low for bookings, with the second and fourth quarters historically being seasonally higher, and our bookings tend to be back-end loaded within individual quarters given our quarterly quota plans. During 2020, we had a significant shortfall in bookings compared to both our original plan for the year and our prior year performance, as we experienced challenges in building pipeline after the start of the pandemic. Given our ratable revenue recognition model for our recurring subscription contracts and implementation periods, we expect that the declines in our 2020 bookings performance will have a greater negative impact on our 2021 revenue than it did our 2020 revenue. We believe the current environment has put a greater emphasis on investing in digital and cloud solutions and are optimistic this may result in an increase in pipeline and bookings at some point in 2021.

Our strategy has historically relied on a balanced approach to growth and profitability. As discussed above, the pandemic has created short-term uncertainty in our revenue outlook and the early impacts on pipeline and bookings will likely limit our ability to drive near-term revenue growth at our originally planned levels. Therefore, in line with our strategy, we have made a pivot to greater emphasis on delivering shareholder value through increased profitability and cash flow, which are more controllable.

*Customer Retention*



Our recurring revenue contracts are generally for a term of three years at contract inception with one to three-year renewals thereafter. We anticipate a continued decrease in maintenance contract renewals as we transition our solution portfolio and maintenance customers from a perpetual license-based model to a cloud subscription delivery model. In the long term, we also anticipate an increase in recurring subscription contract renewals as we continue focusing on innovation, quality and the integration of our cloud solutions, which we believe will provide value-adding capabilities to better address our customers' needs. Due primarily to these factors, we believe a recurring revenue customer retention measure that combines recurring subscription, maintenance and service customer contracts provides a better representation of our customers' overall behavior. During 2020 and 2019, approximately 93% and 92%, respectively, of our customers with recurring revenue contracts were retained. This customer retention rate reflects our efforts to rationalize our portfolio of solutions and migrate customers from legacy solutions towards our next generation cloud solutions. We are investing in innovation, which we believe will increase customer retention over the long-term.

**Balance Sheet and Cash Flow**

At December 31, 2020, our cash and cash equivalents were \$35.8 million and the carrying amount of our debt under the 2020 Credit Facility was \$467.1 million. Our net leverage ratio was 1.75 to 1.00.

During 2020, we generated \$148.0 million in cash flow from operations, primarily from operating cost reductions put in place in response to COVID-19 and the increased use of stock-based compensation. During 2020, we had a net increase in borrowings of \$0.9 million, we returned \$47.0 million to stockholders by way of share repurchases and dividends, and had cash outlays of \$71.8 million for purchases of property and equipment and capitalized software development costs. A larger amount of cash was spent on property and equipment during 2020 primarily due to the purchase of our Global Headquarters Facility.

## Results of Operations

### Reportable segment

We report our operating results and financial information in one operating and reportable segment. See Note 16 of our consolidated financial statements in this report for additional information.

### Comparison of 2020 vs. 2019 and 2019 vs. 2018

#### Acquisitions

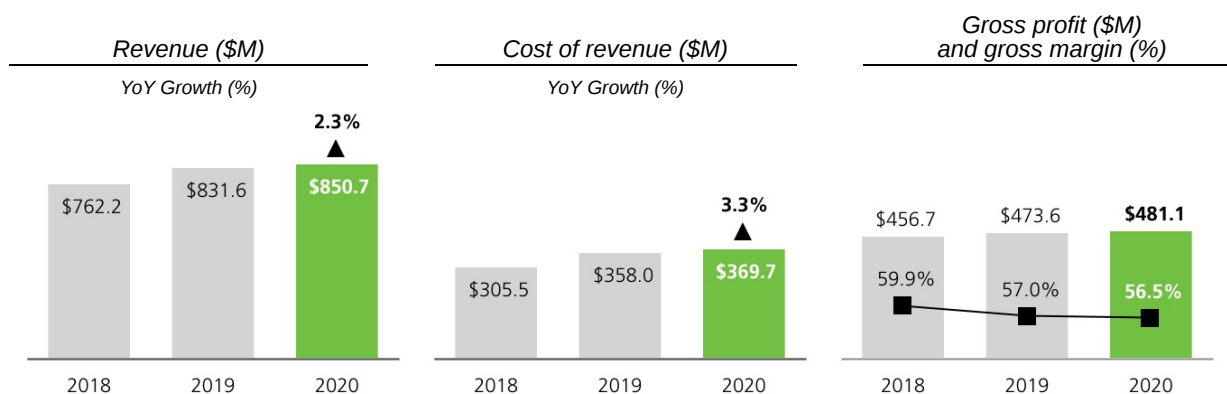
During 2019 and 2018, we acquired companies that provided us with strategic opportunities to expand our TAM and share of the philanthropic giving market through the integration of complementary solutions and services to serve the changing needs of our customers. The following are the companies we acquired and their respective acquisition dates:

- YourCause Holdings, LLC ("YourCause") on January 2, 2019
- Reeher LLC ("Reeher") on April 30, 2018

We have included the results of operations of acquired companies in our consolidated results of operations from the date of their respective acquisition. We determined that the YourCause and Reeher acquisitions were not material business combinations; therefore, revenue and earnings since the acquisition dates and pro forma information are not required or presented. See Note 3 to our consolidated financial statements in this report for a summary of these acquisitions.

### Revenue and Cost of Revenue

#### Recurring



Recurring revenue is comprised of fees for the use of our subscription-based software solutions, which includes providing access to cloud solutions, hosting services, payment services, online training programs, subscription-based analytic services, such as donor acquisitions and data enrichment services. Recurring revenue also includes fees from maintenance services for our on-premises solutions, services included in our renewable subscription contracts, retained and managed services contracts that we expect to have a term consistent with our cloud solution contracts, and variable transaction revenue associated with the use of our solutions.

Cost of recurring revenue is primarily comprised of compensation costs for customer support and production IT personnel, hosting and data center costs, third-party contractor expenses, third-party royalty and data expenses, allocated depreciation, facilities and IT support costs, amortization of intangible assets from business combinations, amortization of software development costs, transaction-based costs related to payments services including remittances of amounts due to third-parties and other costs incurred in providing support and recurring services to our customers.

## Blackbaud, Inc.

Our customers continue to prefer cloud subscription offerings with integrated analytics, training and payment services. Recurring subscription contracts are typically for a term of three years at contract inception with one to three-year renewals thereafter. We intend to continue focusing on innovation, quality and integration of our cloud solutions, which we believe will drive future revenue growth.

### 2020 vs. 2019

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Recurring revenue increased by \$19.1 million, or 2.3%, driven primarily by the following:

- + Increase in transactional revenue of \$18.3 million, including an accelerated shift toward virtual and online fundraising and charitable giving related to COVID-19
- + Increase in contractual recurring revenue of \$15.5 million related to positive demand from customers across our portfolio of cloud solutions
- Decrease in maintenance revenue of \$14.7 million primarily related to our continuing efforts to migrate customers from legacy on-premises solutions onto our solutions powered by Blackbaud SKY, our modern cloud platform

Partially offsetting contractual recurring revenue was a decrease in the mix of retained and managed services contracts we present in recurring revenue. Revenue from retained and managed service contracts that we do not expect to have a term consistent with our cloud solution contracts is included in one-time services and other revenue beginning January 1, 2020. This change in presentation resulted in a decrease in recurring revenue and an offsetting increase to one-time services and other revenue of \$16.7 million during the twelve months ended December 31, 2020.

Cost of recurring revenue increased by \$11.7 million, or 3.3%, driven primarily by the following:

- + Increase in transaction-based costs of \$7.5 million related to payment services integrated in our cloud solutions
- + Increase in amortization of software development costs of \$6.8 million due to investments made on innovation, quality and the integration of our cloud solutions
- + Impairment charge of \$4.3 million during the three months ended June 30, 2020, against certain previously capitalized software development costs that reduced the carrying value of those assets to zero. The impairment charge resulted primarily from our decision to accelerate the end of customer support for certain solutions.
- + Increase in hosting and data center costs of \$3.8 million as we are migrating our cloud infrastructure to leading public cloud service providers
- Decrease in amortization of intangible assets from business combinations of \$5.7 million
- Decrease in compensation costs primarily associated with the decision to replace our 2020 cash bonus plans with grants of performance-based equity awards, which are being recognized as stock-based compensation expense between May 1, 2020 and May 1, 2021. These awards may be earned and become eligible for vesting on May 1, 2021 subject to meeting certain performance conditions and the recipient's continued employment with us
- Decrease in costs associated with certain retained and managed services contracts for which revenue is included in one-time services and other revenue beginning January 1, 2020, as discussed above

Recurring gross margin decreased by 0.4%, driven primarily by an increase in the mix of payments revenue, which generally have lower gross margins than our contractual recurring revenue, the impairment of previously capitalized software development costs, and incremental costs associated with our continued shift toward selling cloud solutions, including data center costs and amortization of software development costs. We expect continued pressure on recurring gross margin largely driven by duplicate data center costs as we migrate our cloud infrastructure to leading cloud service providers.

### 2019 vs. 2018

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Recurring revenue increased by \$69.4 million, or 9.1%, driven primarily by the following:

- + Increase in subscriptions revenue of \$87.8 million related to positive demand across our portfolio of cloud solutions and, to a lesser extent, the inclusion of YourCause, an increase in services embedded in our renewable cloud solution contracts and increased sales of subscription-based retained professional services
- Decrease in maintenance revenue of \$18.4 million primarily related to our continuing efforts to migrate customers from legacy on-premises solutions onto our solutions powered by Blackbaud SKY, our modern cloud platform



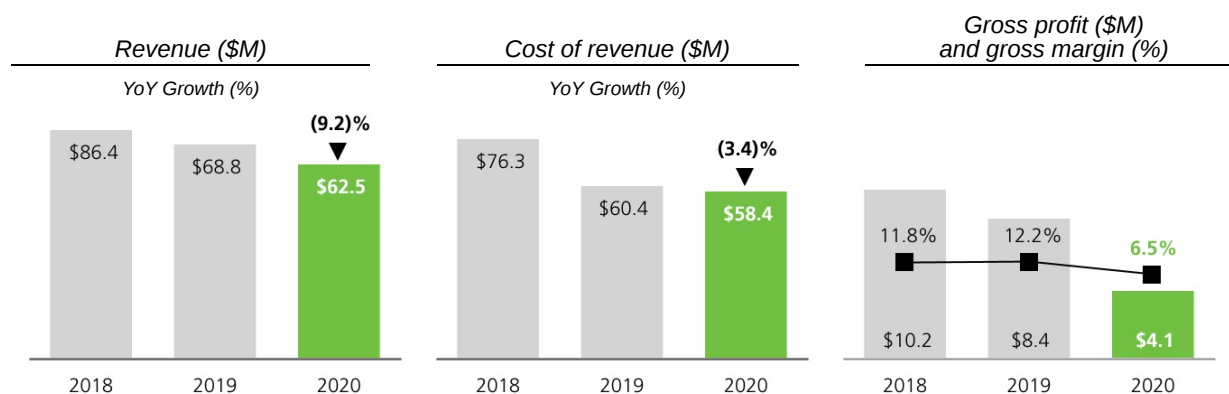
**Blackbaud, Inc.**

Cost of recurring revenue increased by \$52.5 million, or 17.2%, driven primarily by the following:

- + Increase in transaction-based costs of \$13.0 million, related to payment services integrated in our cloud solutions
- + Increase in compensation costs of \$11.2 million, primarily attributable to an increasing portion of our resources providing subscription-based retained services as opposed to one-time
- + Increase in hosting and data center costs of \$5.4 million due to the migration of our cloud infrastructure to leading public cloud service providers
- + Increase in third-party data and tool costs of \$5.1 million
- + Increase in allocated corporate costs of \$5.1 million primarily due to investments in corporate IT, including cyber security and increases in related headcount
- + Increase in amortization of software development costs of \$4.1 million due to investments made on innovation, quality and the integration of our cloud solutions

Recurring gross margin decreased by 3.0%, driven primarily by incremental costs associated with our continued shift toward selling cloud solutions and retained services, including hosting and data center costs, compensation costs and amortization of software development costs.

*One-time services and other*



One-time services and other revenue is comprised of fees for one-time consulting, analytic and onsite training services, fees for retained and managed services contracts that we do not expect to have a term consistent with our cloud solution contracts, revenue from the sale of our software sold under perpetual license arrangements, fees from user conferences and third-party software referral fees.

Cost of one-time services and other is primarily comprised of compensation costs for professional services and onsite training personnel, other costs incurred in providing onsite customer training, third-party contractor expenses, data expense incurred to perform one-time analytic services, third-party software royalties, costs of user conferences, allocated depreciation, facilities and IT support costs and amortization of intangible assets from business combinations.

**Blackbaud, Inc.****2020 vs. 2019**

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One-time services and other revenue decreased by \$6.3 million, or 9.2%, driven primarily by the following:

- + Increase in the mix of retained and managed services contracts we present in one-time services and other. Revenue from retained and managed service contracts that we do not expect to have a term consistent with our cloud solution contracts is included in one-time services and other revenue beginning January 1, 2020. This change in presentation resulted in an increase to one-time services and other revenue and an offsetting decrease in recurring revenue of \$16.7 million during the twelve months ended December 31, 2020.
- Decrease in one-time consulting revenue of \$12.1 million primarily from less one-time sales related to changes in our compensation plans to place greater emphasis on subscription sales of our cloud solutions. Services increasingly being embedded in our renewable cloud solution contracts also contributed to the decrease in one-time services revenue. Our embedded services are recorded as recurring revenue.
- Decrease in one-time analytics revenue of \$4.2 million as analytics are generally integrated in our cloud solutions
- Decrease in conference revenue of \$3.6 million as our annual conference, bbcon, was held virtually and provided free of charge
- Decrease in onsite training revenue of \$1.3 million due to COVID-19

Cost of one-time services and other decreased \$2.1 million or 3.4%, primarily driven by the following:

- + Increase in compensation costs of \$3.4 million primarily related to an increase in stock-based compensation expense as we replaced our 2020 cash bonus plans and annual merit-based salary increases for our employees with grants of equity awards
- Decrease of \$4.2 million in costs related to providing our annual user conference, bbcon, virtually
- Insignificant decrease in travel costs due to our restriction on non-essential employee travel in response to COVID-19

One-time services and other gross margin decreased by 5.6%, primarily as the reductions in one-time consulting and analytics revenue discussed above outpaced the decrease in related costs.

**2019 vs. 2018**

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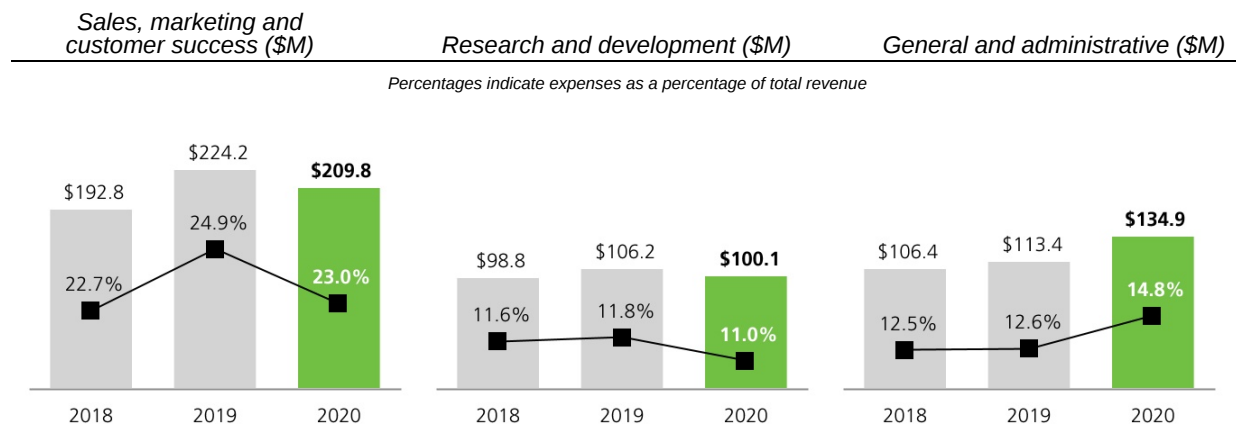
One-time services and other revenue decreased by \$17.6 million, or 20.4%, driven primarily by the following:

- Decrease in one-time consulting revenue of \$12.6 million. Services are increasingly embedded in our renewable cloud solution contracts and we are selling more subscription-based contracts for retained professional services. Our embedded services are recorded as recurring revenue.
- Decrease in one-time analytics revenue of \$3.8 million as analytics are generally integrated in our cloud solutions

Cost of one-time services and other decreased by \$15.8 million, or 20.8%, driven primarily by a decrease in compensation costs of \$13.3 million. The decrease in compensation costs was in line with the decrease in one-time services sold and delivered as an increasing portion of our resources provided subscription-based retained services as opposed to one-time.

One-time services and other gross margin increased by 0.4%, as the reductions in costs of one-time services and other discussed above slightly outpaced the declines in one-time consulting revenue and analytics revenue associated with the shift in our go-to-market strategy.

Operating Expenses



Sales, marketing and customer success

Sales, marketing and customer success expense includes compensation costs, variable sales commissions, travel-related expenses, advertising and marketing materials, public relations costs, variable reseller commissions and allocated depreciation, facilities and IT support costs.

We see a large market opportunity in the long-term and will continue to make investments to drive sales effectiveness, which is a component of our four-point growth strategy. We have also implemented software tools to enhance our digital footprint and drive lead generation. In response to the COVID-19 pandemic, we implemented a modest and targeted headcount reduction during the second quarter, including a reduction in our sales headcount with a focus on retaining our most highly productive sales executives. The enhancements we are making in our go-to-market approach are expected to significantly reduce the payback period for our customer acquisition costs while increasing sales velocity. As a result, we do not expect our sales, marketing and customer success expense to return to pre-pandemic levels.

2020 vs. 2019

Sales, marketing and customer success expenses decreased by \$14.4 million, or 6.4%. The decreases in dollars and as a percentage of total revenue were primarily driven by the following:

- Decrease in compensation costs of \$6.5 million primarily related to the decision to replace our 2020 cash bonus plans with grants of performance-based equity awards, which are being recognized as stock-based compensation expense between May 1, 2020 and May 1, 2021. These awards may be earned and become eligible for vesting on May 1, 2021 subject to meeting certain performance conditions and the recipient's continued employment with us
- Decrease in travel costs of \$5.7 million due to our restriction on non-essential employee travel in response to COVID-19
- Decrease in commissions costs of \$1.4 million related to a decrease in commissionable sales

2019 vs. 2018

Sales, marketing and customer success expenses increased by \$31.3 million, or 16.2%. The increases in dollars and as a percentage of total revenue were primarily driven by the following:

- + Increase in compensation costs of \$21.2 million primarily associated with our efforts beginning in the second half of 2018 to increase our direct sales force as well as incremental headcount associated with the inclusion of YourCause. As a result, our direct sales headcount increased 8% during 2019.
- + Increases in allocated corporate costs of \$7.0 million primarily driven by investments made in corporate IT, including cyber security and increases in related headcount
- + Increase in commission expense of \$2.2 million primarily driven by an increase in commissionable sales

**Blackbaud, Inc.***Research and development*

Research and development expense includes compensation costs for engineering and product management personnel, third-party contractor expenses, software development tools and other expenses related to developing new solutions or upgrading and enhancing existing solutions that do not qualify for capitalization, and allocated depreciation, facilities and IT support costs.

**2020 vs. 2019**

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We continue to make investments to delight our customers with innovative cloud solutions, which is a component of our four-point growth strategy. We also increased engineering hiring during the fourth quarter of 2020. Research and development expenses decreased by \$6.0 million, or 5.7%. The decreases in dollars and as a percentage of total revenue were primarily driven by the following:

- Decrease in compensation costs of \$5.8 million primarily associated with the decision to replace our 2020 cash bonus plans with grants of performance-based equity awards, which are being recognized as stock-based compensation expense between May 1, 2020 and May 1, 2021. These awards may be earned and become eligible for vesting on May 1, 2021 subject to meeting certain performance conditions and the recipient's continued employment with us
- Decrease in third-party contractor costs of \$1.5 million
- Decrease in travel costs of \$1.2 million due to our restriction on non-essential employee travel in response to COVID-19
- + Partially offset by a decrease in software development costs of \$4.5 million that were required to be capitalized under the internal-use software guidance

Not included in research and development expense for 2020 and 2019 were \$41.5 million and \$46.0 million, respectively, of qualifying costs associated with development activities that are required to be capitalized under the internal-use software accounting guidance such as those for our cloud solutions, as well as development costs associated with acquired companies. Qualifying capitalized software development costs associated with our cloud solutions are subsequently amortized to cost of subscriptions revenue over the related asset's estimated useful life, which generally range from three to seven years. We expect that the amount of software development costs capitalized will be relatively consistent in the near-term as we continue making investments in innovation, quality and the integration of our solutions, which we believe will drive long-term revenue growth.

**2019 vs. 2018**

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Research and development expenses increased by \$7.4 million, or 7.4%, primarily driven by the following:

- + Increase in compensation costs of \$11.6 million primarily associated with the inclusion of YourCause's engineering resources
- + Increases in allocations of depreciation, facilities and IT support costs of \$3.5 million primarily driven by investments made in corporate IT, including cyber security and increases in related headcount
- Partially offset by an increase in software development costs of \$9.5 million that were required to be capitalized under the internal-use software guidance

Not included in research and development expense for 2019 and 2018 were \$46.0 million and \$36.5 million, respectively, of qualifying costs associated with development activities that are required to be capitalized under the internal-use software accounting guidance such as those for our cloud solutions, as well as development costs associated with acquired companies. Qualifying capitalized software development costs associated with our cloud solutions are subsequently amortized to cost of subscriptions revenue over the related asset's estimated useful life, which generally range from three to seven years.

*General and administrative*

General and administrative expense consists primarily of compensation costs for general corporate functions, including senior management, finance, accounting, legal, human resources and corporate development, third-party professional fees, insurance, allocated depreciation, facilities and IT support costs, acquisition-related expenses and other administrative expenses.

## Blackbaud, Inc.

During the third quarter of 2020, we adjusted our workforce strategy to provide more flexibility for our employees after our offices reopen and we expect to have more employees working remotely either part-time or full time, even within our hub locations. This change is expected to create efficiencies within our real estate footprint as we shift toward more collaborative workspaces within our offices. As a result, during the three months ended September 30, 2020, we reduced the estimated useful lives of our operating lease ROU assets for certain of our office locations we expected to exit, which resulted in an increase in operating lease costs during the third and fourth quarters of 2020. For these same office locations, we also reduced the estimated useful lives of certain facilities-related fixed assets, which resulted in an increase in depreciation expense. We incurred approximately \$23.1 million of pre-tax costs related to these real estate activities during the third and fourth quarters of 2020, which we do not expect to recur in 2021. These activities are expected to result in future annual before-tax savings of approximately \$14.0 million beginning in 2021.

### 2020 vs. 2019

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General and administrative expenses increased by \$21.4 million, or 18.9%. The increases in dollars and as a percentage of total revenue were primarily driven by the following:

- + Increase in real estate activity costs of \$23.1 million due to our workforce strategy changes in response to COVID-19, as discussed above
- + Increase in corporate costs \$5.9 million primarily related to an increase in bad debt expense; for additional details, see Note 2 to our consolidated financial statements in this report
- Decrease in rent expense of \$4.1 million primarily related to the purchase of our Global Headquarters Facility, see Note 7 to our consolidated financial statements in this report
- Decrease in travel costs of \$2.4 million due to our restriction on non-essential employee travel in response to COVID-19
- Decrease in compensation costs of \$1.8 million primarily related to the decision to replace our 2020 cash bonus plans with grants of performance-based equity awards, which are being recognized as stock-based compensation expense between May 1, 2020 and May 1, 2021. These awards may be earned and become eligible for vesting on May 1, 2021 subject to meeting certain performance conditions and the recipient's continued employment with us

### 2019 vs. 2018

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General and administrative expenses increased by \$7.1 million, or 6.6%, primarily driven by the following:

- + Increase in compensation costs of \$13.2 million primarily related to stock-based compensation and our acquisition of YourCause. The increase in stock-based compensation was primarily driven by increases in the grant date fair values of our annual equity awards granted to employees between 2017 and 2019 as our headcount had grown.
- Decrease in acquisition-related expenses and integration costs of \$3.0 million related to our purchase of YourCause

### *Restructuring*

During 2017, in an effort to further our organizational objectives including, improved operating efficiency, customer outcomes and employee satisfaction, we initiated a multi-year plan to consolidate and relocate some of our existing offices to highly modern and more collaborative workspaces with short-term financial commitments. We substantially completed our facilities optimization restructuring plan as of December 2019. During the years ended December 31, 2019 and 2018, we incurred \$5.8 million and \$4.6 million, respectively, in before-tax restructuring charges related to these activities. Such charges during the year ended December 31, 2020 were insignificant.

Restructuring costs incurred prior to our adoption of ASU 2016-02 on January 1, 2019 consisted primarily of costs to terminate lease agreements, contractual lease payments, net of estimated sublease income, upon vacating space as part of the plan, as well as insignificant costs to relocate affected employees and write-off facilities-related fixed assets that we would no longer use.

Upon adoption of ASU 2016-02 at January 1, 2019, we reduced our operating lease ROU assets recognized at transition by the carrying amounts of the restructuring liabilities for certain leased office spaces that we ceased using prior to December 31, 2018. Restructuring costs incurred during the year ended December 31, 2019 consisted primarily of

**Blackbaud, Inc.**

operating lease ROU asset impairment costs and, to a lesser extent, lease payments for offices we had ceased using and write-offs of facilities-related fixed assets that we would no longer use.

**Interest Expense**

(dollars in millions)	Years ended December 31,				
	2020	Change	2019	Change	2018
Interest expense	\$ 17.3	(16.2)% \$	20.6	29.7 % \$	15.9
% of total revenue	1.9 %		2.3 %		1.9 %

**2020 vs. 2019**

Interest expense decreased in dollars and as a percentage of revenue during 2020, when compared to 2019, primarily due to a decrease in our average daily borrowings. Our acquisition of YourCause in January 2019 drove the increase in borrowings during 2019 and no business acquisitions were made in 2020.

**2019 vs. 2018**

Interest expense increased during 2019, when compared to 2018, primarily due to an increase in our average daily borrowings related to our acquisition of YourCause in January 2019.

**Deferred Revenue**

The table below compares the components of deferred revenue from our consolidated balance sheets:

(dollars in millions)	Timing of recognition	December 31, 2020	December 31, 2019	Change
Recurring	Over the period billed in advance, generally one year \$	303.8 \$	302.8	0.4 %
One-time services and other	As services are delivered	13.1	13.4	(2.3)%
Total deferred revenue <sup>(1)</sup>		316.9	316.1	0.2 %
Less: Long-term portion		4.7	1.8	159.6 %
Current portion <sup>(1)</sup>		\$ 312.2 \$	314.3	(0.7)%

(1) The individual amounts for each year may not sum to total deferred revenue or current portion of deferred revenue due to rounding.

To the extent that our customers are billed for our solutions and services in advance of delivery, we record such amounts in deferred revenue. Our recurring revenue contracts are generally for a term of three years at contract inception with one to three-year renewals thereafter, billed annually in advance and non-cancelable. We generally invoice our customers with recurring revenue contracts in annual cycles 30 days prior to the end of the contract term.

Deferred revenue from recurring revenue contracts as well as one-time services and other were held flat during 2020, primarily due to declines in our 2020 bookings performance compared to our budgeted expectations as a result of COVID-19.

We have acquired businesses whose net tangible assets include deferred revenue. In accordance with GAAP reporting requirements, we recorded write-downs of deferred revenue from customer arrangements predating the acquisition to fair value, which resulted in lower recorded deferred revenue as of the acquisition date than the actual amounts paid in advance for solutions and services under those customer arrangements. Therefore, our deferred revenue after an acquisition will not reflect the full amount of deferred revenue that would have been reported if the acquired deferred revenue was not written down to fair value. Further explanation of this impact is included below under the caption "Non-GAAP financial measures".

**Blackbaud, Inc.****Income Taxes**

Our income tax expense (benefit) and effective income tax rates, including the effects of period-specific events, were:

(dollars in millions)	Years ended December 31,		
	2020	2019	2018
Income tax expense (benefit)	\$ 13.9	\$ (1.3)	\$ (0.2)
Effective income tax rate	64.3 %	(12.5)%	(0.5)%

Our effective income tax rate may fluctuate quarterly and annually as a result of factors, including changes in tax law in jurisdictions where we conduct business, transactions entered into, changes in the geographic distribution of our earnings or losses, and our assessment of certain tax contingencies and valuation allowances.

We have deferred tax assets for federal, state, and international net operating loss carryforwards and tax credits. The federal and state net operating loss carryforwards are subject to various Internal Revenue Code limitations and applicable state tax laws. A portion of the foreign and state net operating loss carryforwards and a portion of state tax credits have a valuation reserve due to the uncertainty of realizing such carryforwards and credits in the future.

We file income tax returns in the U.S. for federal and various state jurisdictions as well as in foreign jurisdictions including Canada, the U.K., Australia, Ireland and Costa Rica. We are generally subject to U.S. federal income tax examination for calendar tax years ending 2016 through 2020, as well as state and foreign income tax examinations for various years depending on statute of limitations of those jurisdictions.

We have taken federal and state tax positions for which it is reasonably possible that the total amount of unrecognized tax benefits may decrease within the next twelve months. The possible decrease could result from the expiration of statutes of limitations. The reasonably possible decrease at December 31, 2020 was \$1.1 million.

We recognize accrued interest and penalties, if any, related to unrecognized tax benefits as a component of income tax expense.

**2020 vs. 2019**

The increase in our effective tax rate in 2020 when compared to 2019, was primarily due to increase in valuation allowance attributable to state tax credit carryforwards for which we do not expect to realize benefit. Furthermore, our 2020 effective tax rate was negatively impacted by reduced benefit attributable to research tax credit and stock based compensation deduction. Lastly, higher 2020 earnings lessened impact of other non-deductible items.

The total amount of unrecognized tax benefit that, if recognized, would favorably affect the effective income tax rate, was \$4.2 million and \$3.9 million at December 31, 2020 and December 31, 2019, respectively.

**2019 vs. 2018**

The decrease in our effective income tax rate in 2019, when compared to 2018, was primarily due to the heightened impact of research credit generation net of Section 162(m) nondeductible compensation. Furthermore, the 2019 effective tax rate was favorably impacted by other state tax credits net of an overall increase to uncertain tax positions. Lastly, the effective tax rate was negatively impacted by Global Intangible Low-Tax Income ("GILTI"), net of Foreign-Derived Intangible Income ("FDII") benefit, resulting from an increase in non-US earnings. The reduced base further magnified the impact of other nondeductible items.

**Non-GAAP Financial Measures**

The operating results analyzed below are presented on a non-GAAP basis. We use non-GAAP financial measures internally in analyzing our operational performance. Accordingly, we believe these non-GAAP measures are useful to investors, as a supplement to GAAP measures, in evaluating our ongoing operational performance. While we believe these non-GAAP measures provide useful supplemental information, non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. In addition, these non-GAAP financial measures may not be completely comparable to similarly titled measures of other companies due to potential differences in the exact method of calculation between companies.



**Blackbaud, Inc.**

We have acquired businesses whose net tangible assets include deferred revenue. In accordance with GAAP reporting requirements, we recorded write-downs of deferred revenue under arrangements predating the acquisition to fair value, which resulted in lower recognized revenue than the contributed purchase price until the related obligations to provide services under such arrangements are fulfilled. Therefore, our GAAP revenues after the acquisitions will not reflect the full amount of revenue that would have been reported if the acquired deferred revenue was not written down to fair value. The non-GAAP measures described below reverse the acquisition-related deferred revenue write-downs so that the full amount of revenue booked by the acquired companies is included, which we believe provides a more accurate representation of a revenue run-rate in a given period and, therefore, will provide more meaningful comparative results in future periods.

The non-GAAP financial measures discussed below exclude the impact of certain transactions because we believe they are not directly related to our operating performance in any particular period, but are for our long-term benefit over multiple periods. We believe that these non-GAAP financial measures reflect our ongoing business in a manner that allows for meaningful period-to-period comparisons and analysis of trends in our business.

(dollars in millions)	2020		Change	2019		Years ended December 31,	
						Change	2018
<b>GAAP Revenue</b>	\$	913.2	1.4 %	\$	900.4	6.1 %	\$ 848.6
<b>Non-GAAP adjustments:</b>							
Add: Acquisition-related deferred revenue write-down		—	(100.0)%		1.9	(19.8)%	2.4
<b>Non-GAAP revenue<sup>(1)</sup></b>	\$	913.2	1.2 %	\$	902.4	6.0 %	\$ 851.0
<b>GAAP gross profit</b>	\$	485.2	0.7 %	\$	482.0	3.2 %	\$ 466.9
<b>GAAP gross margin</b>		53.1 %			53.5 %		55.0 %
<b>Non-GAAP adjustments:</b>							
Add: Acquisition-related deferred revenue write-down		—	(100.0)%		1.9	(19.8)%	2.4
Add: Stock-based compensation expense		13.4	297.3 %		3.4	(35.8)%	5.2
Add: Amortization of intangibles from business combinations		39.0	(13.0)%		44.8	6.0 %	42.2
Add: Employee severance		0.9	(25.7)%		1.2	33.0 %	0.9
Subtotal <sup>(1)</sup>		53.2	3.8 %		51.3	0.9 %	50.8
<b>Non-GAAP gross profit<sup>(1)</sup></b>	\$	538.4	1.0 %	\$	533.3	3.0 %	\$ 517.7
<b>Non-GAAP gross margin</b>		59.0 %			59.1 %		60.8 %

(1) The individual amounts for each year may not sum to non-GAAP revenue, subtotal or non-GAAP gross profit due to rounding.

**Blackbaud, Inc.**

(dollars in millions, except per share amounts)	Years ended December 31,				
	2020	Change	2019	Change	2018
<b>GAAP income from operations</b>	\$ 37.2	37.2 %	\$ 27.1	(54.3)%	\$ 59.4
<b>GAAP operating margin</b>	4.1 %		3.0 %		7.0 %
<b>Non-GAAP adjustments:</b>					
Add: Acquisition-related deferred revenue write-down	—	(100.0)%	1.9	(19.8)%	2.4
Add: Stock-based compensation expense	87.3	48.8 %	58.6	21.5 %	48.3
Add: Amortization of intangibles from business combinations	41.9	(16.4)%	50.1	6.4 %	47.1
Add: Employee severance	4.9	10.2 %	4.4	97.0 %	2.2
Add: Acquisition-related integration costs	(0.1)	(105.6)%	2.4	(35.0)%	3.7
Add: Acquisition-related expenses	0.4	(69.6)%	1.2	(59.2)%	2.8
Add: Restructuring and other real estate activities	23.3	301.0 %	5.8	26.5 %	4.6
Subtotal <sup>(1)</sup>	157.5	26.6 %	124.4	12.0 %	111.1
<b>Non-GAAP income from operations<sup>(1)</sup></b>	\$ 194.8	28.5 %	\$ 151.6	(11.1)%	\$ 170.5
<b>Non-GAAP operating margin</b>	21.3 %		16.8 %		20.0 %
<b>GAAP income before provision for income taxes</b>	\$ 21.6	104.2 %	\$ 10.6	(76.3)%	\$ 44.6
<b>GAAP net income</b>	\$ 7.7	(35.2)%	\$ 11.9	(73.4)%	\$ 44.8
Shares used in computing GAAP diluted earnings per share	48,696,341	0.8 %	48,312,271	0.6 %	48,045,084
<b>GAAP diluted earnings per share</b>	\$ 0.16	(36.0)%	\$ 0.25	(73.1)%	\$ 0.93
<b>Non-GAAP adjustments:</b>					
Add: GAAP income tax provision (benefit)	13.9	(1,150.4)%	(1.3)	504.1 %	(0.2)
Add: Total Non-GAAP adjustments affecting loss from operations	157.5	26.6 %	124.4	12.0 %	111.1
<b>Non-GAAP income before provision for income taxes</b>	179.1	32.7 %	135.0	(13.3)%	155.7
Assumed non-GAAP income tax provision <sup>(2)</sup>	35.8	32.7 %	27.0	(13.3)%	31.1
<b>Non-GAAP net income<sup>(1)</sup></b>	\$ 143.3	32.7 %	\$ 108.0	(13.3)%	\$ 124.6
Shares used in computing Non-GAAP diluted earnings per share	48,696,341	0.8 %	48,312,271	0.6 %	48,045,084
<b>Non-GAAP diluted earnings per share</b>	\$ 2.94	31.3 %	\$ 2.24	(13.5)%	\$ 2.59

(1) The individual amounts for each year may not sum to subtotal, non-GAAP income from operations, non-GAAP income before provision for income taxes or non-GAAP net income due to rounding.

(2) We apply a non-GAAP effective tax rate of 20.0% when calculating non-GAAP net income and non-GAAP diluted earnings per share.

**Blackbaud, Inc.***Non-GAAP free cash flow*

Non-GAAP free cash flow is defined as operating cash flow less capital expenditures, including costs required to be capitalized for software development, and capital expenditures for property and equipment.

(dollars in millions)	Years ended December 31,				
	2020	Change	2019	Change	2018
<b>GAAP net cash provided by operating activities</b>	\$ 148.0	(18.9)%	\$ 182.5	(9.4)%	\$ 201.4
Less: purchase of property and equipment	(29.7)	158.4 %	(11.5)	(21.9)%	(14.7)
Less: capitalized software development costs	(42.2)	(10.1)%	(46.9)	24.6 %	(37.6)
<b>Non-GAAP free cash flow</b>	\$ 76.1	(38.7)%	\$ 124.1	(16.7)%	\$ 149.0

*Non-GAAP organic revenue growth*

In addition, we use non-GAAP organic revenue growth, non-GAAP organic revenue growth on a constant currency basis and non-GAAP organic recurring revenue growth, in analyzing our operating performance. We believe that these non-GAAP measures are useful to investors, as a supplement to GAAP measures, for evaluating the periodic growth of our business on a consistent basis. Each of these measures of non-GAAP organic revenue growth excludes incremental acquisition-related revenue attributable to companies acquired in the current fiscal year. For companies, if any, acquired in the immediately preceding fiscal year, each of these non-GAAP organic revenue growth measures reflects presentation of full year incremental non-GAAP revenue derived from such companies as if they were combined throughout the prior period, and they include the non-GAAP revenue attributable to those companies, as if there were no acquisition-related write-downs of acquired deferred revenue to fair value as required by GAAP. In addition, each of these non-GAAP organic revenue growth measures excludes prior period revenue associated with divested businesses. The exclusion of the prior period revenue is to present the results of the divested businesses within the results of the combined company for the same period of time in both the prior and current periods. We believe this presentation provides a more comparable representation of its current business' organic revenue growth and revenue run-rate.

**Blackbaud, Inc.**

(dollars in millions)	Years ended December 31,	
	2020	2019
GAAP revenue	\$ 913.2	\$ 900.4
<b>GAAP revenue growth</b>	<b>1.4 %</b>	
(Less) Add: Non-GAAP acquisition-related revenue <sup>(1)</sup>	—	1.9
Non-GAAP organic revenue <sup>(2)</sup>	\$ 913.2	\$ 902.4
<b>Non-GAAP organic revenue growth</b>	<b>1.2 %</b>	
Non-GAAP organic revenue <sup>(2)</sup>	913.2	902.4
Foreign currency impact on Non-GAAP organic revenue <sup>(3)</sup>	0.8	—
Non-GAAP organic revenue on constant currency basis <sup>(3)</sup>	\$ 914.0	\$ 902.4
<b>Non-GAAP organic revenue growth on constant currency basis</b>	<b>1.3 %</b>	
GAAP recurring revenue	\$ 850.7	\$ 831.6
<b>GAAP recurring revenue growth</b>	<b>2.3 %</b>	
(Less) Add: Non-GAAP acquisition-related revenue <sup>(1)</sup>	—	1.9
Non-GAAP organic recurring revenue	\$ 850.7	\$ 833.5
<b>Non-GAAP organic recurring revenue growth</b>	<b>2.1 %</b>	

- (1) Non-GAAP acquisition-related revenue excludes incremental acquisition-related revenue calculated in accordance with GAAP that is attributable to companies acquired in the current fiscal year. For companies acquired in the immediately preceding fiscal year, non-GAAP acquisition-related revenue reflects presentation of full-year incremental non-GAAP revenue derived from such companies, as if they were combined throughout the prior period, and it includes the current period non-GAAP revenue from the acquisition-related deferred revenue write-down attributable to those companies.
- (2) Non-GAAP organic revenue for the prior year periods presented herein will not agree to non-GAAP organic revenue presented in the respective prior period quarterly financial information solely due to the manner in which non-GAAP organic revenue growth is calculated.
- (3) To determine non-GAAP organic revenue growth on a constant currency basis, revenues from entities reporting in foreign currencies were translated to U.S. Dollars using the comparable prior period's quarterly weighted average foreign currency exchange rates. The primary foreign currencies creating the impact are the Australian Dollar, British Pound, Canadian Dollar and EURO.

## Blackbaud, Inc.

### Rule of 40

Rule of 40 is defined as non-GAAP organic revenue growth plus non-GAAP adjusted EBITDA margin. Non-GAAP adjusted EBITDA is defined as GAAP net income plus interest, net; income tax provision (benefit); depreciation; amortization of intangible assets from business combinations; amortization of software development costs; acquisition-related deferred revenue write-down; stock-based compensation; acquisition-related integration costs; acquisition-related expenses; employee severance; and restructuring and other real estate activities.

(dollars in millions)	Years ended December 31,	
	2020	2019
GAAP net income	\$ 7.7	\$ 11.9
Non-GAAP adjustments:		
Add: Interest, net	15.6	17.8
Add: GAAP income tax provision (benefit)	13.9	(1.3)
Add: Depreciation <sup>(1)</sup>	14.6	15.0
Add: Amortization of intangibles from business combinations	41.9	50.1
Add: Amortization of software development costs <sup>(2)</sup>	32.5	21.0
Subtotal	118.5	102.6
Non-GAAP EBITDA	\$ 126.3	\$ 114.5
Non-GAAP EBITDA margin	13.8 %	
Non-GAAP adjustments:		
Add: Acquisition-related deferred revenue write-down	—	1.9
Add: Stock-based compensation expense	87.3	58.6
Add: Employee severance	4.9	4.4
Add: Acquisition-related integration costs	(0.1)	2.4
Add: Acquisition-related expenses	0.4	1.2
Add: Restructuring and other real estate activities	23.3	5.8
Subtotal	115.6	74.4
Adjusted Non-GAAP EBITDA	\$ 241.9	\$ 188.8
<b>Adjusted Non-GAAP EBITDA margin</b>	<b>26.5 %</b>	
<b>Rule of 40<sup>(3)</sup></b>	<b>27.7 %</b>	

(1) During the third quarter of 2020, we reduced the estimated useful lives of our operating lease right-of-use assets for certain of our office locations we expected to exit. For these same office locations, we also reduced the estimated useful lives of certain facilities-related fixed assets, which resulted in an increase in depreciation expense. The accelerated portion of the fixed asset depreciation expense related to these activities of \$4.6 million for the year ended December 31, 2020 was presented in the "Restructuring and other real estate activities" line of the reconciliation of GAAP to non-GAAP financial measures. Total depreciation expense for the year ended December 31, 2020 was \$19.2 million.

(2) Includes amortization expense related to software development costs and amortization expense from capitalized cloud computing implementation costs.

(3) Measured by non-GAAP organic revenue growth plus non-GAAP adjusted EBITDA margin. See Non-GAAP organic revenue growth table above.

### Seasonality

Our revenues normally fluctuate as a result of certain seasonal variations in our business. Our transaction revenue has historically been at its lowest in the first quarter due to the timing of customer fundraising initiatives and events. Our revenue from payment services has historically increased during the fourth quarter due to year-end giving. Our revenue from professional services has historically been lower in the first quarter when many of those services commence and in the fourth quarter due to the holiday season. As a result of these and other factors, our total revenue has historically been lower in the first quarter than in the remainder of our fiscal year, with the fourth quarter historically achieving the highest total revenue. Our expenses, however, do not vary significantly as a result of these factors, but do fluctuate on a quarterly basis due to varying timing of expenditures. Our cash flow from operations normally fluctuates quarterly due to the combination of the timing of customer contract renewals including renewals associated with customers of

**Blackbaud, Inc.**

acquired companies, delivery of professional services and occurrence of customer events, the payment of bonuses, as well as merit-based salary increases, among other factors. Historically, due to lower revenues in our first quarter, combined with the payment of bonuses from the prior year in our first quarter and the payment of certain annual vendor contracts, our cash flow from operations has been lowest in our first quarter. Due to the timing of customer contract renewals and student enrollments, many of which take place at or near the beginning of our third quarter, our cash flow from operations has been lower in our second quarter as compared to our third and fourth quarters. Partially offsetting these favorable drivers of cash flow from operations in our third and fourth quarters are merit-based salary increases, which have historically been effective in April each year. Annual merit-based salary increases are expected to return in July 2021. In addition, deferred revenues can vary on a seasonal basis for the same reasons. Our cash flow from financing is negatively impacted in our first quarter when most of our equity awards vest, as we pay taxes on behalf of our employees related to the settlement or exercise of equity awards. These patterns may change as a result of the continued shift to online giving, growth in volume of transactions for which we process payments, or as a result of acquisitions, new market opportunities, new solution introductions, the COVID-19 pandemic or other factors.

**Liquidity and Capital Resources**

The following table presents selected financial information about our financial position:

(dollars in millions)		December 31, 2020	December 31, 2019	Change
Cash and cash equivalents	\$	35.8	\$ 31.8	12.4 %
Property and equipment, net		105.2	35.5	195.9 %
Software development costs, net		111.8	101.3	10.4 %
Total carrying value of debt		531.0	467.1	13.7 %
Working capital		(194.3)	(254.3)	23.6 %

The following table presents selected financial information about our cash flows:

(dollars in millions)		Years ended December 31,			
		2020	Change	2019	Change 2018
Net cash provided by operating activities	\$	148.0	(18.9)%	\$ 182.5	(9.4)%
Net cash used in investing activities		(71.8)	(57.0)%	(167.2)	(71.0)%
Net cash (used in) provided by financing activities		(10.7)	(109.6)%	111.2	(138.1)%

Our principal sources of liquidity are operating cash flow, funds available under the 2020 Credit Facility and cash on hand. Our operating cash flow depends on continued customer renewal of our subscription and maintenance arrangements and market acceptance of our solutions and services. Based on current estimates of revenue and expenses, we believe that the currently available sources of funds and anticipated cash flows from operations will be adequate for at least the next twelve months to finance our operations, fund anticipated capital expenditures and meet our debt obligations. To the extent we undertake future material acquisitions, investments or unanticipated capital expenditures, we may require additional capital. In that context, we regularly evaluate opportunities to enhance our capital structure including through potential debt or equity issuances.

## Blackbaud, Inc.

To better enable us to weather the extraordinary business challenges brought about by the global COVID-19 pandemic, to protect the safety and welfare of our employees, and to further effect our long-term strategy to deliver the greatest value to our stockholders, we have taken several actions. These initial measures taken are expected to provide us the financial flexibility needed to manage a wide array of outcomes that may result from the pandemic. Some of these actions include the following:

- Temporarily closed our offices worldwide and transitioned our employees to work remotely;
- Rescinded our previously announced policy to pay an annual dividend at a rate of \$0.48 per share of common stock and discontinued the declaration and payment of all cash dividends, beginning with the second quarter of 2020 and thereafter until such time, if any, as our Board of Directors may otherwise determine in its sole discretion;
- Suspended our 401(k)-match program, whereby we have historically matched 50% of qualified U.S. employees' contributions to our 401(k) plan up to 6% of their salaries, between April 1, 2020 and December 31, 2020;
- Made a discretionary matching contribution to eligible employees 401(k) plans in December 2020 totaling \$1.2 million, given our financial performance during the fourth quarter;
- Temporarily froze our hiring efforts and implemented a modest and targeted headcount reduction, though we have since begun backfilling key roles, including engineering positions;
- Michael Gianoni, our President and Chief Executive Officer, elected to forego receipt of all but that portion of his base salary necessary to fund, on a pre-tax basis, his contributions to continue to participate in our health benefits plan, between April 1, 2020 and June 16, 2020;
- Restricted non-essential employee travel and put in place other operating cost containment actions;
- All of our employees with a base salary equal to or less than \$75 thousand received financial support in the form of a one-time bonus of \$1 thousand on April 30, 2020;
- On May 1, 2020, we granted RSUs to our employees that were eligible for base salary merit increases in lieu of such increases, which will vest on May 1, 2021 subject to the recipient's continued employment with us;
- On May 1, 2020, we granted PRSUs to our employees that were eligible for a 2020 cash bonus plan in lieu of such cash bonus, which may be earned and become eligible for vesting on May 1, 2021 subject to meeting certain performance conditions and the recipient's continued employment with us; and
- During the third quarter of 2020, we adjusted our workforce strategy to provide more flexibility for our employees to work remotely when our offices reopen. This change also expands our access to a larger and more diverse talent pool, empowers our leaders to make decisions based on skills and business need rather than location, and it is expected to create efficiencies within our real estate strategy as we optimize our footprint and shift toward more collaborative workspaces within our offices. Most of the transactions related to these real estate activities closed during the fourth quarter of 2020 with an aggregate one-time cash outlay of \$21.9 million during the third and fourth quarters of 2020. We incurred approximately \$23.1 million of pre-tax costs related to these real estate activities during the third and fourth quarters of 2020. These activities are expected to result in future annual before-tax savings of approximately \$14.0 million beginning in 2021.

In addition to the initial actions we have taken to date, we are continuously evaluating further possible actions in order to respond quickly to rapidly changing conditions, if needed.

While we experienced an increase in our aging of receivables during the second and third quarters of 2020 primarily associated with the COVID-19 pandemic, we have seen some improvement in our customers' payment behavior since that time. We have received short-term payment relief requests as a result of COVID-19, most often in the form of payment deferral requests. We are evaluating each request on a case-by-case basis to assess the customer's ability to pay. Not all customer requests ultimately result in modified payment terms, nor are we forgoing our contractual rights under customer agreements. During 2020, our bad debt expense increased by \$4.6 million, compared to 2019. We are continually monitoring our customer receivable balances, payment terms, and creditworthiness for changes that could have a significant impact on the collectability of our accounts receivables, our operating results and financial position.

At December 31, 2020, our total cash and cash equivalents balance included approximately \$18.5 million of cash that was held outside the U.S. While these funds may not be needed to fund our U.S. operations for at least the next twelve months, if we need these funds, we may be required to accrue and pay taxes to repatriate a portion of the funds. We currently do not intend or anticipate a need to repatriate our cash held outside the U.S.



**Blackbaud, Inc.****Operating Cash Flow**

During 2021, we expect our total operating cash flow to increase when compared to 2020, primarily due to:

- the replacement of our 2020 cash bonus plans with performance-based equity awards (which we expect will continue going forward);
- the one-time cash payments associated with the exit of a number of our leases in 2020 that will not recur in 2021; and
- improvements to working capital management (an expected increase in trade accounts payable); partially offset by
- an increase in the payment of payroll taxes as we deferred payments of the employer's portion of Social Security taxes during 2020 under the Coronavirus, Aid, Relief and Economic Security Act ("CARES Act");
- the return of annual merit-based salary increases to our employees in July 2021; and
- the return of our 401(k)-match program effective January 1, 2021.

Throughout 2020, 2019 and 2018, our cash flows from operations were derived principally from: (i) our earnings from on-going operations prior to non-cash expenses such as depreciation, amortization, stock-based compensation, deferred income taxes, amortization of deferred financing costs and debt discount and adjustments to our provision for credit losses and sales returns; and (ii) changes in our working capital.

Working capital changes are comprised of changes in accounts receivable, prepaid expenses and other assets, trade accounts payable, accrued expenses and other liabilities and deferred revenue.

**2020 vs. 2019**

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Net cash provided by operating activities decreased by \$34.5 million during the year ended December 31, 2020, when compared to the same period in 2019, primarily due a \$81.0 million decrease in cash flow from operations associated with working capital, partially offset by a \$46.5 million increase in net income adjusted for non-cash expenses.

The decrease in cash flow from operations associated with working capital during 2020, when compared to 2019, was primarily due to:

- an increase in current period bonus payments as a result of an increase in amounts accrued as of December 31, 2019 for over-performance against 2019 targets;
- a decrease in current period bonus accrual due to our decision to replace cash payments for our 2020 bonus plans with performance-based equity awards;
- a decrease in customer billings and payment collections due to the declines in our 2020 bookings performance compared to 2019 as a result of the COVID-19 pandemic;
- an increase in the aging of customer receivable balances, primarily due to COVID-19;
- an increase in one-time cash payments associated with the exit of a number of our leases; and
- fluctuations in the timing of vendor payments.

**2019 vs. 2018**

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Net cash provided by operating activities decreased by \$18.9 million during the year ended December 31, 2019, when compared to the same period in 2018, primarily due to a \$10.8 million decrease in net income adjusted for non-cash expenses, and a decrease in cash flow from operations associated with working capital.

## Blackbaud, Inc.

Cash flow from operations associated with working capital decreased \$8.1 million during 2019, when compared to 2018, primarily due to:

- an increase in the amount of deferred revenue recognized slightly outpacing customer billings;
- an increase in collection of customer account balances in 2018 from an aging improvement initiative; and
- an income tax refund received in 2018 which did not recur in 2019; partially offset by
- an increase in accrued bonuses as of December 31, 2019 when compared the same date in 2018; and
- fluctuations in the timing of vendor payments.

### Investing Cash Flow

During 2021, we expect our total capital expenditures to decrease when compared to 2020, primarily due to the purchase of our Global Headquarters Facility in 2020 that will not recur in 2021.

#### 2020 vs. 2019

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Net cash used in investing activities of \$71.8 million decreased by \$95.4 million during 2020, when compared to 2019.

We spent \$109.4 million for our acquisition of YourCause in 2019 and we did not make any similar investments during 2020. We used \$42.2 million for software development costs, which was down \$4.7 million from cash spent during 2019. We continue to invest in our innovative cloud solutions, as well as development activities for Blackbaud SKY, our modern cloud platform.

We also spent \$29.7 million of cash for purchases of property and equipment during 2020, which was up \$18.2 million from cash spent in 2019. The additional cash expended was primarily used to purchase our Global Headquarters Facility.

#### 2019 vs. 2018

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Net cash used in investing activities of \$167.2 million increased by \$69.4 million during 2019, when compared to 2018.

During 2019, we used net cash of \$109.4 million, for our acquisition of YourCause, while we spent \$44.9 million on investments in acquired companies in 2018. We used \$46.9 million for software development costs, which was up \$9.2 million from cash spent during 2018. The increase in cash outlays for software development costs was primarily related to our innovative cloud solutions as well as development activities for Blackbaud SKY, our modern cloud platform.

We also spent \$11.5 million of cash for purchases of property and equipment during 2019, which was down \$3.2 million from cash spent in 2018. The higher cash outlays for property and equipment during 2018 was primarily driven by leasehold improvements for our Global Headquarters Facility.

### Financing Cash Flow

#### 2020 vs. 2019

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During 2020, we had a net increase in borrowings of \$0.9 million, compared to a net increase in borrowings of \$79.5 million in 2019, which was primarily attributable to our acquisition of YourCause. During 2020, we spent \$41.0 million on repurchases of our common stock (see additional details below regarding our stock repurchase program). In addition, during 2020, we paid dividends of \$6.0 million, which was down compared to 2019, as we discontinued the declaration and payment of all cash dividends beginning with the second quarter of 2020.

We paid \$21.4 million to satisfy tax obligations of employees upon settlement or exercise of equity awards during 2020 compared to \$23.8 million during 2019. The amount of taxes paid by us on behalf of employees related to the settlement or exercise of equity awards varies from period to period based upon the timing of grants and vesting, employee exercise decisions, as well as the market price for shares of our common stock at the time of settlement. Most of our equity awards currently vest in our first quarter.

## Blackbaud, Inc.

Cash flow from financing activities associated with changes in restricted cash due to customers decreased \$16.6 million during 2020, when compared to 2019, as the amount of restricted cash held and payable by us to customers as of December 31, 2019 was significantly larger than at the same date in 2018 primarily due to the timing of year-end donations. Additionally, effective August 3, 2020, a significant amount of restricted cash related to charitable giving transacted through our social responsibility and grantmaking solutions is now held and disbursed by the Blackbaud Giving Fund, an independent nonprofit organization, strategic partner of ours, and sponsoring organization for a donor advised fund. This change was made primarily to better support our YourCause CSR Connect and YourCause Grants Connect solutions.

### 2019 vs. 2018

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During 2019, we had a net increase in borrowings of \$79.5 million, which was primarily attributable to our acquisition of YourCause, compared to a net decrease in borrowings of \$51.6 million in 2018.

We paid \$23.8 million to satisfy tax obligations of employees upon settlement or exercise of equity awards during 2019 compared to \$27.7 million during 2018. In addition, during 2019, we paid dividends of \$23.6 million, which was relatively consistent with 2018.

Cash flow from financing activities associated with changes in restricted cash due to customers increased \$266.3 million during 2019, when compared to 2018. The amount of restricted cash held and payable by us to customers as of December 31, 2017 was significantly larger than at the same date in 2018 primarily due to the timing of year-end donations.

### Stock repurchase program

In November 2020, our Board of Directors reauthorized and expanded a stock repurchase program that authorizes us to purchase up to \$250.0 million of our outstanding shares of common stock. The program does not have an expiration date. Under the stock repurchase program, we are authorized to repurchase shares from time to time in accordance with applicable laws both on the open market, including under trading plans established pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, and in privately negotiated transactions. The timing and amount of repurchases depends on several factors, including market and business conditions, the trading price of our common stock and the nature of other investment opportunities. The repurchase program may be limited, suspended or discontinued at any time without prior notice. During the year ended December 31, 2020, we purchased 714,000 shares for \$41.0 million. Between January 1, 2021 and February 19, 2021, we repurchased an additional 465,821 shares for \$28.1 million.

### 2020 Credit Facility

In October 2020, we entered into a 5-year \$900.0 million Amended and Restated Credit Agreement (the "2020 Credit Facility"). Upon closing, we drew \$400.0 million on a term loan and used the proceeds to repay the outstanding principal balance of the term loan under the previous credit facility, and repay \$124.4 million of outstanding revolving credit loans under the previous credit facility.

Historically, we have drawn on our credit facility from time to time to help us meet financial needs primarily due to the seasonality of our cash flows from operations and financing for business acquisitions. At December 31, 2020, our available borrowing capacity under the 2020 Credit Facility was \$429.3 million. The 2020 Credit Facility matures in October 2025.

At December 31, 2020, the carrying amount of our debt under the 2020 Credit Facility was \$467.1 million. Our average daily borrowings were \$482.4 million during 2020.

Following is a summary of the financial covenants under the 2020 Credit Facility:

Financial Covenant	Requirement	Ratio as of December 31, 2020
Net Leverage Ratio	≤ 4.00 to 1.00	1.75 to 1.00
Interest Coverage Ratio	≥ 2.50 to 1.00	15.95 to 1.00

## Blackbaud, Inc.

Under the 2020 Credit Facility, we also have restrictions on our ability to declare and pay dividends and our ability to repurchase shares of our common stock. In order to pay any cash dividends and/or repurchase shares of stock: (i) no default or event of default shall have occurred and be continuing under the 2020 Credit Facility, and (ii) our pro forma net leverage ratio, as set forth in the 2020 Credit Facility, must be 0.25 less than the net leverage ratio requirement at the time of dividend declaration or share repurchase. At December 31, 2020, we were in compliance with our debt covenants under the 2020 Credit Facility.

### Commitments and Contingencies

As of December 31, 2020, we had contractual obligations with future minimum commitments as follows:

(in millions)	Payments due by period				
	Total <sup>(1)</sup>	Less than 1 year	1-3 years	3-5 years	More than 5 years
<b>Recorded contractual obligations:</b>					
Debt <sup>(2)</sup>	\$ 534.2	\$ 12.8	\$ 25.0	\$ 443.0	\$ 53.4
Operating leases <sup>(3)</sup>	29.5	10.4	10.2	5.1	3.8
Interest payments on debt <sup>(4)</sup>	4.5	3.4	1.1	—	—
<b>Unrecorded contractual obligations:</b>					
Purchase obligations <sup>(5)</sup>	94.8	59.1	34.6	1.0	—
Interest payments on debt <sup>(6)</sup>	79.5	11.5	23.4	21.0	23.6
<b>Total contractual obligations<sup>(1)</sup></b>	<b>\$ 742.5</b>	<b>\$ 97.2</b>	<b>\$ 94.3</b>	<b>\$ 470.2</b>	<b>\$ 80.8</b>

(1) The individual amounts for each obligation may not sum to total or total contractual obligations due to rounding.

(2) Represents principal payments only, under the following assumptions: (i) that the amounts outstanding under the 2020 Credit Facility, our real estate loans and our other debt at December 31, 2020 will remain outstanding until maturity, with minimum payments occurring as currently scheduled, and (ii) that there are no assumed future borrowings on the 2020 Revolving Facility for the purposes of determining minimum commitment amounts.

(3) Our commitments related to operating leases have not been reduced by sublease income, incentive payments, reimbursement of leasehold improvements and the amount representing imputed interest of \$2.8 million.

(4) Represents interest payment obligations related to our interest rate swap agreements.

(5) We have contractual obligations for third-party technology used in our solutions and for other services we purchase as part of our normal operations. In certain cases, these arrangements require a minimum annual purchase commitment by us.

(6) The actual interest expense recognized in our consolidated statements of comprehensive income will depend on the amount of debt, the length of time the debt is outstanding and the interest rate, which could be different from our assumptions described in (2) above.

The term loan under the 2020 Credit Facility and our other debt require periodic principal payments. The balance of the term loans and any amounts drawn on the revolving credit loans are due upon maturity of the 2020 Credit Facility in October 2025. The Real Estate Loans also require periodic principal payments and the balance of the real estate loans are due upon maturity in April 2038.

The total liability for uncertain tax positions as of December 31, 2020 and December 31, 2019, was \$4.6 million and \$4.3 million, respectively. Our accrued interest and penalties related to tax positions taken on our tax returns was \$1.1 million and \$1.0 million as of December 31, 2020 and 2019, respectively.

### Off-Balance Sheet Arrangements

As of December 31, 2020, we did not have any off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K promulgated by the SEC, that have or are reasonably likely to have, a current or future effect on our financial condition, changes in our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

## Foreign Currency Exchange Rates

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Approximately 15% of our total revenue for 2020 was generated by operations outside the U.S. We do not have significant operations in countries in which the economy is considered to be highly inflationary. Our consolidated financial statements are denominated in U.S. dollars and, accordingly, changes in the exchange rate between foreign currencies and the U.S. dollar will affect the translation of our subsidiaries' financial results into U.S. dollars for purposes of reporting our consolidated financial results. The accumulated currency translation adjustment, recorded within other comprehensive loss as a component of stockholders' equity, was a gain of \$0.6 million as of December 31, 2020 and a loss of \$4.0 million as of December 31, 2019.

The vast majority of our contracts are entered into by our U.S. or U.K. entities. The contracts entered into by the U.S. entity are almost always denominated in U.S. dollars or Canadian dollars, and contracts entered into by our U.K., Australian and Irish subsidiaries are generally denominated in British Pounds, Australian dollars and Euros, respectively. Historically, as the U.S. dollar weakened, foreign currency translation resulted in an increase in our revenues and expenses denominated in non-U.S. currencies. Conversely, as the U.S. dollar strengthened, foreign currency translation resulted in a decrease in our revenues and expenses denominated in non-U.S. currencies. During 2020, foreign translation resulted in decreases in our revenues and expenses denominated in non-U.S. currencies. Though we have exposure to fluctuations in currency exchange rates, the impact has generally not been material to our consolidated results of operations or financial position. During 2020, the fluctuation in foreign currency exchange rates reduced our total revenue and our income from operations by \$0.8 million and \$0.7 million, respectively. We will continue monitoring such exposure and take action as appropriate. To determine the impacts on revenue (or income from operations) from fluctuations in currency exchange rates, current period revenues (or income from operations) from entities reporting in foreign currencies were translated into U.S. dollars using the comparable prior year period's weighted average foreign currency exchange rates. These impacts are non-GAAP financial information and are not in accordance with, or an alternative to, information prepared in accordance with GAAP.

## Inflation

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We do not believe that inflation has had a material effect on our business, financial condition or results of operations. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations. In addition, if inflationary pressures impact the rate of giving to our customers, there could be adverse impacts to our business, financial condition and results of operations.

## Critical Accounting Estimates

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Our discussion and analysis of financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. On an ongoing basis, we reconsider and evaluate our estimates and assumptions.

We base our estimates on historical experience, current trends and various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could materially differ from any of our estimates under different assumptions or conditions. Our significant accounting policies are discussed in Note 2 to our consolidated financial statements in this report. We believe the accounting estimates listed below are the most critical to aid in fully understanding and evaluating our reported financial results, and they require our most difficult, subjective or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain.

**Blackbaud, Inc.**

**Revenue Recognition**

Description	Judgments and Uncertainties	Effect if Actual Results Differ From Assumptions
See Note 2 to our consolidated financial statements in this report for a complete discussion of our revenue recognition policies.	Our revenue recognition accounting methodology contains uncertainties because it requires us to make significant estimates and assumptions, and to apply judgment.	If we were to change any of these judgments or estimates, it could cause a material increase or decrease in the amount of revenue or deferred revenue that we report in a particular period.
Revenues are recognized when control of our services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those services.	For example, for arrangements that have multiple performance obligations, we must exercise judgment and use estimates in order to (1) determine whether performance obligations are distinct and should be accounted for separately; (2) determine the standalone selling price of each performance obligation; (3) allocate the transaction price among the various performance obligations on a relative standalone selling price basis; and (4) determine whether revenue for each performance obligation should be recognized at a point in time or over time.	
We determine revenue recognition through the following steps:	In addition, we exercise judgment in certain transactions when determining whether we should recognize revenue based on the gross amount billed to a customer (as a principal) or the net amount retained (as an agent). These judgments are based on our determination of whether or not we control the service before it is transferred to the customer.	
(1) Identification of the contract, or contracts, with a customer;		
(2) Identification of the performance obligations in the contract;		
(3) Determination of the transaction price;		
(4) Allocation of the transaction price to the performance obligations in the contract; and		
(5) Recognition of revenue when, or as, we satisfy a performance obligation.		

**Costs of Obtaining Contracts**

Description	Judgments and Uncertainties	Effect if Actual Results Differ From Assumptions
We pay sales commissions at the time contracts with customers are signed or shortly thereafter, depending on the size and duration of the sales contract. Sales commissions and related fringe benefits earned by our sales force are considered incremental and recoverable costs of obtaining a contract with a customer. These costs are deferred and then amortized in a manner that aligns with the expected period of benefit, which we have determined to be five years. We do not generally pay commissions for contract renewals. The related amortization expense is included in sales, marketing and customer success expense in our consolidated statements of comprehensive income.	Our accounting methodology for determining the period over which we amortize costs of obtaining contracts with customers contains uncertainties because it requires us to make significant estimates and assumptions, and to apply judgment.  For example, we must exercise judgment and use estimates in order to determine the expected period of benefit of our sales commissions. We take into consideration our customer contracts, including renewals, retention, our technology and other factors.	If we were to change any of these judgments or estimates, it could cause a material increase or decrease in the amount of assets, operating expenses or income that we report in a particular period.

**Business Combinations**

Description	Judgments and Uncertainties	Effect if Actual Results Differ From Assumptions
<p>We allocate the purchase price of an acquired business to its identifiable assets acquired and liabilities assumed at the acquisition date based upon their estimated fair values. The excess of the purchase price over the amount allocated to the identifiable assets acquired and liabilities assumed, if any, is recorded as goodwill.</p>	<p>Our purchase price allocation methodology contains uncertainties because it requires us to make significant estimates and assumptions, and to apply judgment to estimate the fair value of assets acquired and liabilities assumed, especially with respect to long-lived and intangible assets.</p>	<p>If actual results are materially different than the assumptions we used to determine fair value of the assets acquired and liabilities assumed through a business combination as well as the estimated useful lives of the acquired intangible assets, it is possible that adjustments to the carrying values of such assets and liabilities will have a material impact on our financial position and results of operations.</p>
<p>We use available information to estimate fair values. We typically engage outside appraisal firms to assist in the fair value determination of long-lived and identifiable intangible assets, and any other significant assets or liabilities. We adjust the preliminary purchase price allocation, as necessary, up to one year after the acquisition closing date as we obtain new information about facts and circumstances that existed as of the closing date.</p>	<p>Management estimates the fair value of assets acquired and liabilities assumed based on quoted market prices, the carrying value of the acquired assets and widely accepted valuation techniques, including discounted cash flows and market multiple analyses.</p>	<p>See Note 3 to our consolidated financial statements in this report for information regarding our business acquisitions.</p>
	<p>Critical estimates in valuing intangible assets include, but are not limited to, estimates about: expected future cash flows from customers, including revenue and operating expenses; royalty and customer attrition rates; proprietary technology obsolescence curve; the acquired company's brand awareness and market position; the market awareness of the acquired company's branded technology solutions and services; assumptions about the period of time the brands will continue to be valuable; as well as expected costs to develop any in-process research and development into commercially viable solutions and estimated cash flows from the projects when completed, and discount rates. Our estimates of fair value are based upon assumptions we believe to be reasonable, but which are inherently uncertain and unpredictable. Assumptions may be incomplete or inaccurate, and unanticipated events and circumstances may occur.</p>	

**Income Taxes**

Description	Judgments and Uncertainties	Effect if Actual Results Differ From Assumptions
<p>We make estimates and judgments in accounting for income taxes. Our income tax returns, like those of most companies, are periodically audited by domestic and foreign tax authorities.</p>	<p>The calculation of our income tax provision requires estimates due to transactions, credits and calculations where the ultimate tax determination is uncertain. Uncertainties arise as a consequence of the actual source of taxable income between domestic and foreign locations, the outcome of tax audits and the ultimate utilization of tax credits.</p>	<p>Although we believe that the judgments and estimates discussed herein are reasonable, actual results could differ, and we may be exposed to losses or gains that could be material.</p>
<p>We measure and recognize uncertain tax positions. To recognize uncertain tax positions, we must first determine if it is more likely than not that the position will be sustained upon audit. We must then measure the benefit as the largest amount that is more than 50% likely of being realized upon ultimate settlement.</p>	<p>Our effective income tax rate is also affected by changes in the geographic distribution of our earnings or losses, changes in tax law in jurisdictions where we conduct business.</p>	<p>To the extent actual results differ from estimated amounts recorded, such differences will impact the income tax provision in the period in which the determination is made.</p>
<p>We make estimates in determining tax assets and liabilities, which arise from differences in the timing of recognition of revenue and expense for tax and financial reporting purposes. We record valuation allowances to reduce our deferred tax assets to the amount expected to be realized.</p>	<p>Significant judgment is required in the identification and measurement of uncertain tax positions. Our liability for unrecognized tax benefits contains uncertainties because management is required to make assumptions and to apply judgment to estimate the exposures associated with our various filing positions.</p>	<p>If we determine there is less than a 50% likelihood that we will be able to use a deferred tax asset in the future in excess of its net carrying value, then an adjustment to the deferred tax asset valuation allowance is made to increase income tax expense, thereby reducing net income in the period such determination was made.</p>
	<p>In assessing the adequacy of a recorded valuation allowance significant judgment is required. We consider all positive and negative evidence and a variety of factors including the scheduled reversal of deferred tax liabilities, historical and projected future taxable income, and prudent and feasible tax planning strategies.</p>	



**Blackbaud, Inc.**

**Long-lived Assets and Intangible Assets Other Than Goodwill**

Description	Judgments and Uncertainties	Effect if Actual Results Differ From Assumptions
<p>We review our long-lived assets and intangible assets other than goodwill for impairment when events or changes in circumstances indicate the carrying amount may not be recoverable. If such events or changes in circumstances occur, we use the undiscounted cash flow method to determine whether our long-lived and intangible assets other than goodwill are impaired. To the extent that the carrying value of the asset exceeds the undiscounted cash flows over the estimated remaining life of the asset, we measure the impairment using discounted cash flows.</p>	<p>When measuring impairment of an asset using discounted cash flows, we make assumptions and apply judgment in estimating future cash flows and asset fair values, including annual revenue growth rates, a terminal year growth rate and selecting a discount rate that reflects the risk inherent in future cash flows.</p>	<p>We have not made any material changes in the accounting methodology we use to assess impairment loss during the year ended December 31, 2020.</p> <p>During 2020, we recorded impairment charges against certain property and equipment assets and certain operating lease ROU assets. For additional information, see Notes 7 and 11 to our consolidated financial statements in this report.</p> <p>We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions we use to assess impairment losses. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to an impairment charge that could materially adversely impact our consolidated financial position and results of operations.</p>

**Recently Issued Accounting Pronouncements**

For a discussion of the impact that recently issued accounting pronouncements are expected to have on our financial position and results of operations when adopted in the future, see Note 2 to our consolidated financial statements in this report.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have market rate sensitivity for interest rates and foreign currency exchange rates.

### Interest Rate Risk

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Our variable rate debt is our primary financial instrument with market risk exposure for changing interest rates. We manage our variable rate interest rate risk through a combination of short-term and long-term borrowings and the use of derivative instruments entered into for hedging purposes. Our interest rate exposure includes LIBOR rates. The Financial Conduct Authority in the U.K. has stated that it plans to phase out LIBOR by the end of calendar year 2021. We do not currently anticipate a significant impact to our financial position or results of operations as a result of this action as we expect that our financial contracts currently indexed to LIBOR will either expire or be modified without significant financial impact before the phase out occurs. Due to the nature of our debt, the materiality of the fair values of the derivative instruments and the highly liquid, short-term nature and level of our cash and cash equivalents as of December 31, 2020, we believe there is no material risk of exposure to changing interest rates for those positions. There were no significant changes in how we manage interest rate risk between December 31, 2019 and December 31, 2020.

### Foreign Currency Risk

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For a discussion of our exposure to foreign currency exchange rate fluctuations, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Foreign Currency Exchange Rates” in Item 7 of this report.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

### BLACKBAUD, INC.

#### Index to consolidated financial statements

	Page No.
Report of Independent Registered Public Accounting Firm	63
Consolidated Balance Sheets	65
Consolidated Statements of Comprehensive Income	66
Consolidated Statements of Cash Flows	67
Consolidated Statements of Stockholders' Equity	68
Notes to Consolidated Financial Statements	69

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Blackbaud, Inc.

### ***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheets of Blackbaud, Inc. and its subsidiaries (the "Company") as of December 31, 2020 and 2019, and the related consolidated statements of comprehensive income, of stockholders' equity and of cash flows for each of the three years in the period ended December 31, 2020, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2020 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

### ***Change in Accounting Principle***

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it accounts for leases in 2019.

### ***Basis for Opinions***

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Controls Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### ***Definition and Limitations of Internal Control over Financial Reporting***

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with

generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### ***Critical Audit Matters***

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### *Revenue recognition - Contracts with Multiple Performance Obligations*

As described in Note 2 to the consolidated financial statements, the Company has some contracts with customers that contain multiple performance obligations. For these contracts, management accounts for individual performance obligations separately if they are distinct. As described by management, management exercises judgment and uses estimates in order to (1) determine whether performance obligations are distinct and should be accounted for separately; (2) determine the standalone selling price of each performance obligation; (3) allocate the transaction price among the various performance obligations on a relative standalone selling price basis; and (4) determine whether revenue for each performance obligation should be recognized at a point in time or over time. For the year ended December 31, 2020, the Company's total revenue was \$913.2 million.

The principal considerations for our determination that performing procedures relating to revenue recognition, contracts with multiple performance obligations, is a critical audit matter are the significant judgment by management in identifying, evaluating and accounting for performance obligations in contracts with multiple performance obligations, which led to significant auditor judgment and effort in performing procedures to evaluate whether contracts with multiple performance obligations were appropriately identified, evaluated and accounted for by management.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process, including controls over the identification, evaluation and accounting for contracts with multiple performance obligations. These procedures also included, among others, testing management's process for identifying, evaluating and accounting for performance obligations. This included, (i) examining revenue arrangements on a test basis, including evaluating the terms and conditions of the arrangements and testing the identification, evaluation and accounting of the performance obligations; (ii) testing the allocation of the transaction price between performance obligations based on the estimated standalone selling prices on a test basis; (iii) performing procedures to test the completeness and accuracy of the data used to determine stand-alone selling price; and (iv) evaluating the reasonableness of the approach used to determine stand-alone selling price.

/s/ PRICEWATERHOUSECOOPERS LLP

Atlanta, Georgia  
February 23, 2021

We have served as the Company's auditor since 2000.

**Blackbaud, Inc.**  
**Consolidated Balance Sheets**

(dollars in thousands)	December 31, 2020	December 31, 2019
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 35,750	\$ 31,810
Restricted cash	609,219	545,485
Accounts receivable, net of allowance of \$10,292 and \$5,529 at December 31, 2020 and December 31, 2019, respectively	95,404	88,868
Customer funds receivable	321	524
Prepaid expenses and other current assets	78,366	67,852
<b>Total current assets</b>	<b>819,060</b>	<b>734,539</b>
Property and equipment, net	105,177	35,546
Operating lease right-of-use assets	22,671	104,400
Software development costs, net	111,827	101,302
Goodwill	635,854	634,088
Intangible assets, net	277,506	317,895
Other assets	72,639	65,193
<b>Total assets</b>	<b>\$ 2,044,734</b>	<b>\$ 1,992,963</b>
<b>Liabilities and stockholders' equity</b>		
Current liabilities:		
Trade accounts payable	\$ 27,836	\$ 47,676
Accrued expenses and other current liabilities	52,228	73,317
Due to customers	608,264	546,009
Debt, current portion	12,840	7,500
Deferred revenue, current portion	312,236	314,335
<b>Total current liabilities</b>	<b>1,013,404</b>	<b>988,837</b>
Debt, net of current portion	518,193	459,600
Deferred tax liability	54,086	44,594
Deferred revenue, net of current portion	4,678	1,802
Operating lease liabilities, net of current portion	17,357	95,624
Other liabilities	10,866	5,742
<b>Total liabilities</b>	<b>1,618,584</b>	<b>1,596,199</b>
Commitments and contingencies (see Note 9)		
Stockholders' equity:		
Preferred stock; 20,000,000 shares authorized, none outstanding	—	—
Common stock, \$0.001 par value; 180,000,000 shares authorized, 60,904,638 and 60,206,091 shares issued at December 31, 2020 and December 31, 2019, respectively	61	60
Additional paid-in capital	544,963	457,804
Treasury stock, at cost; 12,054,268 and 11,066,354 shares at December 31, 2020 and December 31, 2019, respectively	(353,091)	(290,665)
Accumulated other comprehensive loss	(2,497)	(5,290)
Retained earnings	236,714	234,855
<b>Total stockholders' equity</b>	<b>426,150</b>	<b>396,764</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 2,044,734</b>	<b>\$ 1,992,963</b>

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

**Blackbaud, Inc.**  
**Consolidated Statements of Comprehensive Income**

(dollars in thousands, except per share amounts)	Years ended December 31,		
	2020	2019	2018
<b>Revenue</b>			
Recurring	\$ 850,745	\$ 831,609	\$ 762,181
One-time services and other	62,474	68,814	86,425
<b>Total revenue</b>	<b>913,219</b>	<b>900,423</b>	<b>848,606</b>
<b>Cost of revenue</b>			
Cost of recurring	369,681	357,988	305,481
Cost of one-time services and other	58,384	60,436	76,261
<b>Total cost of revenue</b>	<b>428,065</b>	<b>418,424</b>	<b>381,742</b>
<b>Gross profit</b>	<b>485,154</b>	<b>481,999</b>	<b>466,864</b>
<b>Operating expenses</b>			
Sales, marketing and customer success	209,762	224,152	192,848
Research and development	100,146	106,164	98,811
General and administrative	134,852	113,414	106,354
Amortization	2,915	5,316	4,844
Restructuring	236	5,808	4,590
<b>Total operating expenses</b>	<b>447,911</b>	<b>454,854</b>	<b>407,447</b>
<b>Income from operations</b>	<b>37,243</b>	<b>27,145</b>	<b>59,417</b>
Interest expense	(17,287)	(20,618)	(15,898)
Other income, net	1,658	4,058	1,103
<b>Income before provision for income taxes</b>	<b>21,614</b>	<b>10,585</b>	<b>44,622</b>
Income tax provision (benefit)	13,897	(1,323)	(219)
<b>Net income</b>	<b>\$ 7,717</b>	<b>\$ 11,908</b>	<b>\$ 44,841</b>
<b>Earnings per share</b>			
Basic	\$ 0.16	\$ 0.25	\$ 0.95
Diluted	\$ 0.16	\$ 0.25	\$ 0.93
<b>Common shares and equivalents outstanding</b>			
Basic weighted average shares	48,184,714	47,695,383	47,206,669
Diluted weighted average shares	48,696,341	48,312,271	48,045,084
<b>Other comprehensive income (loss)</b>			
Foreign currency translation adjustment	4,571	2,641	(5,218)
Unrealized (loss) gain on derivative instruments, net of tax	(1,778)	(2,821)	583
<b>Total other comprehensive income (loss)</b>	<b>2,793</b>	<b>(180)</b>	<b>(4,635)</b>
<b>Comprehensive income</b>	<b>\$ 10,510</b>	<b>\$ 11,728</b>	<b>\$ 40,206</b>

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



**Blackbaud, Inc.**  
**Consolidated Statements of Cash Flows**

(dollars in thousands)	Years ended December 31,		
	2020	2019	2018
<b>Cash flows from operating activities</b>			
Net income	\$ 7,717	\$ 11,908	\$ 44,841
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	92,735	85,693	79,566
Provision for credit losses and sales returns	13,230	8,725	6,890
Stock-based compensation expense	87,257	58,633	48,274
Deferred taxes	8,837	(3,600)	(619)
Amortization of deferred financing costs and discount	781	752	752
Other non-cash adjustments	2,958	4,906	(1,912)
Changes in operating assets and liabilities, net of acquisition and disposal of businesses:			
Accounts receivable	(18,414)	(6,569)	2,166
Prepaid expenses and other assets	22,568	6,383	(5,217)
Trade accounts payable	(19,997)	12,900	9,487
Accrued expenses and other liabilities	(49,232)	(9,718)	(2,027)
Deferred revenue	(485)	12,464	19,184
<b>Net cash provided by operating activities</b>	<b>147,955</b>	<b>182,477</b>	<b>201,385</b>
<b>Cash flows from investing activities</b>			
Purchase of property and equipment	(29,690)	(11,492)	(14,719)
Capitalized software development costs	(42,157)	(46,874)	(37,629)
Purchase of net assets of acquired companies, net of cash and restricted cash acquired	—	(109,353)	(44,943)
Other investing activities	—	500	(500)
<b>Net cash used in investing activities</b>	<b>(71,847)</b>	<b>(167,219)</b>	<b>(97,791)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issuance of debt	748,500	424,000	270,900
Payments on debt	(747,563)	(344,500)	(322,476)
Debt issuance costs	(4,586)	—	—
Employee taxes paid for withheld shares upon equity award settlement	(21,425)	(23,781)	(27,685)
Proceeds from exercise of stock options	4	7	11
Change in due to customers	61,214	77,793	(188,502)
Change in customer funds receivable	138	1,301	(844)
Purchase of treasury stock	(41,001)	—	—
Dividend payments to stockholders	(5,960)	(23,607)	(23,312)
<b>Net cash (used in) provided by financing activities</b>	<b>(10,679)</b>	<b>111,213</b>	<b>(291,908)</b>
Effect of exchange rate on cash, cash equivalents and restricted cash	2,245	978	(2,014)
<b>Net increase (decrease) in cash, cash equivalents and restricted cash</b>	<b>67,674</b>	<b>127,449</b>	<b>(190,328)</b>
<b>Cash, cash equivalents and restricted cash, beginning of year</b>	<b>577,295</b>	<b>449,846</b>	<b>640,174</b>
<b>Cash, cash equivalents and restricted cash, end of year</b>	<b>\$ 644,969</b>	<b>\$ 577,295</b>	<b>\$ 449,846</b>
<b>Supplemental disclosure of cash flow information</b>			
Cash (paid) received during the year for:			
Interest	\$ (15,716)	\$ (19,926)	\$ (15,261)
Taxes, net of refunds	(3,563)	(383)	7,138
Non-cash investing and financing activities:			
Purchase of property and equipment by assuming directly related liabilities	(61,064)	—	—
Purchase of equipment and other assets included in accounts payable	(840)	(794)	(882)
Acquired restricted cash liabilities due to customers	—	46,838	—

The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the consolidated balance sheets that sum to the total of the same such amounts shown above in the consolidated statements of cash flows:

(dollars in thousands)	December 31, 2020	December 31, 2019
Cash and cash equivalents	\$ 35,750	\$ 31,810
Restricted cash	609,219	545,485
<b>Total cash, cash equivalents and restricted cash in the statement of cash flows</b>	<b>\$ 644,969</b>	<b>\$ 577,295</b>

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

**Blackbaud, Inc.**  
**Consolidated Statements of Stockholders' Equity**

(dollars in thousands)	Common stock		Additional paid-in capital	Treasury stock	Accumulated other comprehensive loss	Retained earnings	Total stockholders' equity
	Shares	Amount					
<b>Balance at December 31, 2017</b>	58,551,761	\$ 59	\$ 351,042	\$ (239,199)	\$ (642)	\$ 225,029	\$ 336,289
Net income	—	—	—	—	—	44,841	44,841
Payment of dividends (\$0.48 per share)	—	—	—	—	—	(23,312)	(23,312)
Exercise of stock options and stock appreciation rights and vesting of restricted stock units	349,248	—	11	—	—	—	11
Employee taxes paid for 284,780 withheld shares upon equity award settlement	—	—	—	(27,685)	—	—	(27,685)
Stock-based compensation	—	—	48,188	—	—	86	48,274
Restricted stock grants	541,786	—	—	—	—	—	—
Restricted stock cancellations	(115,162)	—	—	—	—	—	—
Other comprehensive loss	—	—	—	—	(4,635)	—	(4,635)
Reclassification upon adoption of ASU 2018-02 <sup>(1)</sup>	—	—	—	—	167	(167)	—
<b>Balance at December 31, 2018</b>	59,327,633	\$ 59	\$ 399,241	\$ (266,884)	\$ (5,110)	\$ 246,477	\$ 373,783
Net income	—	—	—	—	—	11,908	11,908
Payment of dividends (\$0.48 per share)	—	—	—	—	—	(23,607)	(23,607)
Exercise of stock options and stock appreciation rights and vesting of restricted stock units	267,455	—	7	—	—	—	7
Employee taxes paid for 305,780 withheld shares upon equity award settlement	—	—	—	(23,781)	—	—	(23,781)
Stock-based compensation	—	—	58,556	—	—	77	58,633
Restricted stock grants	723,868	1	—	—	—	—	1
Restricted stock cancellations	(112,865)	—	—	—	—	—	—
Other comprehensive loss	—	—	—	—	(180)	—	(180)
<b>Balance at December 31, 2019</b>	60,206,091	\$ 60	\$ 457,804	\$ (290,665)	\$ (5,290)	\$ 234,855	\$ 396,764
Net income	—	—	—	—	—	7,717	7,717
Payment of dividends (\$0.12 per share) <sup>(2)</sup>	—	—	—	—	—	(5,960)	(5,960)
Purchase of 714,000 treasury shares under stock repurchase program	—	—	—	(41,001)	—	—	(41,001)
Exercise of stock options and vesting of restricted stock units	218,141	—	4	—	—	—	4
Employee taxes paid for 273,914 withheld shares upon equity award settlement	—	—	—	(21,425)	—	—	(21,425)
Stock-based compensation	—	—	87,155	—	—	102	87,257
Restricted stock grants	657,483	1	—	—	—	—	1
Restricted stock cancellations	(177,077)	—	—	—	—	—	—
Other comprehensive income	—	—	—	—	2,793	—	2,793
<b>Balance at December 31, 2020</b>	60,904,638	\$ 61	\$ 544,963	\$ (353,091)	\$ (2,497)	\$ 236,714	\$ 426,150

(1) Refer to the discussion of recently adopted accounting pronouncements in Note 2 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as filed with the SEC on February 20, 2019.

(2) Represents dividends paid in Q1 2020. See Note 14 of these consolidated financial statements for a discussion of our Board of Directors' decision to discontinue the declaration and payments of all cash dividends beginning in Q2 2020.

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

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

## 1. Organization

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We are the world's leading cloud software company powering social good. Serving the entire social good community—nonprofits, higher education institutions, K–12 schools, healthcare organizations, faith communities, arts and cultural organizations, foundations, companies and individual change agents—we connect and empower organizations and individuals to increase their impact through cloud software, services, expertise and data intelligence. Our portfolio is tailored to the unique needs of vertical markets, with solutions for fundraising and CRM, marketing, advocacy, peer-to-peer fundraising, corporate social responsibility, school management, ticketing, grantmaking, financial management, payment processing and analytics. Serving the industry for nearly four decades, we are headquartered in Charleston, South Carolina, and have operations in the United States, Australia, Canada, Costa Rica and the United Kingdom. As of December 31, 2020, we had over 45,000 global customers.

## 2. Basis of Presentation

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### Basis of presentation

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP").

### Basis of consolidation

The consolidated financial statements include the accounts of Blackbaud, Inc. and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

### Risks and uncertainties related to COVID-19

We are subject to risks and uncertainties as a result of the global COVID-19 pandemic. We believe that COVID-19 has impacted and will continue to impact all of our vertical markets across all of our geographies to some degree, but the significance and duration of the impact on our business cannot be determined at this time due to numerous uncertainties, including, the duration of the outbreak, travel restrictions and business closures, the effectiveness of vaccination programs and other actions taken to contain the disease and other unforeseeable consequences.

### Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. On an ongoing basis, we reconsider and evaluate our estimates and assumptions, including those that impact revenue recognition, long-lived and intangible assets, income taxes, business combinations, stock-based compensation, capitalization of software development costs, our allowances for credit losses and sales returns, costs of obtaining contracts, valuation of derivative instruments and loss contingencies, among others. Changes in the facts or circumstances underlying these estimates, including due to COVID-19, could result in material changes and actual results could materially differ from these estimates.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

## Response to COVID-19

To better enable us to weather the extraordinary business challenges brought about by the global COVID-19 pandemic, to protect the safety and welfare of our employees, and to further effect our long-term strategy to deliver the greatest value to our stockholders, we have taken several actions. These measures taken are expected to provide us the financial flexibility needed to manage a wide array of outcomes that may result from the pandemic. Some of these actions include the following:

- Temporarily closed our offices worldwide and transitioned our employees to work remotely;
- Rescinded our previously announced policy to pay an annual dividend at a rate of \$0.48 per share of common stock and discontinued the declaration and payment of all cash dividends, beginning with the second quarter of 2020 and thereafter until such time, if any, as our Board of Directors may otherwise determine in its sole discretion;
- Suspended our 401(k)-match program, whereby we have historically matched 50% of qualified U.S. employees' contributions to our 401(k) plan up to 6% of their salaries, between April 1, 2020 and December 31, 2020;
- Made a discretionary matching contribution to eligible employees 401(k) plans in December 2020 totaling \$1.2 million, given our financial performance during the fourth quarter;
- Temporarily froze our hiring efforts and implemented a modest and targeted headcount reduction, though we have since begun backfilling key roles, including engineering positions;
- Michael Gianoni, our President and Chief Executive Officer, elected to forego receipt of all but that portion of his base salary necessary to fund, on a pre-tax basis, his contributions to continue to participate in our health benefits plan, between April 1, 2020 and June 16, 2020;
- Restricted non-essential employee travel and put in place other operating cost containment actions;
- All of our employees with a base salary equal to or less than \$75 thousand received financial support in the form of a one-time bonus of \$1 thousand on April 30, 2020;
- On May 1, 2020, we granted restricted stock units with a total grant date fair value of \$8.3 million to our employees that were eligible for base salary merit increases in lieu of such increases, which will vest on May 1, 2021 subject to the recipient's continued employment with us;
- On May 1, 2020, we granted performance-based restricted stock units with a total grant date fair value of \$34.4 million to our employees that were eligible for a 2020 cash bonus plan in lieu of such cash bonus, which may be earned and become eligible for vesting on May 1, 2021 subject to meeting certain performance conditions and the recipient's continued employment with us; and
- During the third quarter of 2020, we adjusted our workforce strategy to provide more flexibility for our employees to work remotely when our offices reopen. This change also expands our access to a larger and more diverse talent pool, empowers our leaders to make decisions based on skills and business need rather than location, and it is expected to create efficiencies within our real estate strategy as we optimize our footprint and shift toward more collaborative workspaces within our offices. Most of the transactions related to these real estate activities closed during the fourth quarter of 2020 with an aggregate one-time cash outlay of \$21.9 million during the third and fourth quarters of 2020. We incurred approximately \$23.1 million of pre-tax costs related to these real estate activities during the third and fourth quarters of 2020. These activities are expected to result in future annual before-tax savings of approximately \$14.0 million beginning in 2021.

## Recently adopted accounting pronouncements

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-13, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"). ASU 2016-13 requires certain types of financial instruments, including trade receivables, to be presented at the net amount expected to be collected based on historical events, current conditions and forward-looking information. We adopted ASU 2016-13 as of the January 1, 2020 effective date and the adoption did not have a material impact on our consolidated financial statements.

In August 2018, the FASB issued ASU 2018-15, *Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract* ("ASU 2018-15"). ASU 2018-15 aligns the accounting for implementation costs related to a hosting arrangement that is a service contract with the guidance on capitalizing costs associated with developing or obtaining internal-use software. We adopted ASU 2018-15 prospectively as of the January 1, 2020 effective date and the adoption did not have a material impact on our consolidated financial statements.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)* ("ASU 2016-02"). ASU 2016-02 requires lessees to record most leases on their balance sheet but recognize expenses in the income statement in a manner similar to previous guidance. The way in which entities classify leases determines how to recognize lease-related revenue and expense.

We adopted ASU 2016-02 as of January 1, 2019 using the transition method that allowed us to initially apply the guidance at the adoption date of January 1, 2019 without adjusting comparative periods presented. We elected to use the package of practical expedients that allowed us to not reassess: (1) whether any expired or existing contracts are or contain leases, (2) lease classification for any expired or existing leases and (3) initial direct costs for any existing leases. We did not elect to use the hindsight practical expedient, which permits entities to use hindsight in determining the lease term and assessing impairment. Additionally, we elected not to apply the recognition requirements of the new lease accounting standard to short-term leases. Adopting ASU 2016-02 had a material impact on our consolidated balance sheet as of January 1, 2019, as we recognized \$121.6 million of lease liabilities and \$113.4 million of right-of-use ("ROU") assets for those leases classified as operating leases.

### **Recently issued accounting pronouncements**

There are no recently issued accounting pronouncements that are expected to have a material impact on our financial position or results of operations when adopted in the future.

### **Summary of significant accounting policies**

#### Revenue recognition

Our revenue is primarily generated from the following sources: (i) charging for the use of our software solutions in cloud and hosted environments; (ii) providing payment and transaction services; (iii) providing software maintenance and support services; and (iv) providing professional services, including implementation, consulting, training, analytic and other services. Revenues are recognized when control of these services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those services.

We determine revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, we satisfy a performance obligation.

#### *Recurring*

Recurring revenue represents stand-ready performance obligations in which we are making our solutions or services available to our customers continuously over time or the value of the contract renews. Therefore, recurring revenue is generally recognized over time on a ratable basis over the contract term, beginning on the date that the solution or service is made available to the customer. Our recurring revenue contracts are generally for a term of 3 years at contract inception with 1 to 3-year renewals thereafter, billed annually in advance and non-cancelable.

Recurring revenue is comprised of fees for the use of our subscription-based software solutions, which includes providing access to cloud solutions, hosting services, payment services, online training programs, subscription-based analytic services, such as donor acquisitions and data enrichment services. Recurring revenue also includes fees from maintenance services for our on-premises solutions, services included in our renewable subscription contracts, retained and managed services contracts that we expect to have a term consistent with our cloud solution contracts, and variable transaction revenue associated with the use of our solutions.

Our payment services are offered with the assistance of third-party vendors. In general, when we are the principal in a transaction based on the factors identified in ASC 606-10-55-36 through 55-40, we record the revenue and related

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

costs on a gross basis. Otherwise, we net the cost of revenue associated with the service against the gross revenue (amount billed to the customer) and record the net amount as revenue. For payment and transaction services, we have the right to invoice the customer in an amount that directly corresponds with the value to the customer of our performance to date. Therefore, we recognize revenue for these services over time based on the amount billable to the customer in accordance with the 'as invoiced' practical expedient in ASC 606-10-55-18.

#### *One-time services and other*

One-time services and other revenue is primarily comprised of fees for one-time consulting, analytic and onsite training services, fees for retained and managed services contracts that we do not expect to have a term consistent with our cloud solution contracts, and fees from user conferences.

We generally bill consulting services based on hourly rates plus reimbursable travel-related expenses. Fixed price consulting engagements are generally billed as milestones towards completion are reached. Revenue for all consulting services is recognized over time as the services are performed.

We generally recognize analytic services revenue from donor prospect research engagements, the sale of lists of potential donors, data enrichment engagements and benchmarking studies at a point in time (upon delivery).

In certain cases, we sell training at a fixed rate for each specific class at a per attendee price or at a packaged price for several attendees, and recognize the related revenue upon the customer attending and completing training.

Fees for retained and managed services contracts are generally billed in advance and recognized over time on a ratable basis over the contract term, beginning on the date the service is made available to the customer.

#### *Contracts with multiple performance obligations*

Some of our contracts with customers contain multiple performance obligations. For these contracts, we account for individual performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative standalone selling price basis. Standalone selling prices of our solutions and services are typically estimated based on observable transactions when the solutions or services are sold on a standalone basis.

#### Costs of obtaining contracts, contract assets and deferred revenue

We pay sales commissions at the time contracts with customers are signed or shortly thereafter, depending on the size and duration of the sales contract. Sales commissions and related fringe benefits earned by our sales force are considered incremental and recoverable costs of obtaining a contract with a customer. These costs are deferred and then amortized in a manner that aligns with the expected period of benefit, which we have determined to be 5 years. We determined the period of benefit by taking into consideration our customer contracts, including renewals, retention, our technology and other factors. We do not generally pay commissions for contract renewals. The related amortization expense is included in sales, marketing and customer success expense in our consolidated statements of comprehensive income.

A contract asset is recorded when revenue is recognized in advance of our right to receive consideration (i.e., we must satisfy additional performance obligations in order to receive consideration). Amounts are recorded as receivables when our right to consideration is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Our contract assets are recorded within prepaid expenses and other current assets on our consolidated balance sheets. To the extent that our customers are billed for our solutions and services in advance of us satisfying the related performance obligations, we record such amounts in deferred revenue.

#### Sales taxes

We present sales taxes and other taxes collected from customers and remitted to governmental authorities on a net basis and, as such, exclude them from revenues.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

### Fair value measurements

We measure certain financial assets and liabilities at fair value on a recurring basis, including derivative instruments. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. An active market is defined as a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. We use a three-tier fair value hierarchy to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows:

- Level 1 - Quoted prices for identical assets or liabilities in active markets;
- Level 2 - Quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets in markets that are not active, and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets; and
- Level 3 - Valuations derived from valuation techniques in which one or more significant inputs are unobservable.

Our financial assets and liabilities are classified in their entirety within the hierarchy based on the lowest level of input that is significant to fair value measurement. Changes to a financial asset's or liability's level within the fair value hierarchy are determined as of the end of a reporting period. All methods of assessing fair value result in a general approximation of value, and such value may never actually be realized.

### Derivative instruments

We generally use derivative instruments to manage interest rate risk. We view derivative instruments as risk management tools and do not use them for trading or speculative purposes. Our policy requires that derivatives used for hedging purposes be designated and effective as a hedge of the identified risk exposure at the inception of the contract. Accordingly, changes in fair value of the derivative contract must be highly correlated with changes in the fair value of the underlying hedged item at inception of the hedge and over the life of the hedge contract.

We record all derivative instruments on our consolidated balance sheets at fair value as either an asset or liability. If the derivative is designated as a cash flow hedge, the effective portions of the changes in fair value of the derivative are recorded in other comprehensive income and reclassified to earnings in a manner that matches the timing of the earnings impact of the hedged transactions. Ineffective portions of the changes in the fair value of cash flow hedges are recognized currently in earnings. See Note 10 to these consolidated financial statements for further discussion of our derivative instruments.

### Cash and cash equivalents

We consider all highly liquid investments purchased with an original maturity of three months or less and cash items in transit to be cash equivalents.

### Restricted cash due to customers; Customer funds receivable; Due to customers

Restricted cash due to customers consists of monies collected by us and payable to our customers, net of the associated transaction fees earned. Monies associated with amounts due to customers are segregated in separate bank accounts and used exclusively for the payment of amounts due to customers. This usage restriction is either legally or internally imposed and reflects our intention with regard to such deposits. Customer funds receivable consists of monies we expect to collect and remit to our customers.

### Concentration of credit risk

Financial instruments that potentially subject us to concentrations of credit risk consist of cash and cash equivalents, restricted cash due to customers and accounts receivable. Our cash and cash equivalents and restricted cash due to customers are placed with high credit-quality financial institutions. Our accounts receivable is derived from sales to customers who primarily operate in the nonprofit sector. With respect to accounts receivable, we perform ongoing evaluations of our customers and maintain an allowance for credit losses based on historical experience and our



**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

expectations of future credit losses. As of and for the years ended December 31, 2020, 2019 and 2018, there were no significant concentrations with respect to our consolidated revenues or accounts receivable.

#### Property and equipment

We record property and equipment assets at cost and depreciate them over their estimated useful lives using the straight-line method. Leasehold improvements are depreciated over the lesser of the term of the lease or the estimated useful life of the asset. Upon retirement or sale, the cost of assets disposed of and the related accumulated depreciation are removed from the accounts and any resulting gain or loss is credited or charged to earnings. Repair and maintenance costs are expensed as incurred.

Construction-in-progress primarily related to purchases of facilities and information technology assets which had not been placed in service at the respective balance sheet dates. We transfer these assets to the applicable property and equipment category on the date they are placed in service. There was no capitalized interest applicable to construction-in-progress for the years ended December 31, 2020, 2019 and 2018.

#### Business combinations

We include the operating results of acquired companies as well as the net assets acquired and liabilities assumed in our consolidated financial statements from the date of acquisition. We are required to allocate the purchase price of acquired companies to the tangible and intangible assets acquired and liabilities assumed at the acquisition date based upon their estimated fair values. Goodwill as of the acquisition date represents the excess of the purchase consideration of an acquired business over the fair value of the underlying net tangible and intangible assets acquired and liabilities assumed. This allocation and valuation require management to make significant estimates and assumptions, especially with respect to long-lived and intangible assets.

Critical estimates in valuing intangible assets include, but are not limited to, estimates about: expected future cash flows from customers, including revenue and operating expenses; royalty and customer attrition rates; proprietary technology obsolescence curve; the acquired company's brand awareness and market position, the market awareness of the acquired company's branded technology solutions and services; assumptions about the period of time the brand will continue to be valuable; as well as expected costs to develop any in-process research and development into commercially viable solutions and estimated cash flows from the projects when completed, and discount rates. Our estimates of fair value are based upon assumptions we believe to be reasonable, but which are inherently uncertain and unpredictable, and unanticipated events and changes in circumstances may occur.

#### Goodwill

Goodwill represents the purchase price in excess of the net amount assigned to assets acquired and liabilities assumed by us in a business combination. Goodwill is not amortized, but tested annually for impairment on the first day of our fourth quarter, or more frequently if indicators of potential impairment arise.

Accounting guidance permits entities to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis to determine whether it is necessary to perform the quantitative impairment test. Significant judgment is required in the assessment of qualitative factors, including but not limited to an evaluation of macroeconomic conditions as they relate to our business, industry and market trends, as well as the overall future financial performance of identified reporting units and future opportunities in the markets in which we operate.

The quantitative impairment test compares the fair values of identified reporting units with their respective carrying amounts. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. Based on our current internal reporting structure, we currently have one operating segment, one reportable segment, and one reporting unit. In each of 2020, 2019 and 2018, we performed the quantitative impairment test, which indicated that the estimated fair values of the identified reporting units significantly exceeded their respective carrying values. There was no impairment of goodwill during 2020, 2019 and 2018.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

Intangible assets other than goodwill

We amortize finite-lived intangible assets over their estimated useful lives as follows.

	Basis of amortization	Amortization period (in years)
Customer relationships	Straight-line and accelerated <sup>(1)</sup>	8-17
Marketing assets	Straight-line	2-15
Acquired software and technology	Straight-line and accelerated <sup>(1)</sup>	5-14

(1) Certain of the customer relationships and acquired software and technology assets are amortized on an accelerated basis.

We write off the gross carrying amount and accumulated amortization balances for all fully amortized intangible assets. We evaluate the estimated useful lives and the potential for impairment of finite and indefinite-lived intangible assets on an annual basis or more frequently if events or circumstances indicate revised estimates of useful lives may be appropriate or that the carrying amount may be impaired. If the carrying amount of a finite-lived intangible asset is no longer recoverable based upon the undiscounted cash flows of the asset, the amount of impairment is the difference between the carrying amount and the fair value of the asset. Substantially all of our intangible assets were acquired in business combinations. See Note 6 to these consolidated financial statements for a discussion of our impairment of certain acquired intangible assets during 2019. There were no impairments of acquired intangible assets during 2020 and 2018.

Impairment of long-lived assets

We review long-lived assets for impairment when events change or circumstances indicate the carrying amount may not be recoverable. Events or changes in circumstances that indicate the carrying amount may not be recoverable include, but are not limited to, a significant decrease in the market value of the business or asset acquired, a significant adverse change in the extent or manner in which the business or asset acquired is used or significant adverse change in the business climate. If such events or changes in circumstances are present, the undiscounted cash flow method is used to determine whether the asset is impaired. See Note 6 to these consolidated financial statements for a discussion of our impairment of certain long-lived assets during 2020 and 2019. There was no impairment of long-lived assets during 2018.

Deferred financing costs and debt discount

Deferred financing costs included in other assets represent the direct third-party costs of entering into the revolving (line-of-credit) portion of our credit facility in October 2020 and portions of the unamortized deferred financing costs from prior facilities. These costs are amortized ratably over the term of the credit facility as interest expense.

Other debt issuance costs, as well as the debt discount associated with our 2020 Credit facility (as defined below) and portions of the unamortized balances from prior facilities, are recorded as a direct deduction from debt. These costs are amortized over the term of the credit facility as interest expense.

Stock-based compensation

We measure stock-based compensation cost at the grant date based on the fair value of the award and recognize it as expense over the requisite service period, which is the vesting period. We determine the fair value of stock options and stock appreciation rights using a Black-Scholes option pricing model, which requires us to use significant judgment to make estimates regarding the life of the award, volatility of our stock price, the risk-free interest rate and the dividend yield of our stock over the life of the award. We determine the fair value of awards that contain market conditions using a Monte Carlo simulation model. Changes to these estimates would result in different fair values of awards.

We recognize the effect of awards for which the requisite service period is not rendered when the award is forfeited (that is, we recognize the effect of forfeitures in compensation cost when they occur). Previously recognized compensation cost for an award is reversed in the period that the award is forfeited. Income tax benefits resulting from

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

the vesting and exercise of stock-based compensation awards are recognized in the period the unit or award is vested or option or right is exercised.

#### Income taxes

We make estimates and judgments in accounting for income taxes. The calculation of the income tax provision requires estimates due to transactions, credits and calculations where the ultimate tax determination is uncertain. Uncertainties arise as a consequence of the actual source of taxable income between domestic and foreign locations, the outcome of tax audits and the ultimate utilization of tax credits. To the extent actual results differ from estimated amounts recorded, such differences will impact the income tax provision in the period in which the determination is made.

We make estimates in determining tax assets and liabilities, which arise from differences in the timing of recognition of revenue and expense for tax and financial statement purposes. We record valuation allowances to reduce our deferred tax assets to the amount expected to be realized. In assessing the adequacy of a recorded valuation allowance significant judgment is required. We consider all positive and negative evidence and a variety of factors including the scheduled reversal of deferred tax liabilities, historical and projected future taxable income, and prudent and feasible tax planning strategies. If we determine there is less than a 50% likelihood that we will be able to use a deferred tax asset in the future in excess of its net carrying value, then an adjustment to the deferred tax asset valuation allowance is made to increase income tax expense, thereby reducing net income in the period such determination was made.

We measure and recognize uncertain tax positions. To recognize such positions, we must first determine if it is more likely than not that the position will be sustained upon audit. We must then measure the benefit as the largest amount that is more than 50% likely of being realized upon ultimate settlement. Significant judgment is required in the identification and measurement of uncertain tax positions.

#### Foreign currency

Net assets recorded in a foreign currency are translated at the exchange rate on the balance sheet date. Revenue and expense items are translated using an average of monthly exchange rates. The resulting translation adjustments are recorded in accumulated other comprehensive income.

Gains and losses resulting from foreign currency transactions denominated in currency other than the functional currency are recorded at the approximate rate of exchange at the transaction date in other income, net. For the years ended December 31, 2020 and 2018, we recorded net foreign currency losses of \$1.1 million and \$0.9 million, respectively. For the year ended 2019, we recorded a net foreign currency loss that was insignificant.

#### Research and development

Research and development costs are expensed as incurred except as noted below under *Software development costs*. These costs include compensation costs for engineering and product management personnel, third-party contractor expenses, software development tools and other expenses related to researching and developing new solutions or upgrading and enhancing existing solutions that do not qualify for capitalization, and allocated depreciation, facilities and IT support costs.

#### Software development costs

We incur certain costs associated with the development of internal-use software, which are primarily related to activities performed to develop our cloud solutions. Internal and external costs incurred in the preliminary project stage of internal-use software development are expensed as incurred. Once the software being developed has reached the application development stage, qualifying internal costs including payroll and payroll-related costs of employees who are directly associated with and devote time to the software project as well as external direct costs of materials and services are capitalized. Capitalization ceases at the point at which the developed software is substantially complete and ready for its intended use, which is typically upon completion of all substantial testing. Qualifying costs capitalized during the application development stage include those related to specific upgrades and enhancements when it is probable that those costs incurred will result in additional functionality. Overhead costs, including general and administrative costs, as well as maintenance, training and all other costs associated with post-implementation stage

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

activities are expensed as incurred. In addition, internal costs that cannot be reasonably separated between maintenance and relatively minor upgrades and enhancements are expensed as incurred.

Qualifying capitalized software development costs are amortized on a straight-line basis over the software asset's estimated useful life, which is generally 3 to 7 years. We evaluate the useful lives of these assets on an annual basis and test for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets. See Note 6 to these consolidated financial statements for a discussion of our impairment of certain capitalized software development costs during 2020. There were no impairment charges related to capitalized software development costs during the years ended December 31, 2019 and 2018. We write off the gross carrying amount and accumulated amortization balances for all fully amortized software development cost assets.

Allowance for credit losses

Our accounts receivable consist of a single portfolio segment. Accounts receivable are recorded at original invoice amounts less an allowance for credit losses, an amount we estimate to be sufficient to provide adequate protection against lifetime expected losses resulting from extending credit to our customers. In judging the adequacy of the allowance for credit losses, we consider multiple factors including historical bad debt experience, the current aging of our receivables and current economic conditions that may affect our customers' ability to pay. A considerable amount of judgment is required in assessing these factors and if any receivables were to deteriorate, an additional provision for credit losses could be required. Accounts are written off after all means of collection are exhausted and recovery is considered remote. Provisions for credit losses are recorded in general and administrative expense.

Below is a summary of the changes in our allowance for credit losses.

Years ended December 31, (in thousands)		Balance at beginning of year	Provision/ adjustment	Write-off	Recovery	Balance at end of year
2020 <sup>(1)</sup>	\$	4,011 \$	6,787 \$	(2,363) \$	581 \$	9,016
2019		1,345	2,476	(2,617)	679	1,883
2018		741	2,446	(2,663)	821	1,345

(1) Upon adoption of ASU 2016-13 at January 1, 2020, we reclassified certain balances previously disclosed within the allowance for sales returns to the allowance for credit losses, as these amounts reflect the credit risk associated with our accounts receivable. The amount reclassified was \$2.1 million.

The increase in our allowance for credit losses during the year ended December 31, 2020 was primarily due to an increase in the aging of our receivables during the second and third quarters of 2020 associated with the COVID-19 pandemic. We saw some improvement in our customers' payment behavior during the fourth quarter. The amount of write-offs during the year ended December 31, 2020 was lower than the amount of write-offs during the same period in 2019 as we temporarily suspended sending past due customer accounts to collections during the second and third quarters due to payment delays related to COVID-19.

Allowance for sales returns

We maintain a reserve for returns and credits which is estimated based on several factors including historical experience, known credits yet to be issued, the aging of customer accounts and the nature of service level commitments. A considerable amount of judgment is required in assessing these factors. Provisions for sales returns and credits are charged against the related revenue items.

Below is a summary of the changes in our allowance for sales returns.

Years ended December 31, (in thousands)		Balance at beginning of year	Provision/ adjustment	Deduction	Balance at end of year
2020 <sup>(1)</sup>	\$	1,518 \$	6,443 \$	(6,685) \$	1,276
2019		3,377	6,232	(5,963)	3,646
2018		4,400	4,952	(5,975)	3,377

(1) As discussed above, we reclassified certain balances previously disclosed within the allowance for sales returns to the allowance for credit losses upon adoption of ASU 2016-13 at January 1, 2020. The amount reclassified was \$2.1 million.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

### Advertising costs

We expense advertising costs as incurred, which were \$3.0 million, \$3.1 million and \$4.0 million for the years ended December 31, 2020, 2019 and 2018, respectively.

### Restructuring costs

Restructuring costs include charges for the costs of exit or disposal activities. The liability for costs associated with exit or disposal activities is measured initially at fair value and only recognized when the liability is incurred. For details of our restructuring activities, see Note 19 to these consolidated financial statements.

### Leases

We determine if an arrangement is a lease at inception. Operating leases are included in operating lease ROU assets, accrued expense and other current liabilities, and operating lease liabilities, net of current portion in our consolidated balance sheet as of December 31, 2020.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. As most of our leases do not provide an implicit rate, we generally use our incremental borrowing rate in determining the present value of lease payments. Our incremental borrowing rate is based on the estimated rate of interest for collateralized borrowing over a similar term of the lease payments at the commencement date. We use the implicit rate when readily determinable. The operating lease ROU asset also includes any initial direct costs and lease payments made and excludes lease incentives. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments related to our operating leases is recognized on a straight-line basis over the lease term. We have lease agreements with lease and non-lease components, which are generally accounted for separately. We do not recognize short-term leases (those that, at the commencement date, have a lease term of 12 months or less) on our consolidated balance sheets. Variable lease payments, which are primarily comprised of common-area maintenance, utilities and real estate taxes that are passed on from the lessor in proportion to the space leased by us, are recognized in operating expenses in the period in which the obligation for those payments is incurred.

### Contingencies

We are subject to the possibility of various loss contingencies in the normal course of business. We record an accrual for a contingency when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Often these issues are subject to substantial uncertainties and, therefore, the probability of loss and the estimation of damages are difficult to ascertain. These assessments can involve a series of complex judgments about future events and can rely heavily on estimates and assumptions that have been deemed reasonable by us. Although we believe we have substantial defenses in these matters, we could incur judgments or enter into settlements of claims that could have a material adverse effect on our consolidated financial position, results of operations or cash flows in any particular period.

### Earnings per share

We compute basic earnings per share by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income available to common stockholders by the weighted average number of common shares and dilutive potential common shares outstanding during the period. Diluted earnings per share reflect the assumed exercise, settlement and vesting of all dilutive securities using the "treasury stock method" except when the effect is anti-dilutive. Potentially dilutive securities consist of shares issuable upon the exercise of stock options and stock appreciation rights and vesting of restricted stock awards and units.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

### 3. Business Combinations

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#### 2019 Acquisition

##### YourCause

On January 2, 2019, we acquired all of the outstanding equity securities, including all voting equity interests, of YourCause Holdings, LLC, a Delaware limited liability company ("YourCause"), pursuant to a purchase agreement and plan of merger. The acquisition expanded our footprint in corporate social responsibility and employee engagement and enhanced our position as a leader in providing solutions to both nonprofit organizations and for-profit companies committed to addressing social issues. We acquired the equity securities for an aggregate purchase price of \$157.7 million in cash, net of closing adjustments. The purchase price and related expenses were funded primarily through borrowings under the 2017 Credit Facility. As a result of the acquisition, YourCause became a wholly owned subsidiary of ours. We finalized the purchase price allocation of YourCause, including the valuation of assets acquired and liabilities assumed, during the fourth quarter of 2019. All measurement period adjustments were insignificant. We determined that the impact of this acquisition was not material to our consolidated financial statements; therefore, revenue and earnings since the acquisition date and pro forma information are not required or presented.

#### 2018 Acquisition

##### Reeher

On April 30, 2018, we acquired all of the outstanding equity securities, including all voting equity interests, of Reeher LLC, a Minnesota limited liability company ("Reeher"), pursuant to a securities purchase agreement. The acquisition expanded our fundraising performance management capabilities with the goal of driving more effective fundraising and greater social good outcomes for our customers. We acquired the equity securities for an aggregate purchase price of \$41.2 million in cash, net of closing adjustments. The purchase price and related expenses were funded primarily through borrowings under the 2017 Credit Facility. As a result of the acquisition, Reeher became a wholly owned subsidiary of ours. We finalized the purchase price allocation of Reeher, including the valuation of assets acquired and liabilities assumed, during the second quarter of 2019. All measurement period adjustments were insignificant. We determined that the impact of this acquisition was not material to our consolidated financial statements; therefore, revenue and earnings since the acquisition date and pro forma information are not required or presented.

### 4. Goodwill and Other Intangible Assets

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The change in our goodwill during 2020 consisted of the following:

(dollars in thousands)		Total
<b>Balance at December 31, 2019</b>	\$	634,088
Effect of foreign currency translation		1,766
<b>Balance at December 31, 2020</b>	<b>\$</b>	<b>635,854</b>

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

We have recorded intangible assets acquired in various business combinations based on their fair values at the date of acquisition. The table below sets forth the balances of each class of intangible asset and related amortization as of:

(dollars in thousands)	December 31,	
	2020	2019
<b>Finite-lived gross carrying amount</b>		
Customer relationships	\$ 287,116	\$ 286,951
Marketing assets	34,642	34,246
Acquired software and technology	232,339	233,094
Non-compete agreements	—	2,200
<b>Total finite-lived gross carrying amount</b>	<b>554,097</b>	<b>556,491</b>
<b>Accumulated amortization</b>		
Customer relationships	(138,635)	(118,031)
Marketing assets	(5,918)	(3,648)
Acquired software and technology	(132,038)	(115,048)
Non-compete agreements	—	(1,869)
<b>Total accumulated amortization</b>	<b>(276,591)</b>	<b>(238,596)</b>
<b>Intangible assets, net</b>	<b>\$ 277,506</b>	<b>\$ 317,895</b>

During the year ended December 31, 2020, changes to the gross carrying amounts of intangible asset classes were primarily related to write-offs of fully amortized intangible assets and the effect of foreign currency translation.

During the year ended December 31, 2019, we recorded an impairment charge of \$0.9 million against an acquired marketing asset that reduced the carrying value of the asset to zero. The impairment charge resulted from our decision during the year to rebrand the solution to which the asset related. This impairment charge was recorded as amortization on our consolidated statements of comprehensive income.

#### Amortization expense

Amortization expense related to finite-lived intangible assets acquired in business combinations is allocated to cost of revenue on the consolidated statements of comprehensive income based on the revenue stream to which the asset contributes, except for marketing assets and non-compete agreements, for which the associated amortization expense is included in operating expenses.

The following table summarizes amortization expense of our finite-lived intangible assets:

(dollars in thousands)	Years ended December 31,		
	2020	2019	2018
Included in cost of revenue:			
Cost of recurring	\$ 36,835	\$ 42,565	\$ 39,877
Cost of one-time services and other	2,133	2,204	2,356
Total included in cost of revenue	38,968	44,769	42,233
Included in operating expenses	2,915	5,316	4,844
Total amortization of intangibles from business combinations	<b>\$ 41,883</b>	<b>\$ 50,085</b>	<b>\$ 47,077</b>



**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

The following table outlines the estimated future amortization expense for each of the next five years for our finite-lived intangible assets as of December 31, 2020:

Years ending December 31, (dollars in thousands)	Amortization expense
2021	36,933
2022	34,739
2023	33,735
2024	33,222
2025	30,482
Total	\$ 169,111

## 5. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share:

(dollars in thousands, except per share amounts)	Years ended December 31,		
	2020	2019	2018
<b>Numerator:</b>			
Net income	\$ 7,717	\$ 11,908	\$ 44,841
<b>Denominator:</b>			
Weighted average common shares	48,184,714	47,695,383	47,206,669
Add effect of dilutive securities:			
Stock-based awards	511,627	616,888	838,415
Weighted average common shares assuming dilution	48,696,341	48,312,271	48,045,084
<b>Earnings per share:</b>			
Basic	\$ 0.16	\$ 0.25	\$ 0.95
Diluted	\$ 0.16	\$ 0.25	\$ 0.93
Anti-dilutive shares excluded from calculations of diluted earnings per share	956,303	241,336	48,881

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

## 6. Fair Value Measurements

### Recurring fair value measurements

Assets and liabilities that are measured at fair value on a recurring basis consisted of the following, as of the dates indicated below:

(dollars in thousands)	Fair value measurement using			Total
	Level 1	Level 2	Level 3	
<b>Fair value as of December 31, 2020</b>				
Financial liabilities:				
Derivative instruments	\$ —	\$ 4,159	\$ —	\$ 4,159
Total financial liabilities	\$ —	\$ 4,159	\$ —	\$ 4,159
<b>Fair value as of December 31, 2019</b>				
Financial liabilities:				
Derivative instruments	\$ —	\$ 1,757	\$ —	\$ 1,757
Total financial liabilities	\$ —	\$ 1,757	\$ —	\$ 1,757

Our derivative instruments within the scope of Accounting Standards Codification ("ASC") 815, *Derivatives and Hedging*, are required to be recorded at fair value. Our derivative instruments that are recorded at fair value include interest rate swaps.

The fair value of our interest rate swaps was based on model-driven valuations using LIBOR rates, which are observable at commonly quoted intervals. Accordingly, our interest rate swaps are classified within Level 2 of the fair value hierarchy. The Financial Conduct Authority in the U.K. has stated that it plans to phase out LIBOR by the end of calendar year 2021. We do not currently anticipate a significant impact to our financial position or results of operations as a result of this action as we expect that our financial contracts currently indexed to LIBOR will either expire or be modified without significant financial impact before the phase out occurs.

We believe the carrying amounts of our cash and cash equivalents, restricted cash, accounts receivable, trade accounts payable, accrued expenses and other current liabilities and due to customers approximate their fair values at December 31, 2020 and December 31, 2019, due to the immediate or short-term maturity of these instruments.

We believe the carrying amount of our debt approximates its fair value at December 31, 2020 and December 31, 2019, as the debt bears interest rates that approximate market value. As LIBOR rates are observable at commonly quoted intervals, our debt under the 2020 Credit Facility (as defined below) is classified within Level 2 of the fair value hierarchy. Our fixed rate debt is also classified within Level 2 of the fair value hierarchy.

We did not transfer any assets or liabilities among the levels within the fair value hierarchy during the years ended December 31, 2020, 2019 and 2018. Additionally, we did not hold any Level 3 assets or liabilities during the years ended December 31, 2020, 2019 and 2018.

### Non-recurring fair value measurements

Assets and liabilities that are measured at fair value on a non-recurring basis include long-lived assets, intangible assets, goodwill and operating lease ROU assets, which are recognized at fair value during the period in which an acquisition is completed or at lease commencement, from updated estimates and assumptions during the measurement period, or when they are considered to be impaired. These non-recurring fair value measurements, primarily for long-lived assets, intangible assets acquired and operating lease ROU assets, are based on Level 3 unobservable inputs. In the event of an impairment, we determine the fair value of these assets other than goodwill using a discounted cash flow approach, which contains significant unobservable inputs and, therefore, is considered a Level 3 fair value measurement. The unobservable inputs in the analysis generally include future cash flow projections and a discount rate. For goodwill

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

impairment testing, we estimate fair value using market-based methods including the use of market capitalization and consideration of a control premium.

As more fully described in Note 7 and Note 11, during the year ended December 31, 2020, we recorded impairment charges of \$4.3 million against certain previously capitalized software development costs and \$4.0 million against our operating lease ROU assets.

During the year ended December 31, 2019, we recorded impairment charges of \$3.8 million against our operating lease ROU assets, \$1.4 million against certain property and equipment assets and \$0.9 million against certain finite-lived intangible assets. See Notes 11, 7 and 4, respectively, to these consolidated financial statements for additional details.

There were no other non-recurring fair value adjustments during 2020, 2019 and 2018 except for certain business combination accounting adjustments to the initial fair value estimates of the assets acquired and liabilities assumed at the acquisition date from updated estimates and assumptions during the measurement period. See Note 3 to these consolidated financial statements for additional details.

## 7. Property and Equipment and Software Development Costs

### Purchase of Global Headquarters Facility

In August 2020, we completed the purchase of the building, fixtures and other improvements and parcels of land of our Global Headquarters Facility in Charleston, South Carolina, pursuant to a Purchase and Sale Agreement (the "PSA") with HPBB1, LLC, a Georgia limited liability company (the "Seller") (the "Transaction"). Prior to the completion of the Transaction, we leased the Global Headquarters Facility from the Seller. We paid the Seller a purchase price that included the assumption of the Seller's obligations of \$61.1 million, cash of \$15.2 million and certain lender fees, closing costs, adjustments and prorations as set forth in the PSA. We funded the cash portion of the purchase price through borrowings under our then-existing credit facility. We capitalized the insignificant direct transaction costs we incurred as a component of the assets acquired.

As a result of the Transaction, we derecognized the ROU asset and lease liability associated with the former lease and recorded the following long-lived assets on a relative fair value basis in property and equipment, net upon closing:

(dollars in thousands)		Assets acquired	Estimated useful life (years)
Land	\$	9,548	—
Building		61,284	39
Building improvements		4,393	7 - 15
Total long-lived assets	\$	75,225	

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

**Property and equipment**

Property and equipment consisted of the following as of:

(dollars in thousands)	Estimated useful life (years)	December 31,	
		2020	2019
Land	—	\$ 9,548	\$ —
Building	39	61,284	—
Building improvements <sup>(1)</sup>	7 - 20	9,942	—
Equipment	1 - 5	2,865	4,512
Computer hardware	1 - 5	56,202	67,045
Computer software	1 - 5	23,116	35,726
Construction in progress	—	3,435	213
Furniture and fixtures	1 - 7	2,796	7,823
Leasehold improvements	Lesser of lease term or estimated useful life	6,044	24,295
Total property and equipment		175,232	139,614
Less: accumulated depreciation		(70,055)	(104,068)
Property and equipment, net		\$ 105,177	\$ 35,546

(1) Upon acquisition of our Global Headquarters Facility in August 2020, we reclassified related leasehold improvement costs of \$5.5 million to building improvements given the acquisition of the underlying assets.

Depreciation expense was \$19.2 million, \$15.0 million and \$15.9 million for the years ended December 31, 2020, 2019 and 2018, respectively.

During the year ended December 31, 2019, we recorded impairment charges of \$1.4 million against certain property and equipment assets that reduced the carrying value of the assets to zero. These impairment charges are reflected in restructuring on the statements of comprehensive income and resulted primarily from our facilities optimization restructuring as we wrote-off facilities-related fixed assets that we would no longer use. See Note 19 to these consolidated financial statements for additional details regarding our facilities optimization restructuring.

**Software development costs**

Software development costs consisted of the following as of:

(dollars in thousands)	Estimated useful life (years)	December 31,	
		2020	2019
Software development costs	3 - 7	\$ 164,665	\$ 139,014
Less: accumulated amortization		(52,838)	(37,712)
Software development costs, net		\$ 111,827	\$ 101,302

During the year ended December 31, 2020, we recorded an impairment charge of \$4.3 million against certain previously capitalized software development costs that reduced the carrying value of those assets to zero. The impairment charge is reflected in cost of recurring revenue and resulted primarily from our decision to accelerate the end of customer support for certain solutions. Other changes to the gross carrying amount of software development costs were primarily related to qualifying costs associated with development activities that are required to be capitalized under the internal-use software accounting guidance such as those for our cloud solutions, write-offs of fully amortized assets, and the effect of foreign currency translation.

Amortization expense related to software development costs was \$31.7 million, \$20.7 million and \$16.6 million for the years ended December 31, 2020, 2019 and 2018, respectively, and is included primarily in cost of recurring.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

## 8. Consolidated Financial Statement Details

### Restricted cash

(dollars in thousands)	December 31, 2020	December 31, 2019
Restricted cash due to customers	\$ 607,943	\$ 545,485
Real estate escrow balances	1,276	—
<b>Total restricted cash</b>	<b>\$ 609,219</b>	<b>\$ 545,485</b>

### Prepaid expenses and other assets

(dollars in thousands)	December 31, 2020	December 31, 2019
Costs of obtaining contracts <sup>(1)(2)</sup>	\$ 84,914	\$ 90,764
Prepaid software maintenance and subscriptions <sup>(3)</sup>	24,471	17,384
Implementation costs for cloud computing arrangements, net <sup>(4)(5)</sup>	11,298	7,294
Unbilled accounts receivable	10,385	6,233
Receivables for probable insurance recoveries <sup>(6)</sup>	6,288	—
Prepaid insurance	1,426	1,585
Taxes, prepaid and receivable	1,891	849
Security deposits	754	885
Other assets	9,578	8,051
<b>Total prepaid expenses and other assets</b>	<b>151,005</b>	<b>133,045</b>
Less: Long-term portion	72,639	65,193
<b>Prepaid expenses and other current assets</b>	<b>\$ 78,366</b>	<b>\$ 67,852</b>

- (1) Amortization expense from costs of obtaining contracts was \$37.4 million, \$38.1 million and \$35.7 million for the years ended December 31, 2020, 2019 and 2018, respectively, and is included in sales, marketing and customer success expense in our consolidated statements of comprehensive income.
- (2) The current portion of costs of obtaining contracts as of December 31, 2020 and 2019 was \$31.9 million and \$33.0 million, respectively.
- (3) The current portion of prepaid software maintenance and subscriptions as of December 31, 2020 and December 31, 2019 was \$19.8 million and \$16.1 million, respectively.
- (4) These costs, which were previously included in prepaid software maintenance and subscriptions, primarily relate to the multi-year implementations of our new global enterprise resource planning and customer relationship management systems.
- (5) Amortization expense from capitalized cloud computing implementation costs was \$0.8 million for the year ended December 31, 2020 and insignificant for the year ended December 31, 2019. Accumulated amortization for these costs was \$1.1 million as of December 31, 2020 and insignificant as of December 31, 2019.
- (6) See discussion of the Security Incident at Note 11.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

**Accrued expenses and other liabilities**

(dollars in thousands)	December 31, 2020	December 31, 2019
Operating lease liabilities, current portion	\$ 9,359	\$ 19,784
Accrued bonuses <sup>(1)</sup>	—	24,617
Taxes payable <sup>(2)</sup>	19,577	6,835
Customer credit balances	5,874	4,505
Accrued commissions and salaries	5,010	6,980
Accrued legal costs	4,808	87
Derivative instruments	4,159	1,757
Unrecognized tax benefit	3,351	3,758
Accrued health care costs	2,341	2,399
Accrued vacation costs	2,311	2,232
Other liabilities	6,304	6,105
Total accrued expenses and other liabilities	63,094	79,059
Less: Long-term portion	10,866	5,742
Accrued expenses and other current liabilities	\$ 52,228	\$ 73,317

(1) In March 2020, we reduced our accrued bonuses due to the payment of bonuses from the prior year and, in response to COVID-19, determined to replace our 2020 cash bonus plans with performance-based equity awards (see Note 2).

(2) We deferred payments of the employer's portion of Social Security taxes during 2020 under the Coronavirus, Aid, Relief and Economic Security Act ("CARES Act"), half of which is due by the end of calendar year 2021 with the remainder due by the end of calendar year 2022.

**Deferred revenue**

(dollars in thousands)	December 31, 2020	December 31, 2019
Recurring	\$ 303,840	\$ 302,751
One-time services and other	13,074	13,386
Total deferred revenue	316,914	316,137
Less: Long-term portion	4,678	1,802
Deferred revenue, current portion	\$ 312,236	\$ 314,335

**Other income, net**

(dollars in thousands)	Years ended December 31,		
	2020	2019	2018
Interest income	\$ 1,660	\$ 2,802	\$ 2,008
Other (expense) income, net	(2)	1,256	(905)
Other income, net	\$ 1,658	\$ 4,058	\$ 1,103

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

## 9. Debt

The following table summarizes our debt balances and the related weighted average effective interest rates, which includes the effect of interest rate swap agreements.

(dollars in thousands)	Debt balance at		Weighted average effective interest rate at	
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
<b>Credit facility:</b>				
Revolving credit loans	\$ 69,625	\$ 187,000	1.83 %	3.11 %
Term loans	400,000	281,250	3.12 %	3.22 %
Real estate loans	60,626	—	5.22 %	— %
Other debt	3,926	—	5.00 %	— %
<b>Total debt</b>	<b>534,177</b>	<b>468,250</b>	<b>3.21 %</b>	<b>3.18 %</b>
Less: Unamortized discount and debt issuance costs	3,144	1,150		
Less: Debt, current portion	12,840	7,500	2.61 %	3.05 %
<b>Debt, net of current portion</b>	<b>\$ 518,193</b>	<b>\$ 459,600</b>	<b>3.22 %</b>	<b>3.18 %</b>

### 2020 refinancing

We were previously party to a 5-year \$700.0 million credit facility entered into during June 2017. The credit facility included: a dollar and a designated currency revolving credit facility with sublimits for letters of credit, swingline loans and multicurrency borrowings (the "2017 Revolving Facility") and a term loan (the "2017 Term Loan") together, (the "2017 Credit Facility").

In October 2020, we entered into a 5-year \$900.0 million Amended and Restated Credit Agreement (the "2020 Credit Facility"). The 2020 Credit Facility matures in October 2025 and replaced the 2017 Credit Facility by amending and restating it to include a \$500.0 million revolving credit facility (the "2020 Revolving Facility") and a \$400.0 million term loan facility (the "2020 Term Loan"). Upon closing, we borrowed \$400.0 million pursuant to the 2020 Term Loan and used the proceeds to repay the outstanding principal balance of the term loan under the 2017 Credit Facility, and repay \$124.4 million of outstanding revolving credit loans under the 2017 Revolving Facility.

In connection with the amendment and restatement of the 2017 Credit Facility, the existing Pledge Agreement dated June 2, 2017 (as amended, supplemented or modified from time to time, the "2017 Pledge Agreement"), by us in favor of Bank of America, N.A., as administrative agent, was likewise amended and restated.

Certain lenders of the 2020 Term Loan participated in the 2017 Term Loan and the change in present value of our future cash flows to these lenders under the 2017 Term Loan and under the 2020 Term Loan was less than 10%. Accordingly, we accounted for the refinancing event as a debt modification. Certain lenders of the 2017 Term Loan did not participate in the 2020 Term Loan. Accordingly, we accounted for the refinancing event for these lenders as a debt extinguishment. Certain lenders of the 2017 Revolving Facility participated in the 2020 Revolving Facility and provided increased borrowing capacities. Accordingly, we accounted for the refinancing event for these lenders as a debt modification. Certain lenders of the 2017 Revolving Facility did not participate in the 2020 Revolving Facility. Accordingly, we accounted for the refinancing event for these lenders as a debt extinguishment.

We recorded an insignificant loss on debt extinguishment related to the write-off of debt discount and deferred financing costs for the portions of the 2017 Credit Facility considered to be extinguished. This loss was recognized in the consolidated statements of comprehensive income within other income, net.

In connection with our entry into the 2020 Credit Facility, we paid \$4.0 million in financing costs, of which \$1.2 million were capitalized in other assets and, together with a portion of the unamortized deferred financing costs from the 2017 Credit Facility and prior facilities, are being amortized into interest expense over the term of the new facility. As of December 31, 2020, deferred financing costs totaling \$1.5 million were included in other assets on our consolidated balance sheets. We recorded aggregate financing costs of \$2.0 million as a direct deduction from the carrying amount



**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

of our debt liability, which related to debt discount (fees paid to lenders) and debt issuance costs for the 2020 Term Loan.

### **Summary of the 2020 Credit Facility**

The 2020 Revolving Facility includes (i) a \$50.0 million sublimit available for the issuance of standby letters of credit, (ii) a \$50.0 million sublimit available for swingline loans, and (iii) a \$100.0 million sublimit available for multicurrency borrowings.

Our obligations under the 2020 Credit Facility are secured by the stock and limited liability company interests of certain of our direct subsidiaries and any of our material domestic subsidiaries, if any, and the proceeds therefrom pledged pursuant to an Amended and Restated Pledge Agreement dated as of October 30, 2020 (the "2020 Pledge Agreement"), by us in favor of Bank of America, N.A., as administrative agent, for the ratable benefit of itself and the secured parties referred to therein.

Dollar tranche loans under the 2020 Revolving Facility and 2020 Term Loan bear interest at a rate per annum equal to (a) a base rate equal to the highest of (i) the Federal Funds Rate plus 0.50%, (ii) the prime rate announced by Bank of America, N.A., and (iii) the Eurocurrency Rate (which varies depending on the currency in which the loan is denominated) plus 1.00% (the "Base Rate"), plus (b) an applicable margin as specified in the 2020 Credit Facility (the "Applicable Margin"). Each Eurocurrency Rate Loan under the 2020 Credit Facility shall bear interest at a rate per annum equal to the Eurocurrency Rate, plus the Applicable Margin. The Applicable Margin shall be adjusted quarterly, varies based on our net leverage ratio and varies based on whether the loan is a Base Rate Loan (0.375% to 1.125%) or a Eurocurrency Rate Loan (1.375% to 2.125%).

We also pay a quarterly commitment fee on the unused portion of the 2020 Revolving Facility from 0.250% to 0.375% per annum, depending on our net leverage ratio. At December 31, 2020, the commitment fee was 0.25%.

The term loan under the 2020 Credit Facility requires periodic principal payments. The balance of the term loan and any amounts drawn on the revolving credit loans are due upon maturity of the 2020 Credit Facility in October 2025. We evaluate the classification of our debt as current or non-current based on the required annual maturities of the 2020 Credit Facility. We may prepay the 2020 Credit Facility in whole or in part at any time without premium or penalty, other than customary breakage costs with respect to certain types of loans.

The 2020 Credit Facility contains various representations, warranties and affirmative, negative and financial covenants customary for financings of this type. Financial covenants include a net leverage ratio and an interest coverage ratio. At December 31, 2020, we were in compliance with our debt covenants under the 2020 Credit Facility.

Under the terms of the 2020 Credit Facility, we are entitled on one or more occasions, subject to the satisfaction of certain conditions, to request an increase in the commitments under the Revolving Credit Facility and/or request additional incremental term loans in the aggregate principal amount of up to \$250.0 million plus an amount, if any, such that the net leverage ratio shall be no greater than 3.25 to 1.00. At December 31, 2020, our available borrowing capacity under the 2020 Credit Facility was \$429.3 million.

### **Real estate loans**

In August 2020, we completed the purchase of our Global Headquarters Facility. As part of the purchase price, we assumed the Seller's obligations under (i) a 5.12% Senior Secured Note, Series A1, in the outstanding principal amount of \$49.1 million, dated May 2, 2018, and (ii) a 5.61% Senior Secured Note, Series A2, in the outstanding principal amount of \$12.0 million, dated May 2, 2018, or an aggregate outstanding principal amount of \$61.1 million (collectively, the "Real Estate Loans"). The Series A1 Note provides that we will pay the remaining principal amount due thereunder together with interest thereon at the rate indicated above, in monthly installments until it matures in April 2038. The Series A2 Note provides that we pay interest only in monthly installments at the rate indicated above with the principal amount due at maturity in April 2038. The Real Estate Loans are secured by a first priority lien on the real property constituting the Global Headquarters Facility. Our assumption of the Real Estate Loans was a noncash investing and financing transaction and is reflected in our supplemental disclosure of cash flow information. At December 31, 2020, we were in compliance with our debt covenants under the Real Estate Loans.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

**Other debt**

In December 2019, we entered into a 51-month \$2.2 million agreement to finance our purchase of software and related services for our internal use. The agreement is a non-interest-bearing note requiring four equal annual payments, where the first payment was due in January 2020. Interest associated with the note has been imputed at the rate we would incur for amounts borrowed under our then-existing credit facility.

In January 2020, we entered into an additional 39-month \$3.5 million agreement to finance our purchase of software and related services for our internal use. The agreement is a non-interest-bearing note requiring three equal annual payments, where the first payment was due in March 2020. Interest associated with the note has been imputed at the rate we would incur for amounts borrowed under our then-existing credit facility.

As of December 31, 2020, the required annual maturities related to the 2020 Credit Facility, the Real Estate Loans and our other debt were as follows:

Years ending December 31, (dollars in thousands)	Annual maturities
2021	\$ 12,840
2022	12,985
2023	11,983
2024	11,609
2025	431,408
Thereafter	53,352
Total required maturities	<u>\$ 534,177</u>

**10. Derivative Instruments****Cash flow hedges**

We generally use derivative instruments to manage our variable interest rate risk. We have entered into interest rate swap agreements, which effectively convert portions of our variable rate debt under the 2020 Credit Facility to a fixed rate for the term of the swap agreements. We designated each of the interest rate swap agreements as a cash flow hedge at the inception of the contracts.

The terms and notional values of our derivative instruments were as follows as of December 31, 2020:

(dollars in thousands)	Term of derivative instrument	Notional value
<b>Derivative instruments designated as hedging instruments:</b>		
Interest rate swap	July 2017 - July 2021	\$ 150,000
Interest rate swap	February 2018 - June 2021	50,000
Interest rate swap	June 2019 - June 2021	75,000
Interest rate swap	November 2020 - October 2024	60,000
Interest rate swap	November 2020 - October 2024	60,000
		<u>\$ 395,000</u>
Forward-starting interest rate swap	June 2021 - October 2024	120,000
Forward-starting interest rate swap	July 2021 - October 2024	120,000
		<u>\$ 240,000</u>

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

The fair values of our derivative instruments were as follows as of:

(dollars in thousands)	Balance sheet location	Liability Derivatives	
		December 31, 2020	December 31, 2019
<b>Derivative instruments designated as hedging instruments:</b>			
Interest rate swaps, current portion	Accrued expenses and other current liabilities \$	2,698 \$	—
Interest rate swaps, long-term portion	Other liabilities	1,461	1,757
<b>Total derivative instruments designated as hedging instruments</b>		<b>\$ 4,159 \$</b>	<b>1,757</b>

The effects of derivative instruments in cash flow hedging relationships were as follows:

(dollars in thousands)	Gain (loss) recognized in accumulated other comprehensive loss as of	Location of gain (loss) reclassified from accumulated other comprehensive loss into income	Gain (loss) reclassified from accumulated other comprehensive loss into income
			Year ended December 31, 2020
Interest rate swaps	December 31, 2020 \$ (4,159)	Interest expense \$	(3,827)
Interest rate swaps	December 31, 2019 \$ (1,757)	Interest expense \$	573
Interest rate swaps	December 31, 2018 \$ 2,074	Interest expense \$	118

Our policy requires that derivatives used for hedging purposes be designated and effective as a hedge of the identified risk exposure at the inception of the contract. Accumulated other comprehensive income (loss) includes unrealized gains or losses from the change in fair value measurement of our derivative instruments each reporting period and the related income tax expense or benefit. Changes in the fair value measurements of the derivative instruments and the related income tax expense or benefit are reflected as adjustments to accumulated other comprehensive income (loss) until the actual hedged expense is incurred or until the hedge is terminated at which point the unrealized gain (loss) is reclassified from accumulated other comprehensive income (loss) to current earnings. The estimated accumulated other comprehensive loss as of December 31, 2020 that is expected to be reclassified into earnings within the next twelve months is \$3.4 million. There were no ineffective portions of our interest rate swap derivatives during the years ended December 31, 2020, 2019 and 2018. See Note 14 to these consolidated financial statements for a summary of the changes in accumulated other comprehensive income (loss) by component.

We did not have any undesignated derivative instruments during 2020, 2019 and 2018.

## 11. Commitments and Contingencies

### Leases

We have operating leases for corporate offices, subleased offices and certain equipment and furniture. In August 2020, we completed the purchase of our Global Headquarters Facility that we previously leased (see Note 7). As of December 31, 2020, we had operating leases for office space that had not yet commenced with future rent payments of \$3.5 million with a lease term of approximately 3 years.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

The components of lease expense for the year ended December 31, 2020, were as follows:

(dollars in thousands)	Year ended December 31,	
	2020	2019
Operating lease cost <sup>(1)</sup>	\$ 41,210	\$ 27,519
Variable lease cost	4,266	4,035
Sublease income	(3,120)	(3,189)
Net lease cost	\$ 42,356	\$ 28,365

(1) Includes short-term lease costs, which were immaterial.

During the third quarter of 2020, we adjusted our workforce strategy to provide more flexibility for our employees to work remotely when our offices reopen. This change is expected to create efficiencies within our real estate strategy as we optimize our footprint and shift toward more collaborative workspaces within our offices. As a result, during the three months ended September 30, 2020, we reduced the estimated useful lives of our operating lease ROU assets for certain of our office locations we expected to exit. We recorded \$16.2 million in incremental operating lease costs during 2020 related to this change in accounting estimate, which accounts for a substantial portion of the increase in operating lease costs during 2020. For these same office locations, we also reduced the estimated useful lives of certain facilities-related fixed assets, which resulted in incremental depreciation expense of \$4.6 million during 2020 (see Note 7). During the twelve months ended December 31, 2020, we also recorded \$4.0 million in impairments of operating lease ROU assets associated with certain leased office spaces we have ceased using as a result of our adjusted workforce strategy. These impairment charges are reflected in general and administrative expense.

During the twelve months ended December 31, 2019, we recorded \$3.8 million in impairments of operating lease ROU assets associated with certain leased office spaces we ceased using as part of our facilities optimization restructuring. These impairments, which were based on our estimates about our inability to sublease the office spaces, were recorded as restructuring expense on our consolidated statements of comprehensive income. See Note 19 to these consolidated financial statements for additional details regarding our facilities optimization restructuring.

Total rent expense as determined under ASC 840 was \$22.2 million for the year ended December 31, 2018.

Maturities of our operating lease liabilities as of December 31, 2020 were as follows:

Years ending December 31, (dollars in thousands)	Operating leases
2021	10,353
2022	5,796
2023	4,417
2024	3,211
2025	1,905
Thereafter	3,847
Total lease payments	29,529
Less: Amount representing interest	2,813
Present value of future payments	\$ 26,716

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

Our ROU assets and lease liabilities are included in the following line items in our consolidated balance sheet:

(dollars in thousands)	December 31, 2020	December 31, 2019
<b>Operating leases</b>		
Operating lease right-of-use assets	\$ 22,671	\$ 104,400
Accrued expenses and other current liabilities	\$ 9,359	\$ 19,784
Operating lease liabilities, net of current portion	17,357	95,624
<b>Total operating lease liabilities</b>	<b>\$ 26,716</b>	<b>\$ 115,408</b>

As of December 31, 2020, the weighted average remaining lease terms and discount rates were as follows:

(dollars in thousands)	December 31, 2020	December 31, 2019
<b>Operating leases</b>		
Weighted average remaining lease term (years)	4.6	12.5
Weighted average discount rate	5.70 %	5.96 %

Supplemental cash flow information related to leases during the year ended December 31, 2020, was as follows:

(dollars in thousands)	2020	Year ended December 31, 2019
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 25,120	\$ 24,569
Right-of-use assets obtained in exchange for lease obligations (non-cash):		
Operating leases	11,002	102,245

### Other commitments

The term loans under the 2020 Credit Facility require periodic principal payments. The balance of the term loans and any amounts drawn on the revolving credit loans are due upon maturity of the 2020 Credit Facility in October 2025. The Real Estate Loans also require periodic principal payments and the balance of the Real Estate Loans are due upon maturity in April 2038.

We have contractual obligations for third-party technology used in our solutions and for other services we purchase as part of our normal operations. In certain cases, these arrangements require a minimum annual purchase commitment by us. As of December 31, 2020, the remaining aggregate minimum purchase commitment under these arrangements was approximately \$94.8 million through 2024.

### Solution and service indemnifications

In the ordinary course of business, we provide certain indemnifications of varying scope to customers against claims of intellectual property infringement made by third parties arising from the use of our solutions or services. If we determine that it is probable that a loss has been incurred related to solution or service indemnifications, any such loss that could be reasonably estimated would be recognized. We have not identified any losses and, accordingly, we have not recorded a liability related to these indemnifications.

### Guarantees and indemnification obligations

We enter into agreements in the ordinary course of business with, among others, customers, creditors, vendors and service providers. Pursuant to certain of these agreements we have agreed to indemnify the other party for certain matters, such as property damage, personal injury, acts or omissions of ours, or our employees, agents or representatives, or third-party claims alleging that the activities of its contractual partner pursuant to the contract infringe a patent, trademark or copyright of such third party.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

## Legal proceedings

We are subject to legal proceedings and claims that arise in the ordinary course of business, as well as certain other non-ordinary course proceedings, claims and inquiries, as described below. We make a provision for a loss contingency when it is both probable that a material liability has been incurred and the amount of the loss can be reasonably estimated. If only a range of estimated losses can be determined, we accrue an amount within the range that, in our judgment, reflects the most likely outcome; if none of the estimates within that range is a better estimate than any other amount, we accrue the low end of the range. For proceedings in which an unfavorable outcome is reasonably possible but not probable and an estimate of the loss or range of losses arising from the proceeding can be made, we disclose such an estimate, if material. If such a loss or range of losses is not reasonably estimable, we disclose that fact. We review any such loss contingency provisions at least quarterly and adjust them to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular case. We recognize insurance recoveries, if any, when they are probable of receipt. All associated legal costs are expensed as incurred.

Legal proceedings are inherently unpredictable. However, we believe that we have valid defenses with respect to the legal matters pending or threatened against us and intend to defend ourselves vigorously against all claims asserted. We further believe that the amount or range of reasonably possible losses related to such pending or threatened legal proceedings will not have a material adverse effect on our business, operating results, cash flows, or financial condition should such litigation be resolved unfavorably. It is possible, nevertheless, that our consolidated financial position, results of operations or cash flows could be negatively affected in any particular period by an unfavorable resolution of one or more of such legal proceedings.

### Security incident

As previously disclosed, we are subject to risks and uncertainties as a result of a ransomware attack against us in May 2020 in which a cybercriminal removed a copy of a subset of data from our self-hosted environment (the "Security Incident"). Based on the nature of the Security Incident, our research and third party (including law enforcement) investigation, we have no reason to believe that any data went beyond the cybercriminal, was or will be misused, or will be disseminated or otherwise made available publicly. Our investigation into the Security Incident by our cybersecurity team and third-party forensic advisors remains ongoing.

During 2020, we recorded \$10.4 million of expenses related to the Security Incident and offsetting probable insurance recoveries of \$9.4 million. Due to the time required to submit and process such insurance claims, we have not yet received all of the accrued insurance recoveries. Of the insurance recoveries recorded, \$3.1 million had been paid as of December 31, 2020. Recorded expenses consisted primarily of payments to third-party service providers and consultants, including legal fees, and enhancements to our cybersecurity measures. We present expenses and insurance recoveries related to the Security Incident in general and administrative expense on our condensed consolidated statements of comprehensive income. We expect to continue to experience increased costs related to our response to the Security Incident and our efforts to further enhance our security measures, which may or may not be material.

As a result of the Security Incident, we are currently subject to certain legal proceedings, claims, inquiries and investigations, as discussed below, and could be the subject of additional legal proceedings, claims, inquiries and investigations in the future that might result in adverse judgments, settlements, fines, penalties, or other resolution. Although we carry insurance policies that we believe will provide coverage for a significant portion of our current and expected future losses and expenses related to the Security Incident, there can be no assurance that they will do so.

Based on our analysis of the factors described above, we have not recorded a liability related to the Security Incident as of December 31, 2020 because we are unable at this time to reasonably estimate the possible loss or range of loss.

*Customer claims.* To date, we have received approximately 570 claims for reimbursement of expenses from customers or their attorneys in the U.S., U.K. and Canada related to the Security Incident (none of which have as yet been filed in court or in arbitration). Possible exposure could result from our customers' costs and expenses associated with notifying their own customers of the Security Incident and taking steps to assure that personal information has not been compromised as a result of the Security Incident. We are in the process of analyzing individual customer contracts into which we have entered, the specific claims made and applicable law. At this time we cannot determine what, if any, exposure we have in the context of customer claims.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

*Customer constituent class actions.* Presently, we are a defendant in 30 putative consumer class action cases [27 in U.S. federal courts (some of which have been consolidated under multi district litigation to a single federal court), 1 in a U.S. state court and 2 in Canadian courts] alleging harm from the Security Incident. The plaintiffs in these cases, who purport to represent various classes of individual constituents of our customers, generally claim to have been harmed by alleged actions and/or omissions by us in connection with the Security Incident and assert a variety of common law and statutory claims seeking monetary damages, injunctive relief, costs and attorneys' fees, and other related relief.

Lawsuits that are putative class actions require a plaintiff to satisfy a number of procedural requirements before proceeding to trial. These requirements include, among others, demonstration to a court that the law proscribes in some manner our activities, the making of factual allegations sufficient to suggest that our activities exceeded the limits of the law and a determination by the court—known as class certification—that the law permits a group of individuals to pursue the case together as a class. If these procedural requirements are not met, the lawsuit cannot proceed as a class action and the plaintiff may lose the financial incentive to proceed with the case. Frequently, a court's determination as to these procedural requirements is subject to appeal to a higher court. As a result of these uncertainties, we may be unable to determine the probability of loss until, or after, a court has finally determined that a plaintiff has satisfied the applicable class action procedural requirements.

Furthermore, for putative class actions, it is often not possible to estimate the possible loss or a range of loss amounts, even where we have determined that a loss is reasonably possible. Generally, class actions involve a large number of people and raise complex legal and factual issues that result in uncertainty as to their outcome and, ultimately, making it difficult for us to estimate the amount of damages that a plaintiff might successfully prove. This analysis is further complicated by the fact that the plaintiffs lack contractual privity with us.

*Governmental inquiries.* To date, we have received a consolidated, multi-state Civil Investigative Demand issued on behalf of 44 state Attorneys General and the District of Columbia relating to the Security Incident. In addition, we have received communications, inquiries and requests from the U.S. Federal Trade Commission, the U.S. Department of Health and Human Services, the U.S. Securities and Exchange Commission, the Information Commissioner's Office in the United Kingdom (the "ICO") under the U.K. Data Protection Act 2018, the Office of the Australian Information Commissioner and the Office of the Privacy Commissioner of Canada. We are cooperating with these offices and responding to their inquiries.

## **12. Income Taxes**

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We file income tax returns in the U.S. for federal and various state jurisdictions as well as in foreign jurisdictions including Canada, the U.K., Australia, Ireland and Costa Rica. We are generally subject to U.S. federal income tax examination for calendar tax years 2016 through 2020 as well as state and foreign income tax examinations for various years depending on statutes of limitations of those jurisdictions. We are currently under U.S. federal income tax examination for the calendar year 2016.



**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

The following summarizes the components of income tax expense (benefit):

(dollars in thousands)	Years ended December 31,		
	2020	2019	2018
<b>Current taxes:</b>			
U.S. Federal	\$ (407) \$	1,534 \$	(1,088)
U.S. State and local	1,563	613	1,182
International	3,904	130	306
<b>Total current taxes</b>	<b>5,060</b>	<b>2,277</b>	<b>400</b>
<b>Deferred taxes:</b>			
U.S. Federal	(1,064)	(1,724)	659
U.S. State and local	7,725	(2,235)	45
International	2,176	359	(1,323)
<b>Total deferred taxes</b>	<b>8,837</b>	<b>(3,600)</b>	<b>(619)</b>
<b>Total income tax provision (benefit)</b>	<b>\$ 13,897 \$</b>	<b>(1,323) \$</b>	<b>(219)</b>

The following summarizes the components of income before provision for income taxes:

(dollars in thousands)	Years ended December 31,		
	2020	2019	2018
U.S.	\$ (4,112) \$	5,149 \$	47,532
International	25,726	5,436	(2,910)
Income before provision for income taxes	\$ 21,614 \$	10,585 \$	44,622

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

A reconciliation between the effect of applying the federal statutory rate and the effective income tax rate used to calculate our income tax provision (benefit) is as follows:

	Years ended December 31,		
	2020	2019	2018
Federal statutory rate	21.0 %	21.0 %	21.0 %
Effect of:			
State income taxes, net of federal benefit	5.9	(1.7)	4.1
Change in foreign income tax rate applied to deferred tax balances	4.0	2.0	—
Change in state income tax rate applied to deferred tax balances	0.1	(3.1)	(0.4)
Change in valuation reserve (primarily state credit reserves)	38.2	3.7	0.4
Section 162(m) limitation	17.5	30.8	4.2
Nondeductible meals, entertainment and transportation	3.3	11.3	2.6
Unrecognized tax benefit	1.3	4.4	(2.6)
GILTI inclusion	1.3	5.9	—
FDII benefit	—	(1.5)	(0.7)
Stock-based compensation	(1.2)	(20.2)	(17.4)
Foreign tax rate	(1.7)	0.3	0.2
State credits, net of federal benefit	(2.3)	(15.4)	(1.9)
DTA Adjustment – NOLs	(3.3)	—	—
Return to accrual adjustment	(4.1)	(10.6)	(1.6)
Federal credits generated	(17.4)	(37.6)	(10.4)
Other	1.7	(1.8)	2.0
Income tax provision (benefit) effective rate	64.3 %	(12.5)%	(0.5)%

The increase in our effective tax rate in 2020 when compared to 2019, was primarily due to increase in valuation allowance attributable to state tax credit carryforwards for which we do not expect to realize benefit. Furthermore, our 2020 effective tax rate was negatively impacted by reduced benefit attributable to research tax credit and stock based compensation deduction. Lastly, higher 2020 earnings lessened impact of other non-deductible items.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

The significant components of our deferred tax assets and liabilities were as follows:

(dollars in thousands)	December 31,	
	2020	2019
<b>Deferred tax assets relating to:</b>		
Federal and state and foreign net operating loss carryforwards	\$ 5,592	\$ 9,203
Federal, state and foreign tax credits	42,598	24,435
Stock-based compensation	17,434	11,717
Operating leases	13,375	35,620
Allowance for credit losses	2,399	1,374
Intangible assets	1,663	1,560
Deferred revenue	524	682
Accrued bonuses	—	1,713
Other	9,111	7,487
<b>Total deferred tax assets</b>	<b>92,696</b>	<b>93,791</b>
<b>Deferred tax liabilities relating to:</b>		
Intangible assets	(45,757)	(46,569)
Capitalized software development costs	(28,804)	(26,107)
Costs of obtaining contracts	(20,256)	(21,128)
Operating leases	(12,333)	(32,888)
Fixed assets	(8,458)	(4,446)
Other	(398)	(315)
<b>Total deferred tax liabilities</b>	<b>(116,006)</b>	<b>(131,453)</b>
<b>Valuation allowance</b>	<b>(29,184)</b>	<b>(6,453)</b>
<b>Net deferred tax liability</b>	<b>\$ (52,494)</b>	<b>\$ (44,115)</b>

As of December 31, 2020, our federal, foreign and state net operating loss carryforwards for income tax purposes were approximately \$18.5 million, \$2.1 million and \$21.4 million, respectively. The federal and state net operating loss carryforwards are subject to various Internal Revenue Code limitations and applicable state tax laws. If not utilized, the federal net operating loss carryforwards will begin to expire in 2028 and the state net operating loss carryforwards will expire over various periods beginning in 2021. Our foreign net operating loss carryforwards have an unlimited carryforward period. As of December 31, 2020, our foreign tax credit carryforwards for income tax purposes were insignificant. Our federal tax credit carryforwards for income tax purposes were approximately \$14.1 million. Our state tax credit carryforwards for income tax purposes were approximately \$30.9 million, net of federal benefit. If not utilized, the federal tax credit carryforwards will begin to expire in 2036 and the state tax credit carryforwards will begin to expire in 2021. A portion of the foreign and state net operating loss carryforwards and state credit carryforwards have a valuation reserve due to management's uncertainty regarding the future ability to use such carryforwards.

As of each reporting date, management considers new evidence, both positive and negative, that could affect its view of the future realization of deferred tax assets. As of December 31, 2020, in part because requisite tax planning strategies are no longer considered feasible and prudent, management determined that it is more likely than not that the benefit from certain state tax credit carryforwards will not be realized. In recognition of this risk, we have provided a valuation allowance of \$28.2 million on the deferred tax assets related to these state tax credit carryforwards. The increase in valuation allowance resulted in \$8.3 million charge to income tax expense and non-recognition of benefit attributable to credits generated in the current year.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

The following table illustrates the change in our deferred tax asset valuation allowance:

Years ended December 31, (dollars in thousands)		Balance at beginning of year	Acquisition- related change	Charges to expense	Balance at end of year
2020	\$	6,453	\$ —	\$ 22,731	\$ 29,184
2019		6,855	—	(402)	6,453
2018		7,205	16	(366)	6,855

The following table sets forth the change to our unrecognized tax benefit for the years ended December 31, 2020, 2019 and 2018:

(dollars in thousands)	Years ended December 31,		
	2020	2019	2018
Balance at beginning of year	\$ 4,346	\$ 3,704	\$ 5,160
Increases from prior period positions	414	1,183	104
Decreases in prior year positions	(614)	(385)	(413)
Increases from current period positions	491	456	58
Lapse of statute of limitations	(12)	(612)	(1,205)
Balance at end of year	\$ 4,625	\$ 4,346	\$ 3,704

The total amount of unrecognized tax benefit that, if recognized, would favorably affect the effective tax rate was \$4.2 million at December 31, 2020. Certain prior period amounts relating to our 2014 acquisitions are covered under indemnification agreements and, therefore, we have recorded a corresponding indemnification asset. We recognize accrued interest and penalties, if any, related to unrecognized tax benefits as a component of income tax expense. The total amount of accrued interest and penalties included in the consolidated balance sheet as of December 31, 2020 and December 31, 2019 was \$1.1 million and \$1.0 million, respectively. The total amount of interest and penalties included in the consolidated statements of comprehensive income as an increase or decrease in income tax expense for 2020, 2019 and 2018 was insignificant.

We have taken federal and state tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits might decrease within the next twelve months. This possible decrease could result from the expiration of statutes of limitations. The reasonably possible decrease at December 31, 2020 was \$1.1 million.

For our undistributed earnings of foreign subsidiaries, which we do not consider to be significant, we concluded that these earnings would be permanently reinvested in the local jurisdictions and not repatriated to the United States. Accordingly, we have not provided for U.S. state income taxes and foreign withholding taxes on those undistributed earnings of our foreign subsidiaries. If some or all of such earnings were to be remitted, the amount of taxes payable would be insignificant.

### 13. Stock-based Compensation

#### Employee stock-based compensation plans

Under the 2016 Equity and Incentive Compensation Plan Amended and Restated as of June 13, 2019 (the "2016 Equity Plan"), we may grant incentive stock options, nonstatutory stock options, stock appreciation rights, restricted stock, restricted stock units, other stock awards and cash incentive awards to employees, directors and consultants. We maintain other stock-based compensation plans including the 2008 Equity Incentive Plan (the "2008 Equity Plan"), under which no additional grants may be made.

In connection with the acquisition of Convio in May 2012, we maintain the Convio, Inc. 1999 Stock Option/Stock Issuance Plan, as amended (the "Convio 1999 Plan") and Convio, Inc. 2009 Stock Incentive Plan, as amended (the "Convio 2009 Plan"), which we assumed upon the acquisition of Convio. Our Compensation Committee of the Board of Directors administers all of these plans and the stock-based awards are granted under terms determined by them.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

The total number of authorized stock-based awards available under our plans was 4,779,951 as of December 31, 2020. We issue common stock from our pool of authorized stock upon exercise of stock options and stock appreciation rights, vesting of restricted stock units or upon granting of restricted stock.

Historically, we have issued four types of awards under these plans: restricted stock awards, restricted stock units, stock options and stock appreciation rights ("SARs"). There have been no new stock options or SARs granted since 2005 and 2013, respectively. The following table sets forth the number of awards outstanding for each award type as of:

Award type	Outstanding at December 31,	
	2020	2019
Restricted stock awards	1,277,109	1,316,764
Restricted stock units	1,170,885	501,487
Stock options	—	206

The majority of the stock-based awards granted under these plans have a 10-year contractual term. Awards granted to our executive officers and certain members of management are subject to accelerated vesting upon a change in control as defined in the employees' retention agreement.

### Expense recognition

We recognize compensation expense associated with stock options and awards with performance or market based vesting conditions on an accelerated basis over the requisite service period of the individual grantees, which generally equals the vesting period. We recognize compensation expense associated with restricted stock awards and SARs on a straight-line basis over the requisite service period of the individual grantees, which generally equals the vesting period. We recognize the effect of awards for which the requisite service period is not rendered when the award is forfeited (that is, we recognize the effect of forfeitures in compensation cost when they occur). Previously recognized compensation cost for an award is reversed in the period that the award is forfeited.

Stock-based compensation expense is allocated to cost of revenue and operating expenses on the consolidated statements of comprehensive income based on where the associated employee's compensation is recorded. The following table summarizes stock-based compensation expense:

(in thousands)	Years ended December 31,		
	2020	2019	2018
Included in cost of revenue:			
Cost of recurring	\$ 5,793	\$ 1,879	\$ 2,464
Cost of one-time services and other	7,581	1,487	2,778
Total included in cost of revenue	13,374	3,366	5,242
Included in operating expenses:			
Sales, marketing and customer success	15,514	11,203	9,285
Research and development	18,527	11,115	9,048
General and administrative	39,842	32,949	24,699
Total included in operating expenses	73,883	55,267	43,032
Total stock-based compensation expense	\$ 87,257	\$ 58,633	\$ 48,274

See Note 2 for discussion of the additional equity award grants we made in response to COVID-19.

The total amount of compensation cost related to unvested awards not recognized was \$98.7 million at December 31, 2020. It is expected that this amount will be recognized over a weighted average period of 1.4 years.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

### Restricted stock awards

We have granted shares of common stock subject to certain restrictions under the 2016 Equity Plan and the 2008 Equity Plan. Restricted stock awards granted to employees vest in equal annual installments generally over 4 years from the grant date subject to the recipient's continued employment with us. Restricted stock awards granted to non-employee directors vest after one year from the date of grant or, if earlier, immediately prior to the next annual election of directors, provided the non-employee director is serving as a director at that time. The fair market value of the stock at the time of the grant is amortized on a straight-line basis to expense over the period of vesting. Recipients of restricted stock awards have the right to vote such shares and receive dividends, if declared.

The following table summarizes our unvested restricted stock awards as of December 31, 2020, and changes during the year then ended:

Restricted stock awards	Restricted stock awards	Weighted average grant-date fair value	Weighted average remaining contractual term (in years)	Aggregate intrinsic value <sup>(1)</sup> (in thousands)
Unvested at January 1, 2020	1,316,764	\$ 79.92		
Granted	657,718	77.16		
Vested	(520,296)	76.66		
Forfeited	(177,077)	80.71		
Unvested at December 31, 2020	1,277,109	79.54	8.4	\$ 73,510

(1) The intrinsic value is calculated as the market value as of the end of the fiscal period.

The total fair value of restricted stock awards that vested during the years ended December 31, 2020, 2019 and 2018 was \$39.9 million, \$37.5 million and \$24.2 million, respectively. The weighted average grant-date fair value of restricted stock awards granted during the years ended December 31, 2019 and 2018 was \$78.39 and \$94.51, respectively.

### Restricted stock units

We have also granted restricted stock units subject to certain restrictions under the 2016 Equity Plan and the 2008 Equity Plan. Restricted stock units granted to employees vest in equal annual installments generally over 3 years from the grant date subject to the recipient's continued employment with us. We have also granted restricted stock units for which vesting is subject to meeting certain performance and/or market conditions. Restricted stock units granted with a market condition had a fair market value assigned at the grant date based on the use of a Monte Carlo simulation model. The fair market value of the stock at the time of the grant is amortized to expense on a straight-line basis over the period of vesting except for awards with market or performance conditions, which are amortized on an accelerated basis over the period of vesting.

The following table summarizes our unvested restricted stock units as of December 31, 2020, and changes during the year then ended:

Restricted stock units	Restricted stock units	Weighted average grant-date fair value	Weighted average remaining contractual term (in years)	Aggregate intrinsic value <sup>(1)</sup> (in thousands)
Unvested at January 1, 2020	501,487	\$ 80.49		
Granted	1,020,381	59.59		
Forfeited	(111,450)	67.75		
Vested	(239,533)	78.97		
Unvested at December 31, 2020	1,170,885	63.62	9.0	\$ 67,396

(1) The intrinsic value is calculated as the market value as of the end of the fiscal period.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

The total fair value of restricted stock units that vested during the years ended December 31, 2020, 2019 and 2018 was \$18.9 million, \$19.2 million, and \$13.7 million, respectively. The weighted average grant date fair value of restricted stock units granted for the years ended December 31, 2019 and 2018 was \$77.90 and \$95.59, respectively.

### Stock appreciation rights

All SARs previously granted were fully vested as of December 31, 2017. The total intrinsic value of SARs exercised during the years ended December 31, 2019 and 2018 was \$3.6 million and \$12.4 million, respectively. SARs granted with a market condition had a fair market value assigned at the grant date based on the use of a Monte Carlo simulation model. All other SARs granted had a fair market value assigned at the grant date based on the use of the Black-Scholes option pricing model.

## 14. Stockholders' Equity

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### Preferred stock

Our Board of Directors may fix the relative rights and preferences of each series of preferred stock in a resolution of the Board of Directors.

### Dividends

In March 2020, in response to the global COVID-19 pandemic, our Board of Directors rescinded its previously announced policy to pay an annual dividend at a rate of \$0.48 per share of common stock and discontinued the declaration and payment of all cash dividends beginning with the second quarter of 2020 and thereafter until such time, if any, as it may otherwise determine in its sole discretion.

The following table provides information with respect to quarterly dividends paid on common stock during the year ended December 31, 2020.

Declaration Date		Dividend per Share	Record Date	Payable Date
February 10, 2020	\$	0.12	February 28	March 13

### Stock repurchase program

In November 2020, our Board of Directors reauthorized and expanded a stock repurchase program that authorizes us to purchase up to \$250.0 million of our outstanding shares of common stock. The program does not have an expiration date. Under the stock repurchase program, we are authorized to repurchase shares from time to time in accordance with applicable laws both on the open market, including under trading plans established pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, and in privately negotiated transactions. The timing and amount of repurchases depends on several factors, including market and business conditions, the trading price of our common stock and the nature of other investment opportunities. The repurchase program may be limited, suspended or discontinued at any time without prior notice. Under the 2020 Credit Facility, we have restrictions on our ability to repurchase shares of our common stock.

We account for purchases of treasury stock under the cost method. During the year ended December 31, 2020, we purchased 714,000 shares for \$41.0 million. The remaining amount available to purchase stock under the stock repurchase program was \$209.0 million as of December 31, 2020.

Between January 1, 2021 and February 19, 2021, we repurchased an additional 465,821 shares for \$28.1 million.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

**Changes in accumulated other comprehensive loss by component**

The changes in accumulated other comprehensive loss by component, consisted of the following:

(in thousands)	Years ended December 31,		
	2020	2019	2018
<b>Accumulated other comprehensive loss, beginning of period</b>	\$ (5,290)	\$ (5,110)	\$ (642)
<b>By component:</b>			
<b>Gains and losses on cash flow hedges:</b>			
Accumulated other comprehensive (loss) income balance, beginning of period	\$ (1,323)	\$ 1,498	\$ 748
Other comprehensive (loss) income before reclassifications, net of tax effects of \$1,625, \$860 and \$(239)	(4,602)	(2,399)	670
Amounts reclassified from accumulated other comprehensive (loss) income to interest expense	3,827	(573)	(118)
Tax (benefit) expense included in provision for income taxes	(1,003)	151	31
Total amounts reclassified from accumulated other comprehensive (loss) income	2,824	(422)	(87)
Net current-period other comprehensive (loss) income	(1,778)	(2,821)	583
Reclassification upon adoption of ASU 2018-02	—	—	167
Accumulated other comprehensive (loss) income balance, end of period	\$ (3,101)	\$ (1,323)	\$ 1,498
<b>Foreign currency translation adjustment:</b>			
Accumulated other comprehensive loss balance, beginning of period	\$ (3,967)	\$ (6,608)	\$ (1,390)
Translation adjustments	4,571	2,641	(5,218)
Accumulated other comprehensive income (loss) balance, end of period	604	(3,967)	(6,608)
<b>Accumulated other comprehensive loss, end of period</b>	\$ (2,497)	\$ (5,290)	\$ (5,110)

**15. Defined Contribution Plan**

We have a defined contribution 401(k) plan (the "401K Plan") covering substantially all employees. Employees were able to contribute between 1% and 75% of their salaries in 2020, 2019 and 2018. We match 50% of qualified employees' contributions up to 6% of their salary. The 401K Plan also provides for additional employer contributions to be made at our discretion. We suspended our 401(k) match program between April 1, 2020 and December 31, 2020 in response to COVID-19. Total matching contributions to the 401K Plan for the years ended December 31, 2020, 2019 and 2018 were \$1.9 million, \$8.7 million and \$8.1 million, respectively.

We made a discretionary matching contribution to eligible employees 401(k) plans in December 2020 totaling \$1.2 million, given our financial performance during the fourth quarter. There were no discretionary contributions by us to the 401K Plan in 2019 and 2018.



**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

## 16. Segment Information

Our chief operating decision maker is our chief executive officer ("CEO"). Our chief operating decision maker uses consolidated financial information to make operating decisions, assess financial performance and allocate resources. We have one operating segment and one reportable segment.

The following table presents long-lived assets by geographic region based on the location of the assets.

(dollars in thousands)	Years ended December 31,	
	2020	2019
United States	\$ 103,123	\$ 32,606
Other countries	2,054	2,940
Total property and equipment	\$ 105,177	\$ 35,546

See Note 17 to these consolidated financial statements for information about our revenues by geographic region.

## 17. Revenue Recognition

### Transaction price allocated to the remaining performance obligations

As of December 31, 2020, approximately \$755 million of revenue is expected to be recognized from remaining performance obligations. We expect to recognize revenue on approximately 60% of these remaining performance obligations over the next 12 months, with the remainder recognized thereafter.

We applied the practical expedient in ASC 606-10-50-14 and have excluded the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less (one-time services); and (ii) contracts for which we recognize revenue at the amount to which we have the right to invoice for services performed (payment services and usage).

We also applied the practical expedient in ASC 606-10-65-1-(f)(3), whereby the transaction price allocated to the remaining performance obligations, or an explanation of when we expect to recognize that amount as revenue for all reporting periods presented before the date of the initial application, is not disclosed.

### Contract balances

Our contract assets as of December 31, 2020 and December 31, 2019 were insignificant. Our opening and closing balances of deferred revenue were as follows:

(in thousands)	December 31, 2020	December 31, 2019
Total deferred revenue	\$ 316,914	\$ 316,137

Deferred revenue was held flat during 2020, primarily due to declines in our 2020 bookings performance compared to our budgeted expectations as a result of COVID-19. The amount of revenue recognized during the 2020 that was included in the deferred revenue balance at the beginning of the period was approximately \$311 million. The amount of revenue recognized during the 2020 from performance obligations satisfied in prior periods was insignificant.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

### Disaggregation of revenue

We sell our cloud solutions and related services in three primary geographical markets: to customers in the United States, to customers in the United Kingdom and to customers located in other countries. The following table presents our revenue by geographic area based on the address of our customers:

(dollars in thousands)	Years ended December 31,		
	2020	2019	2018
United States	\$ 772,188	\$ 775,308	\$ 727,366
United Kingdom	84,121	65,176	59,898
Other countries	56,910	59,939	61,342
<b>Total revenue</b>	<b>\$ 913,219</b>	<b>\$ 900,423</b>	<b>\$ 848,606</b>

The General Markets Group ("GMG"), the Enterprise Markets Group ("EMG"), and the International Markets Group ("IMG") comprise our go-to-market organizations. The following is a description of each market group as of December 31, 2020:

- The GMG focuses on sales to all K-12 private schools, faith communities and arts and cultural organizations, as well as emerging and mid-sized prospects in the U.S.;
- The EMG focuses on sales to all healthcare and higher education institutions, corporations and foundations, as well as large and/or strategic prospects in the U.S.; and
- The IMG focuses on sales to all prospects and customers outside of the U.S.

The following table presents our revenue by market group:

(dollars in thousands)	Years ended December 31,		
	2020	2019	2018 <sup>(2)</sup>
GMG	\$ 376,762	\$ 378,384	\$ 362,585
EMG <sup>(1)</sup>	393,061	392,258	360,873
IMG	142,607	126,511	123,522
Other	789	3,270	1,626
<b>Total revenue</b>	<b>\$ 913,219</b>	<b>\$ 900,423</b>	<b>\$ 848,606</b>

- (1) The operating results of YourCause have been included in EMG from the date of acquisition. See Note 3 to these consolidated financial statements for details regarding this acquisition.
- (2) Beginning in the first quarter of 2019, all of our Canadian operations are included in IMG. We have recast our revenue by market group for the twelve months ended December 31, 2018, to present them on a consistent basis with the current year.

**Blackbaud, Inc.**  
**Notes to Consolidated Financial Statements**

## 18. Quarterly Results (Unaudited)

(dollars in thousands, except per share data)	December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020
Total revenue	\$ 242,606	\$ 215,001	\$ 231,991	\$ 223,621
Gross profit	123,030	116,316	127,052	118,756
(Loss) income from operations	(850)	10,087	19,582	8,424
(Loss) income before provision for income taxes	(6,672)	6,632	16,319	5,335
Net (loss) income	(13,621)	4,876	11,823	4,639
(Loss) earnings per share				
Basic	\$ (0.28)	\$ 0.10	\$ 0.25	\$ 0.10
Diluted	(0.28)	0.10	0.24	0.10

(dollars in thousands, except per share data)	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019
Total revenue	\$ 237,839	\$ 221,120	\$ 225,634	\$ 215,830
Gross profit	121,302	119,323	124,827	116,547
Income from operations	3,586	7,883	13,491	2,185
(Loss) income before provision for income taxes	(1,262)	4,930	9,873	(2,956)
Net income (loss)	1,324	4,566	7,140	(1,122)
Earnings (loss) per share				
Basic	\$ 0.03	\$ 0.10	\$ 0.15	\$ (0.02)
Diluted	0.03	0.09	0.15	(0.02)

Note: The individual amounts for each quarter may not sum to full year totals due to rounding.

The results of operations of acquired companies are included in the consolidated results of operations from the date of their respective acquisition. See Note 3 of these consolidated financial statements for details related to our business acquisitions.

## 19. Restructuring

During 2017, in an effort to further our organizational objectives, including improved operating efficiency, customer outcomes and employee satisfaction, we initiated a multi-year plan to consolidate and relocate some of our existing offices to highly modern and more collaborative workspaces with short-term financial commitments. We substantially completed our facilities optimization restructuring plan as of December 2019. During the years ended December 31, 2019 and 2018, we incurred \$5.8 million and \$4.6 million, respectively, in before-tax restructuring charges related to these activities. Such charges during the year ended December 31, 2020 were insignificant.

Restructuring costs incurred prior to our adoption of ASU 2016-02 on January 1, 2019 consisted primarily of costs to terminate lease agreements, contractual lease payments, net of estimated sublease income, upon vacating space as part of the plan, as well as insignificant costs to relocate affected employees and write-off facilities-related fixed assets that we would no longer use.

Upon adoption of ASU 2016-02 at January 1, 2019, we reduced our operating lease ROU assets recognized at transition by the carrying amounts of the restructuring liabilities for certain leased office spaces that we ceased using prior to December 31, 2018. Restructuring costs incurred during the year ended December 31, 2019 consisted primarily of operating lease ROU asset impairment costs and, to a lesser extent, lease payments for offices we had ceased using and write-offs of facilities-related fixed assets that we would no longer use.

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## ITEM 9A. CONTROLS AND PROCEDURES

### Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e) and 15d-15(e)) are designed only to provide reasonable assurance that they will meet their objectives. As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial and accounting officer), of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e)) pursuant to Exchange Act Rule 13a-15(b). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective to provide the reasonable assurance discussed above.

### Changes in Internal Control Over Financial Reporting

No change in internal control over financial reporting occurred during the fiscal quarter ended December 31, 2020 with respect to our operations that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. Our internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Our management conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2020, based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this evaluation under the *Internal Control - Integrated Framework*, management concluded that our internal control over financial reporting was effective as of December 31, 2020.

The effectiveness of our internal control over financial reporting as of December 31, 2020, has been audited by our independent registered public accounting firm, as stated in their attestation report, which is included in Item 8 of this Annual Report on Form 10-K.

## ITEM 9B. OTHER INFORMATION

None.

## ► PART III.

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by Item 10 with respect to Directors and Executive Officers is incorporated by reference from the information under the captions "Election of Directors," "Information Regarding Meetings of the Board and Committees," "Delinquent Section 16(a) Reports," and "Code of Business Conduct and Ethics and Code of Ethics," contained in Blackbaud's Proxy Statement for the 2021 Annual Meeting of Stockholders expected to be held on June 9, 2021, except for "Information about our Executive Officers" which is set forth in Part I of this report.

### ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 is incorporated by reference from the information under the captions "Director Compensation," "Executive Compensation," "Compensation Discussion and Analysis," "2020 Summary Compensation Table" and "CEO Pay Ratio" contained in Blackbaud's Proxy Statement for the 2021 Annual Meeting of Stockholders expected to be held on June 9, 2021.

### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by Item 12 is incorporated by reference from information under the captions "Stock Ownership" and "Equity Compensation Plan Information" contained in Blackbaud's Proxy Statement for the 2021 Annual Meeting of Stockholders expected to be held on June 9, 2021.

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by Item 13 is incorporated by reference from the information under the captions "Transactions with Related Persons," and "Independence of Directors" contained in Blackbaud's Proxy Statement for the 2021 Annual Meeting of Stockholders expected to be held on June 9, 2021.

### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by Item 14 is incorporated by reference from the information under the caption "Audit Committee Report," contained in Blackbaud's Proxy Statement for the 2021 Annual Meeting of Stockholders expected to be held on June 9, 2021.

## ► PART IV.

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are included as part of the Annual Report on Form 10-K:

1. *Financial statements*

See the "Index to consolidated financial statements" in Part II Item 8 of this report.

2. *Financial statement schedules*

Schedules not listed above have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements thereto.

3. *Exhibits*

The exhibits listed below are filed or incorporated by reference as part of this report:

Exhibit Number	Description of Document	Registrant's Form	Filed In	
			Dated	Exhibit Number
<a href="#">2.1</a>	<a href="#">Agreement and Plan of Merger and Reincorporation dated April 6, 2004</a>	S-1/A	4/6/2004	2.1
<a href="#">2.5</a> *	<a href="#">Stock Purchase Agreement dated as of February 1, 2011 by and among Public Interest Data, Inc., all for the stockholders of Public Interest Data, Inc., Stephen W. Zautke, as stockholder representative and Blackbaud, Inc.</a>	10-Q	5/10/2011	2.3
<a href="#">2.6</a>	<a href="#">Agreement and Plan of Merger dated as of January 16, 2012 by and among Blackbaud, Inc., Caribou Acquisition Corporation and Convio, Inc.</a>	8-K	1/17/2012	2.4
<a href="#">2.7</a>	<a href="#">Stock Purchase Agreement dated as of October 6, 2011 by and among Everyday Hero Pty. Ltd., all of the stockholders of Everyday Hero Pty. Ltd., Nathan Betteridge as stockholder representative and Blackbaud Pacific Pty. Ltd.</a>	10-K	2/29/2012	2.7
<a href="#">2.8</a>	<a href="#">Purchase Agreement, dated August 30, 2014, by and among MicroEdge Holdings, LLC, Blackbaud, Inc, direct and indirect holders of all of the outstanding equity interests of MicroEdge Holdings, LLC, and VFF I AIV I, L.P., as Sellers' Representative.</a>	8-K	10/2/2014	10.76
<a href="#">2.9</a>	<a href="#">Unit Purchase Agreement, dated as of August 10, 2015, by and between Smart Tuition Holdings, LLC and Blackbaud, Inc.</a>	8-K	10/8/2015	10.78
<a href="#">2.10</a>	<a href="#">Amendment, Consent and Waiver, Agreement dated as of October 2, 2015, by and between Smart Tuition Holdings, LLC and Blackbaud, Inc.</a>	8-K	10/8/2015	10.79
<a href="#">3.4</a>	<a href="#">Amended and Restated Certificate of Incorporation of Blackbaud, Inc.</a>	DEF 14A	4/30/2009	
<a href="#">3.5</a>	<a href="#">Amended and Restated Bylaws of Blackbaud, Inc.</a>	8-K	6/14/2019	3.1
<a href="#">4.1</a>	<a href="#">Description of Capital Stock</a>	10-K	2/20/2020	4.1
<a href="#">10.1</a> †	<a href="#">Form of Notice of Grant and Stock Option Agreement under Blackbaud, Inc. 2008 Equity Incentive Plan</a>	S-8	8/4/2008	10.34

## Blackbaud, Inc.

Exhibit Number	Description of Document	Registrant's Form	Filed In	
			Dated	Exhibit Number / Filed Herewith
<a href="#">10.2</a> †	<a href="#">Form of Notice of Grant and Restricted Stock Agreement under Blackbaud, Inc. 2008 Equity Incentive Plan</a>	S-8	8/4/2008	10.35
<a href="#">10.3</a> †	<a href="#">Form of Notice of Grant and Stock Appreciation Rights Agreement under Blackbaud, Inc. 2008 Equity Incentive Plan</a>	S-8	8/4/2008	10.36
<a href="#">10.4</a>	<a href="#">Triple Net Lease Agreement dated as of October 1, 2008 between Blackbaud, Inc. and Duck Pond Creek-SPE, LLC</a>	8-K	12/11/2008	10.37
<a href="#">10.5</a> †**	<a href="#">Convio, Inc. 1999 Stock Option/Stock Issuance Plan, as amended, and forms of stock option agreements</a>	S-1	1/22/2010	10.2
<a href="#">10.6</a> †**	<a href="#">Convio, Inc. 2009 Amended and Restated Stock Incentive Plan, as amended, and forms of stock option agreements</a>	S-1/A	3/19/2010	10.1
<a href="#">10.7</a> †**	<a href="#">Convio, Inc. Form of Nonstatutory Stock Option Notice (Double Trigger)</a>	8-K	2/28/2011	10.1
<a href="#">10.8</a> †**	<a href="#">Convio, Inc. Form of Restricted Stock Unit Notice (Double Trigger) and Agreement</a>	8-K	2/28/2011	10.2
<a href="#">10.9</a> †	<a href="#">Blackbaud, Inc. 2008 Equity Incentive Plan, as amended</a>	8-K	6/26/2012	10.59
<a href="#">10.10</a> †	<a href="#">Amendment to the Blackbaud, Inc. 2008 Equity Incentive Plan</a>	8-K	6/26/2012	10.60
<a href="#">10.11</a> †	<a href="#">Form of Employment Agreement between Blackbaud, Inc. and each of Anthony W. Boor and Kevin W. Mooney</a>	10-K	2/27/2013	10.65
<a href="#">10.12</a> †	<a href="#">Form of Employment Agreement between Blackbaud, Inc. and Jon W. Olson</a>	10-K	2/27/2013	10.65
<a href="#">10.13</a>	<a href="#">Lease Amendment and Remediation Agreement entered into as of March 22, 2013, by and between Blackbaud, Inc. and Duck Pond Creek-SPE, LLC.</a>	8-K	3/28/2013	10.66
<a href="#">10.14</a> †	<a href="#">Blackbaud, Inc. 2016 Equity and Incentive Compensation Plan</a>	DEF 14A	4/26/2016	Appendix C
<a href="#">10.15</a>	<a href="#">Lease Agreement dated May 16, 2016 between Blackbaud, Inc. and HPBB1, LLC</a>	10-Q	8/4/2016	10.84
<a href="#">10.16</a>	<a href="#">First Amendment to Lease Agreement, dated as of August 22, 2016, between HPBB1, LLC and Blackbaud, Inc.</a>	10-Q	11/4/2016	10.87
<a href="#">10.17</a>	<a href="#">Credit Agreement, dated as of June 2, 2017, by and among Blackbaud, Inc. and certain of its subsidiaries, as Borrowers, the lenders referred to therein, Bank of America, N.A., as Administrative Agent, Swingline Lender and Issuing Lender, PNC Bank, National Association, as Syndication Agent, and Wells Fargo Bank, National Association and Regions Bank, as Co-Documentation Agents, with Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, PNC Capital Markets LLC, Wells Fargo Securities, LLC and Regions Capital Markets, a division of Regions Bank, as Joint Lead Arrangers and Joint Bookrunners.</a>	8-K	6/5/2017	10.90
<a href="#">10.18</a>	<a href="#">Pledge Agreement, dated as of June 2, 2017, by Blackbaud, Inc. in favor of Bank of America, N.A., as administrative agent, for the ratable benefit of itself and the secured parties referred to therein.</a>	8-K	6/5/2017	10.91

## Blackbaud, Inc.

Exhibit Number	Description of Document	Registrant's Form	Filed In	
			Dated	Exhibit Number Filed Herewith
<a href="#">10.19</a> †	<a href="#">Form of Retention Agreement dated as of August 1, 2017 between Blackbaud, Inc. and each of Anthony W. Boor, Kevin W. Mooney and Jon W. Olson.</a>	10-Q	8/4/2017	10.92
<a href="#">10.20</a> †	<a href="#">Form of Retention Agreement between Blackbaud, Inc. and Kevin P. Gregoire</a>	10-Q	8/4/2017	10.92
<a href="#">10.21</a>	<a href="#">Second Amendment to Lease Agreement, dated as of May 18, 2017, between HPBB1, LLC and Blackbaud, Inc.</a>	10-K	2/20/2018	10.93
<a href="#">10.22</a>	<a href="#">Third Amendment to Lease Agreement, dated as of December 11, 2017, between HPBB1, LLC and Blackbaud, Inc.</a>	10-K	2/20/2018	10.94
<a href="#">10.23</a>	<a href="#">Fourth Amendment to Lease Agreement, dated as of February 28, 2018, between HPBB1, LLC and Blackbaud, Inc.</a>	10-Q	5/4/2018	10.95
<a href="#">10.24</a> †	<a href="#">Amended and Restated Blackbaud, Inc. 2016 Equity and Incentive Compensation Plan</a>	DEF 14A	4/24/2019	Appendix B
<a href="#">10.25</a> †	<a href="#">Offer Letter Agreement between Blackbaud, Inc. and Kevin P. Gregoire</a>	10-Q	5/3/2019	10.96
<a href="#">10.26</a> †	<a href="#">Form of Employee Agreement between Blackbaud, Inc. and Kevin P. Gregoire</a>	10-Q	5/3/2019	10.97
<a href="#">10.27</a> †	<a href="#">Amended and Restated Employment and Noncompetition Agreement dated December 11, 2019 between Blackbaud, Inc. and Michael P. Gianoni</a>	8-K	12/13/2019	10.99
<a href="#">10.28</a>	<a href="#">Fifth Amendment to Lease Agreement, dated as of February 18, 2020, between HPBB1, LLC and Blackbaud, Inc.</a>	10-Q	8/4/2020	10.1
<a href="#">10.29</a>	<a href="#">Sixth Amendment to Lease Agreement, dated as of March 17, 2020, between HPBB1, LLC and Blackbaud, Inc.</a>	10-Q	8/4/2020	10.2
<a href="#">10.30</a>	<a href="#">Seventh Amendment to Lease Agreement, dated as of April 14, 2020, between HPBB1, LLC and Blackbaud, Inc.</a>	10-Q	8/4/2020	10.3
<a href="#">10.31</a>	<a href="#">Eighth Amendment to Lease Agreement, dated as of May 26, 2020, between HPBB1, LLC and Blackbaud, Inc.</a>	10-Q	8/4/2020	10.4
<a href="#">10.32</a>	<a href="#">Ninth Amendment to Lease Agreement, dated as of June 8, 2020, between HPBB1, LLC and Blackbaud, Inc.</a>	10-Q	8/4/2020	10.5
<a href="#">10.33</a>	<a href="#">Purchase and Sale Agreement dated June 17, 2020, between HPBB1, LLC and Blackbaud, Inc.</a>	10-Q	8/4/2020	10.6
<a href="#">10.34</a>	<a href="#">Tenth Amendment to Lease Agreement, dated as of June 26, 2020, between HPBB1, LLC and Blackbaud, Inc.</a>	10-Q	8/4/2020	10.7
<a href="#">10.35</a>	<a href="#">First Amendment to Purchase and Sale Agreement, dated July 8, 2020, between HPBB1, LLC and BBHQ1, LLC.</a>	10-Q	11/3/2020	10.1
<a href="#">10.36</a>	<a href="#">Second Amendment to Purchase and Sale Agreement, dated July 21, 2020, between HPBB1, LLC and BBHQ1, LLC.</a>	10-Q	11/3/2020	10.2
<a href="#">10.37</a>	<a href="#">Eleventh Amendment to Lease Agreement, dated as of August 13, 2020, between BBHQ1, LLC and Blackbaud, Inc.</a>	10-Q	11/3/2020	10.3



## Blackbaud, Inc.

Exhibit Number	Description of Document	Registrant's Form	Filed In		Filed Herewith
			Dated	Exhibit Number	
<a href="#">10.38</a>	<a href="#">Amended and Restated Credit Agreement, dated as of October 30, 2020, by and among Blackbaud, Inc., and certain of its subsidiaries, as Borrowers, the lenders referred to therein, Bank of America, N.A., as Administrative Agent, Swingline Lender and Issuing Lender, PNC Bank, National Association, as Syndication Agent, and Regions Bank, BBVA USA and Fifth Third Bank, National Association, as Co-Documentation Agents, with BofA Securities, Inc., PNC Bank, National Association, Regions Capital Markets, BBVA USA and Fifth Third Bank, National Association as Joint Lead Arrangers and Joint Bookrunners.</a>	10-Q	11/3/2020	10.4	
<a href="#">10.39</a>	<a href="#">Amended and Restated Pledge Agreement, dated as of October 30, 2020, by Blackbaud, Inc. in favor of Bank of America, N.A., as Administrative Agent, for the ratable benefit of itself and the secured parties referred to therein.</a>	10-Q	11/3/2020	10.5	
<a href="#">10.40</a>	<a href="#">Termination of Triple Net Lease and Mutual Release Agreement, dated as of November 4, 2020, between Blackbaud, Inc. and HP 2000DI, LLC.</a>				X
<a href="#">21.1</a>	<a href="#">Subsidiaries of Blackbaud, Inc.</a>				X
<a href="#">23.1</a>	<a href="#">Consent of Independent Registered Public Accounting Firm</a>				X
<a href="#">31.1</a>	<a href="#">Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>				X
<a href="#">31.2</a>	<a href="#">Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>				X
<a href="#">32.1</a>	<a href="#">Certification by the Chief Executive Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>				X
<a href="#">32.2</a>	<a href="#">Certification by the Chief Financial Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>				X

**Blackbaud, Inc.**

Exhibit Number	Description of Document	Registrant's Form	Filed In	
			Dated	Exhibit Number Filed Herewith
101.INS	Inline XBRL Instance Document - the Instance Document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL Document.			X
101.SCH	Inline XBRL Taxonomy Extension Schema Document			X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document			X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document			X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document			X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document			X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).			X

\* The registrant has applied for an extension of the confidential treatment it was previously granted with respect to portions of this exhibit. Those portions have been omitted from the exhibit and filed separately with the U.S. Securities and Exchange Commission.

\*\* The Convio, Inc. 2009 Amended and Restated Stock Incentive Plan, as amended, and forms of stock option agreements thereunder ("Convio 2009 Original Plan Documents") and the Convio, Inc. 1999 Stock Option/Stock Issuance Plan, as amended, and forms of stock option agreements thereunder ("Convio 1999 Plan Documents") were filed by Convio in its Forms S-1/A and S-1, filed March 19, 2010 and January 25, 2010 as exhibits 10.1 and 10.2, respectively. The Convio, Inc. Form of Nonstatutory Stock Option Notice (Double Trigger) and Convio, Inc. Form of Restricted Stock Unit Notice (Double Trigger) and Agreement were filed by Convio in its Form 8-K on February 28, 2011 as exhibits 10.1 and 10.2 (together with the Convio 2009 Original Plan Documents, the "Convio 2009 Plan Documents"). We assumed the Convio 2009 Plan Documents and Convio 1999 Plan Documents when we acquired Convio in May 2012. We filed the Convio 2009 Plan Documents and Convio 1999 Plan Documents by incorporation by reference as exhibits 10.59, 10.60, 10.61 and 10.62 in our Form S-8 on May 7, 2012.

† Indicates management contract or compensatory plan, contract or arrangement.

## ITEM 16. Form 10-K Summary

Not applicable.

## ► SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

**Blackbaud, Inc.**

Signed: February 23, 2021

/S/ MICHAEL P. GIANONI

\_\_\_\_\_  
President and Chief Executive Officer  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this Form 10-K has been signed below by the following persons on behalf of the Registrant and on the dates indicated.

/S/ MICHAEL P. GIANONI _____ <b>Michael P. Gianoni</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	Date: February 23, 2021
/S/ ANTHONY W. BOOR _____ <b>Anthony W. Boor</b>	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	Date: February 23, 2021
/S/ ANDREW M. LEITCH _____ <b>Andrew M. Leitch</b>	Chairman of the Board of Directors	Date: February 23, 2021
/S/ TIMOTHY CHOU _____ <b>Timothy Chou</b>	Director	Date: February 23, 2021
/S/ GEORGE H. ELLIS _____ <b>George H. Ellis</b>	Director	Date: February 23, 2021
/S/ THOMAS R. ERTEL _____ <b>Thomas R. Ertel</b>	Director	Date: February 23, 2021
/S/ SARAH E. NASH _____ <b>Sarah E. Nash</b>	Director	Date: February 23, 2021
/S/ JOYCE M. NELSON _____ <b>Joyce M. Nelson</b>	Director	Date: February 23, 2021

## TERMINATION OF TRIPLE NET LEASE AND MUTUAL RELEASE AGREEMENT

**THIS TERMINATION OF TRIPLE NET LEASE AND MUTUAL RELEASE AGREEMENT** (this “**Agreement**”) is made and entered into effective as of this 4<sup>th</sup> day of November, 2020 (the “**Effective Date**”) by and between **HP 2000DI, LLC**, a Georgia limited liability company (“**Landlord**”) and **BLACKBAUD, INC.**, a Delaware corporation (“**Tenant**”).

### RECITALS

- A. Landlord and Tenant are parties to that certain Triple Net Lease Agreement originally between Duck Pond Creek-SPE, LLC and Tenant dated as of October 1, 2008, as amended by that certain Lease Amendment and Remediation Agreement dated March 20, 2013, as further amended by that certain Second Amendment to Triple Net Lease Agreement dated June 27, 2013, and as assigned to Landlord by Duck Pond Creek – SPE, LLC, predecessor in interest to Landlord (as so amended and assigned, the “**Lease**”) for the Property located at 2000 Daniel Island Drive, Charleston, South Carolina, 29492 as more particularly described in the Lease (the “**Leased Premises**”).
- B. Tenant has subleased a portion of the Leased Premises consisting of approximately 16,633 rentable square feet (the “**Subleased Premises**”) to Cambridge International Systems, Inc. (the “**Subtenant**”) pursuant to that certain Sublease dated November \_\_, 2018 (the “**Sublease**”).
- C. The parties hereby agree to modify the terms of the Lease upon the terms and conditions set forth herein.

### AGREEMENT

**NOW, THEREFORE**, in consideration of the foregoing recitals, which are hereby incorporated into this Agreement as though fully set forth herein, the mutual covenants herein contained, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Landlord and Tenant hereby agree as follows:

1. **Termination.** Subject to satisfaction of the Conditions (defined below), the term of the Lease with respect to the entire Leased Premises shall terminate effective as of 11:59 p.m. on December 31, 2020 (the “**Termination Date**”), except each party’s indemnity obligations under Section 12 of the Lease and any Landlord claims for indemnification under Section 23 of the Lease relating to the period of time prior to the Termination Date will survive the termination of the Lease. Landlord and Tenant each represent and warrant to the other that as of the Effective Date they have no actual knowledge of any current or potential claims under Section 12 or 23 of the Lease. Tenant hereby surrenders and relinquishes to Landlord, and Landlord hereby accepts, as of the Termination Date, all of Tenant's right, title and interest in and to the Leased Premises, together with all alterations, installations, changes, additions, fixtures and improvements in and to the Leased Premises (the “**Remaining Property**”); provided that Tenant may remove all of its personal property

and equipment from the Leased Premises on or prior to the Termination Date, but shall have no obligation to do so. Tenant will have no obligation to restore the Leased Premises or remove Tenant's furniture, cabling or other personal fixtures or personal property, notwithstanding Section 24 of the Lease. As of the Termination Date, Landlord will accept the Leased Premises, including the Remaining Property (to the extent left in or on the Property) and the Leased Premises, in as-is condition, except that Tenant shall remain obligated for any claims under Section 12 of the Lease, which shall survive termination of the Lease.

2. **Termination Fee.** In consideration for Landlord terminating the Lease, following the satisfaction of the Conditions and Tenant's surrender of the Leased Premises on the Termination Date, but no later than January 5, 2021, Tenant agrees to pay Landlord via check delivered to Landlord's office at c/o Holder Properties, Inc., 3300 Cumberland Blvd., Suite 200, Atlanta, GA 30339 by overnight courier (either Federal Express or UPS) posted with/delivered to the courier no earlier than the Termination Date, a one-time termination fee equal to Fourteen Million Seven Hundred Fifty Nine Thousand Five Hundred and 00/100 Dollars (\$14,759,500.00) (the "**Termination Fee**"). Notwithstanding the terms of Section 1 to the contrary, if Tenant fails to timely pay Landlord the Termination Fee or fails to deliver such payment pursuant to the express terms of the preceding sentence, Landlord may elect in writing to Tenant (without limiting any other remedies available to Landlord) to treat this Agreement as being null and void such that the Lease remains in full force and effect.
3. **Tenant Performance.** Tenant will continue to pay Base Rent and Additional Rent under the Lease (including without limitation, all real estate taxes due for the 2020 calendar year under Section 4(b)(ii) of the Lease) and otherwise comply with the terms of the Lease through the Termination Date, except as provided in this Agreement. For avoidance of doubt, as of or prior to the Termination Date, Tenant will pay all amounts due Berkeley County, South Carolina (the "County") for the 2020 calendar year or any prior calendar year under the FILOT Agreement (defined below).
4. **Signage.** Landlord will remove all internal and external signage for the Leased Premises with Tenant's name not later than ten (10) days after receipt of the Termination Payment.
5. **Conditions to Effectiveness.** The effectiveness of this Agreement shall be subject to the following conditions precedent (the "**Conditions**"):
  - a) Landlord shall obtain written consent to the termination of the Lease in accordance with this Agreement from the lender holding a mortgage over the Leased Premises, Synovus Bank.
  - b) (i) Tenant and Subtenant shall agree in writing to a termination of the Sublease, in form and substance acceptable to Tenant, or (ii) Landlord and Subtenant shall enter into a lease for a portion of the Leased Premises, in form and substance acceptable to Landlord, which shall be terminable after the effective date by either Landlord or Subtenant upon not less than six (6) months' notice and shall include a termination

of the Sublease and a release from the Subtenant of all claims against Tenant (the “**Direct Lease**”).

- c) Tenant has delivered to Landlord evidence that Tenant and Main Sail Beverage, LLC (“**Main Sail**”) have terminated the Sublease between Tenant and Main Sail with respect to the approximately 773 square feet of space in the Leased Premises more commonly referred to as Suite 110 (the “**Main Sail Sublease**”).

If any of Conditions (a), (b) or (c) above has not been satisfied by December 15, 2020 despite good faith, commercially reasonable efforts of the responsible party to do so, either Landlord or Tenant may terminate this Agreement by delivery of written notice to the other party and the Lease shall remain in full force and effect.

- 6. **Future Subtenant Rents** Landlord shall pay to Tenant within thirty (30) days of receipt by Landlord an amount equal to fifty percent of any rents received (less operating expenses paid by Landlord in the form of an expense stop or base year concept in the Direct Lease and reimbursement for operating expenses or other expenses of Landlord) (“**Base Rent**”) from Subtenant or any affiliate of Subtenant under the Direct Lease or any other lease of space in the Premises with Subtenant or any affiliate of Subtenant for the period from the Termination Date through September 30, 2023 up to a maximum amount of Five Hundred Seventy One Thousand Eight Hundred Seventy Seven and 00/100 Dollars (\$571,877.00) (the “**Reimbursement Cap**”). If the Direct Lease includes funds from Landlord for upfits to the leased space (either by allowance or by a tenant build-out of the leased space completed by Landlord or its affiliate and including any leasing commissions) (the “**Upfit Funds**”), the amount paid to Tenant under the preceding sentence will be further limited to the lesser of (i) fifty percent of the Base Rents less the Upfit Funds amortized over the term of the Direct Lease on a straight-lined basis (provided the amortized portion of Upfit Funds deducted from Base Rents is limited to a maximum of 30% of such Base Rents), or (ii) fifty percent of the current Sublease Base Rent under the Sublease. Notwithstanding the foregoing, if Landlord elects to terminate the Direct Lease pursuant to an express termination right under the Direct Lease (other than a termination right triggered by a default by Subtenant (or an affiliate of Tenant)), within thirty (30) days after the effective date of such termination Landlord shall pay Tenant an amount equal to the difference of the Reimbursement Cap and the aggregate of all amounts paid to Tenant prior to such date pursuant to the terms of this Section 6.
- 7. **Personal Property.** As of the Termination Date, Tenant agrees to convey the Remaining Property and any personal property of Tenant remaining in the Leased Premises to Landlord pursuant to that Bill of Sale attached as **Exhibit A** hereto.
- 8. **FILOT.** As of the Termination Date, Tenant agrees to assign its interest in that certain Fee In Lieu of Tax Agreement dated as of June 1, 2001 with Berkeley County, South Carolina and other parties (the “**FILOT Agreement**”) pursuant to an Assignment in the form attached as **Exhibit B** attached hereto.
- 9. **Service Contracts.** Tenant shall terminate any service contracts for the Leased Premises that it is party to prior to the Termination Date. The Property Management Agreement for the Property with Holder Properties, Inc. will terminate as of the Termination Date, with

personnel reassigned to other properties of Tenant in form acceptable to Tenant and Holder Properties, Inc.

**10. Mutual Release.**

- a. As a material inducement for Landlord to enter into this Agreement, Tenant, for itself and its related and affiliated entities, officers, directors, employees and agents, successors and assigns, does fully, finally, irrevocably, and unconditionally release, acquit, and forever discharge Landlord and its related and affiliated entities (including, without limitation, Holder Properties, Inc.), attorneys, managers, members, officers, directors, employees and agents, lenders, successors, and assigns of and from any and all present and future, known and unknown, foreseeable or unforeseeable claims, liabilities, obligations, promises, damages, causes of action, rights, demands, costs, lawsuits, debts, and expenses, of any kind or nature whatsoever, whether in law or in equity (“**Claims**”) arising out of or relating to the Lease but excluding any Claims related to Landlord’s obligations under Section 12 of the Lease to indemnify Tenant.
- b. As a material inducement for Tenant to enter into this Agreement, Landlord, for itself and its related and affiliated entities (including, without limitation, Holder Properties, Inc.), officers, directors, employees, and agents, successors and assigns, does fully, finally, irrevocably and unconditionally release, acquit and forever discharge Tenant and its related and affiliated entities, attorneys, managers, members, officers, directors, employees, and agents, lenders, successors and assigns of and from any and all Claims arising out of or relating to the Lease, but excluding any Claims related to Tenants obligations under Sections 12 or 23 of the Lease to indemnify Landlord.
- c. The parties agree that the release set forth in this Section shall be and remain in effect in all respects as a complete general release and covenant not to sue as to the Claims released. In no event, however, shall this Section be read as a release by either party of any obligations under this Agreement or other matters not arising out of or relating to the Lease.

**11. Memorandum of Lease; Easements.** As of the Termination Date, Tenant agrees to terminate, at Tenant’s cost, the recorded memorandum of the Lease and any and all rights Tenant may have in and to the Existing Easement and the Access and Parking Easement pursuant to that Termination of Memorandum of Lease Agreement and Easement Agreement attached as **Exhibit C** hereto.

**12. Miscellaneous.** Except as otherwise provided herein, all capitalized terms used herein shall have the meaning ascribed to them in the Lease. Except as specifically modified herein, all of the covenants, conditions, and obligations under the Lease shall remain unchanged and in full force and effect. In the event of a conflict between the terms of the Lease and this Agreement, the terms of this Agreement shall prevail. This Agreement shall be binding upon the parties hereto and their respective successors and assigns. This Agreement may be executed in one or more counterparts each of which when so executed

and delivered shall constitute an original, but together said counterparts shall constitute one and the same instrument. Execution copies of this Agreement may be delivered by scanned signatures via electronic mail, and the parties hereto agree to accept and be bound by such scanned signatures hereto. Each party shall pay their own expenses relating to the termination of the Lease and this Agreement. Tenant represents to Landlord that (i) Tenant has neither assigned this Lease nor any claim Tenant may have under the Lease, either outright or as security for any indebtedness, to any third party, and (iii) Tenant has not subleased all or any portion of the Leased Premises, except for the Sublease and the Main Sail Sublease. In the event a dispute arises between the parties with respect to this Agreement, the parties agree that the non-prevailing party shall reimburse the prevailing party for all reasonable attorneys' fees, costs and expenses arising from and after the date of this Agreement incurred by the prevailing party in connection with the enforcement or interpretation of rights under this Agreement.



in **WITNESS WHEREOF**, the parties have executed this Agreement as of the Effective Date.

**Tenant:**

**BLACKBAUD, INC.**

By: /s/ Jon W. Olson  
Name: Jon W. Olson  
Its: Sr. Vice President & General Counsel

**LANDLORD:**

**HP 2000DI, LLC**

By: /s/ John R. Holder  
Name: John R. Holder  
Its: President

**EXHIBIT A**

**BILL OF SALE**

THIS BILL OF SALE ("**Bill of Sale**") is made as of the \_\_\_\_\_ day of \_\_\_\_\_ 2020 ("**Effective Date**") by **BLACKBAUD, INC.** ("**Seller**"), in favor of **HP 2000DI, LLC** a Georgia limited liability company ("**Buyer**").

RECITALS

A. Seller is the owner of the personal property described in **Exhibit "A"** attached hereto and incorporated herein by this reference (the "**Personal Property**").

B. Seller desires to convey the Personal Property to Buyer as set forth below.

AGREEMENT

NOW THEREFORE, in consideration of certain good and valuable consideration the receipt and sufficiency of which is acknowledged, Seller hereby agrees as follows:

1. Conveyance. Seller hereby sells and transfers to Buyer all of its right, title, interest and possession in and to the Personal Property as of the date hereof without representation or warranty and in "as-is" condition.

IN WITNESS WHEREOF, the parties have executed this Bill of Sale as of the Effective Date.

**BLACKBAUD, INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

## EXHIBIT B

### ASSIGNMENT AND ASSUMPTION OF FILOT AGREEMENT

**THIS ASSIGNMENT AND ASSUMPTION OF FILOT AGREEMENT** (this “**Assignment Agreement**”) is made and entered into as of the day of \_\_\_\_\_, 2020 (the “**Effective Date**”), by and between Blackbaud, Inc., a Delaware corporation (“**Assignor**”), and HP 2000DI, LLC, a Georgia limited liability company (“**Assignee**”),.

#### WITNESSETH:

WHEREAS, Assignor is party to that certain Fee In Lieu of Tax Agreement dated as of June 1, 2001, by and among Berkeley County, South Carolina (the “**County**”), Assignor, Duck Pond Creek, LLC, Three Lions, LLC, DI Partners, L.L.C., and Fairchild Street, LLC, as amended and assigned by that certain Partial Assignment and Assumption of Fee Agreement between Duck Pond Creek-SPE, LLC, successor to Duck Pond Creek, LLC, and Assignee dated as of April 12, 2019 (as amended, restated, supplemented, modified and assigned, the “**FILOT Agreement**”), a true and correct copy of which is attached as Exhibit A hereto and incorporated herein by reference; and

WHEREAS, as of the Effective Date, Assignor has conveyed to Assignee its portion of the Project (as defined in the FILOT Agreement); and

WHEREAS, Assignor desires to assign to Assignee all of its obligations, rights, title and interest in and to the FILOT Agreement, and Assignee desires to assume all obligations, rights, title and interest of Assignor thereunder; and

WHEREAS, Assignee is a Project Sponsor (as defined in the FILOT Agreement), and the County has therefore consented to the transactions contemplated by this Assignment Agreement pursuant to Section 8.01 of the FILOT Agreement.

NOW, THEREFORE, in consideration of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Assignment and Assumption of FILOT Agreement. Assignor does hereby sell, assign, transfer and set over to Assignee all of Assignor’s right, title, interest and obligations under the FILOT Agreement, and Assignee hereby accepts such assignment and assumes all of Assignor’s duties and obligations under the FILOT Agreement (“**Assignment and Assumption of FILOT Agreement**”).

2. Mutual Indemnities. Assignor agrees to indemnify, defend and hold Assignee, its affiliates, successors and assigns, harmless from and against any and all claims, actions, charges, fees and expenses (including, without limitation, reasonable attorneys' fees and court costs) and liabilities that result directly from the failure of Assignor to perform its obligations under, or to observe the covenants and conditions in, the FILOT Agreement, provided that any such obligation accrued and that such failure occurred prior to the Effective Date. Assignee agrees to indemnify, defend and hold Assignor, its affiliates, successors and assigns, harmless from and against any and all claims, actions, charges, fees and expenses (including, without limitation, reasonable attorneys' fees and court costs) and liabilities that: (a) result directly from the failure of Assignee to perform its obligations under, or to observe the covenants and conditions in, the FILOT Agreement, provided that any such obligation accrued and that such failure occurred on or after the Effective Date; or (b) arise from any modification or amendment to or assignment of the FILOT Agreement on or after the Effective Date.

3. Representations and Warranties by Assignor. To the best of Assignor's actual knowledge, neither the Assignor nor its portion of the Project is in default under the FILOT Agreement, and all requirements of Assignor under the FILOT Agreement have been satisfied as of the Effective Date.

4. Notices. From and after the Effective Date, all notices to be delivered to Assignor pursuant to the FILOT Agreement shall also be delivered to Assignee at the following addresses:

HP 2000DI, LLC

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5. Amendment. This Assignment Agreement may be amended, modified or supplemented, and any provision hereof may be waived, only by written agreement of the parties hereto.

6. Governing Law. This Assignment Agreement shall be construed and enforced in accordance with, and the rights of the parties shall be governed by, the laws of the State of South Carolina.

7. Successors and Assigns. This Assignment Agreement shall be binding upon and inure to the benefit of Assignor and Assignee and their respective successors and assigns. This Assignment Agreement is not intended and shall not be deemed to confer upon or give any person except the parties hereto and their respective successors and permitted assigns any remedy, claim, liability, reimbursement, cause of action or other right under or by reason of this Assignment Agreement.

8. No Third Party Beneficiary Rights. There are no third party beneficiaries to this Assignment Agreement, and no third party may invoke any provision hereof in its defense or in advancing any grievance or position as against any other person or entity.

9. Counterparts. This Assignment Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument and shall become binding when one or more of the counterparts have been signed by each of the parties and delivered to the other party.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment Agreement to be executed as of the Effective Date.

**ASSIGNOR:**

Blackbaud, Inc., a Delaware corporation

By: \_\_ Name: Jon Olson  
Title: Vice President and Secretary

[signatures continue on following page]

**ASSIGNEE:**

HP 2000DI, LLC, a Georgia limited liability company

By: \_\_ Name: John R. Holder  
Title: President

[end of signatures]

**Exhibit A to Assignment and Assumption of FILOT  
Agreement Copy of FILOT Agreement**

[to be attached]



EXHIBIT C

TERMINATION OF MEMORANDUM OF LEASE AND EASEMENT

STATE OF SOUTH CAROLINA )  
 )  
COUNTY OF BERKELEY )

TERMINATION OF  
MEMORANDUM OF LEASE AGREEMENT  
AND EASEMENT AGREEMENT  
(Book 2995 at Page 756)  
(Book 1769 at Page 1)  
(Book 1816, at Page 268)

**THIS TERMINATION OF MEMORANDUM OF LEASE AGREEMENT** (this “**Termination**”) is effective as of December 31, 2020 (“**Termination Date**”) between **HP 2000DI, LLC**, a Georgia limited liability company (“**Landlord**”), and **Blackbaud, Inc.**, a Delaware corporation (“**Tenant**”).

**WHEREAS**, Duck Pond Creek-SPE, LLC (“**Original Landlord**”) as landlord, and Tenant, as tenant entered into that certain Lease Agreement dated October 1, 2008, as amended by that certain Lease Amendment and Remediation Agreement dated March 20, 2013, as further amended by that certain Second Amendment to Triple Net Lease Agreement dated June 27, 2013, and as assigned to Landlord by Duck Pond Creek – SPE, LLC, predecessor in interest to Landlord (the “**Lease**”), as evidenced by that certain Memorandum of Lease dated April 12, 2019, and recorded in the Berkeley County ROD Office on April 12, 2019 in **Book 2995, Page 756** (the “**Memorandum of Lease**”).

**WHEREAS**, Original Landlord also granted to Tenant, as tenant under the Lease, certain easement and other use rights over adjacent property of Original Landlord pursuant to that certain Declaration of Access and Parking Easement dated October 18, 1999, recorded in the Berkeley County ROD Office on October 18, 1999 in **Book 1769, Page 1**, and re-recorded in the Berkeley County ROD Office on December 22, 2019 in **Book 1816, Page 268** (the “**Easement Agreement**”).

**WHEREAS**, the Lease has been terminated by mutual agreement of Landlord and Tenant effective as of December 31, 2020.

**WHEREAS**, the parties have executed and delivered this Termination for the purpose of memorializing of record the termination of the Lease, the Memorandum of Lease, and the Easement Agreement.

**NOW, THEREFORE**, for valuable consideration, the receipt and sufficiency of which the parties acknowledge, the parties agree as follows:

1. **Termination.** Landlord and Tenant agree and acknowledge that the Lease has terminated in its entirety and in confirmation thereof execute this Termination to terminate the Lease and release the same of record. The Lease and the Memorandum of Lease are of no further force or effect. Tenant also acknowledges and agrees that it has no further rights or benefits under the Easement Agreement.

2. **Counterparts**. If this Termination is signed in counterparts, then all of them together constitute one instrument.

**[signature pages follow]**





**SUBSIDIARIES OF BLACKBAUD, INC.**  
As of February 23, 2021

<b>Blackbaud, Inc.</b>	<i>Organized Under Laws of:</i>
<i>Subsidiaries</i>	<b>Delaware</b>
ACN 161 644 328 Pty. Ltd.	Australia
BB Real Property Development, LLC	Delaware
BBHQ1, LLC	Delaware
Blackbaud Asia, Ltd.	Hong Kong
Blackbaud Canada, Inc.	Canada
Blackbaud Europe Ltd.	Scotland
Blackbaud Global Ltd.	England and Wales
Blackbaud Latin America, S.R.L.	Costa Rica
Blackbaud Pacific Pty. Ltd.	Australia
Everyday Hero Ltd.	England and Wales
Everyday Hero Pty. Ltd.	Australia
Giving.com Limited	England and Wales
Giving Limited	England and Wales
JGCrowdfunding USA, LLC	Delaware
JG US Inc.	Delaware
MyCharity, Ltd.	Ireland
Smart, LLC	Delaware
YC Blocker 1, LLC	Delaware
YourCause Holdings, LLC	Delaware
YourCause, LLC	Texas

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-181210, No. 333-182407, No. 333-212057 and No. 333-232111) of Blackbaud, Inc., of our report dated February 23, 2021, relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/S/ PRICEWATERHOUSECOOPERS LLP

Atlanta, Georgia

February 23, 2021

## Blackbaud, Inc.

## CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael P. Gianoni, certify that:

1. I have reviewed this annual report on Form 10-K of Blackbaud, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 23, 2021

By: /s/ Michael P. Gianoni

Michael P. Gianoni  
President and Chief Executive Officer  
(Principal Executive Officer)

## Blackbaud, Inc.

## CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Anthony W. Boor, certify that:

1. I have reviewed this annual report on Form 10-K of Blackbaud, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 23, 2021

By: /s/ Anthony W. Boor  
Anthony W. Boor  
Executive Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)



**Blackbaud, Inc.**

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Blackbaud, Inc. (the "Company") for the period ended December 31, 2020 as filed with the Securities and Exchange Commission on or about the date hereof (the "Report"), I, Michael P. Gianoni, President and Chief Executive Officer, hereby certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 23, 2021

By: /s/ Michael P. Gianoni  
Michael P. Gianoni  
President and Chief Executive Officer  
(Principal Executive Officer)

**Blackbaud, Inc.****CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Blackbaud, Inc. (the "Company") for the period ended December 31, 2020 as filed with the Securities and Exchange Commission on or about the date hereof (the "Report"), I, Anthony W. Boor, Executive Vice President and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 23, 2021

By: /s/ Anthony W. Boor  
Anthony W. Boor  
Executive Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)