Financial Statements for the Years Ended December 31, 2021 and 2020 and Independent Auditors' Report

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Civic Ventures, dba Encore.org San Francisco, California

Opinion

We have audited the accompanying financial statements of Civic Ventures, dba Encore.org (a nonprofit organization) (the "Organization"), which comprise the statements of financial position as of December 31, 2021 and 2020, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Organization as of December 31, 2021 and 2020, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Organization and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Organization's ability to continue as a going concern for a reasonable period of time.

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

Pleasanton, California

Marisson & Lane, a.c.

May 5, 2022

STATEMENTS OF FINANCIAL POSITION DECEMBER 31, 2021 AND 2020

<u>ASSETS</u>	 2021	2020
CURRENT ASSETS:		
Cash and cash equivalents	\$ 8,117,911	\$ 8,066,989
Contributions and grants receivable	667,265	583,992
Advances to other organizations	223,542	293,999
Prepaid expenses	 21,544	 37,861
Total current assets	9,030,262	8,982,841
Deposits	11,298	11,298
Property and equipment, net	 6,116	 22,772
Total assets	\$ 9,047,676	\$ 9,016,911
<u>LIABILITIES AND NET ASSETS</u>		
LIABILITIES:		
Accounts payable	\$ 62,280	\$ 37,184
Grants payable	78,142	38,903
Other accrued expenses	225,633	233,350
Refundable advance	 476,774	 501,567
Total current liabilities	 842,829	 811,004
NET ASSETS:		
Without donor restrictions:		
Undesignated	4,131,770	3,358,019
Board designated operating reserve	 2,000,000	 2,000,000
Total without donor restrictions	6,131,770	5,358,019
With donor restrictions	2,073,077	2,847,888
Total net assets	8,204,847	8,205,907
Total liabilities and net assets	\$ 9,047,676	\$ 9,016,911

STATEMENT OF ACTIVITIES FOR THE YEAR ENDED DECEMBER 31, 2021

REVENUE AND SUPPORT:		ithout Donor Restrictions	With Donor Restrictions	_	Total
Contributions and grants: Corporations Foundations Government grants	\$	400,000 364,900	\$ 1,337,400 1,768,000 501,567	\$	1,737,400 2,132,900 501,567
Individuals Program service fees		103,312 305,000	47,500		150,812 305,000
Membership Other income		7,500 4,195	 		7,500 4,195
Total revenue and support		1,184,907	 3,654,467		4,839,374
Net assets released from restrictions		4,429,278	 (4,429,278)		
Total revenue, support, and net assets released from restrictions		5,614,185	 (774,811)		4,839,374
EXPENSES:					
Program services: Accelerate Innovation Change the Culture Build a Community		2,575,098 1,273,758 300,122	- - -		2,575,098 1,273,758 300,122
Total program expenses	-	4,148,978	 -		4,148,978
Support services: General and administrative Fundraising		493,101 198,355	 - -		493,101 198,355
Total support services expenses		691,456	 <u>-</u>		691,456
Total expenses		4,840,434	 		4,840,434
CHANGE IN NET ASSETS		773,751	(774,811)		(1,060)
NET ASSETS, BEGINNING OF YEAR,		5,358,019	2,847,888		8,205,907
NET ASSETS, END OF YEAR	\$	6,131,770	\$ 2,073,077	\$	8,204,847

STATEMENT OF ACTIVITIES FOR THE YEAR ENDED DECEMBER 31, 2020

REVENUE AND SUPPORT:		ithout Donor Restrictions		With Donor Restrictions		Total
Contributions and grants:						
Corporations	\$	100,000	\$	1,135,500	\$	1,235,500
Foundations	,	156,075	•	2,550,000	•	2,706,075
Individuals		3,086,330		47,500		3,133,830
Program service fees		178,250		-		178,250
Membership		12,650		_		12,650
Other income		15,069		<u>-</u>		15,069
Total revenue and support		3,548,374		3,733,000		7,281,374
Net assets released from restrictions		3,840,423		(3,840,423)		
Total revenue, support, and net assets						
released from restrictions		7,388,797		(107,423)		7,281,374
EXPENSES:						
Program services:						
Accelerate Innovation		2,422,207		-		2,422,207
Build a Community		446,296		-		446,296
Change the Culture		1,214,800				1,214,800
Total program expenses		4,083,303				4,083,303
Support services:						
General and administrative		540,317		-		540,317
Fundraising		233,828			-	233,828
Total support services expenses		774,145				774,145
Total expenses		4,857,448				4,857,448
CHANGE IN NET ASSETS		2,531,349		(107,423)		2,423,926
NET ASSETS, BEGINNING OF YEAR,		2,826,670		2,955,311		5,781,981
NET ASSETS, END OF YEAR	\$	5,358,019	\$	2,847,888	\$	8,205,907

STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2021

		Progran	n Services		Support Services		Support Services			
	Accelerate Innovation	Change the Culture	Build a Community	Total Program	General and Administrative	Fundraising	Common Cost	Total		
Salaries	\$ 807,590	\$ 668,520	\$ 195,097	\$ 1,671,207	\$ 351,686	\$ 161,549	\$ -	\$ 2,184,442		
Grants and assistance	1,167,235	-	12,500	1,179,735	-	-	-	1,179,735		
Professional fees	325,733	347,208	46,700	719,641	31,257	-	-	750,898		
Other employee benefits	75,407	85,898	11,452	172,757	26,130	10,011	990	209,888		
Payroll taxes	72,635	53,766	15,035	141,436	30,111	12,043	-	183,590		
Pension plan	31,123	33,546	9,379	74,048	15,508	6,903	-	96,459		
Occupancy	-	-	-	-	-	-	68,768	68,768		
Printing and publications	15,836	29,333	-	45,169	1,631	50	12,374	59,224		
Staff development	12,150	4,202	371	16,723	5,290	38	-	22,051		
Depreciation	-	-	-	-	-	-	20,960	20,960		
Telecommunications	3,573	3,120	755	7,448	1,200	150	11,025	19,823		
Supplies	8,026	4,084	-	12,110	1,499	-	781	14,390		
Insurance	-	-	-	-	3,394	-	7,618	11,012		
Advertising	7,263	1,059	-	8,322	-	-	-	8,322		
Travel	35	3,906	-	3,941	11	-	-	3,952		
Postage and delivery	757	187	-	944	1,779	29	515	3,267		
Bank charges	1	-	-	1	-	-	2,097	2,098		
Conferences and meetings	741	302	47	1,090	-	24	-	1,114		
Other expense					441			441_		
Total expenses before allocation	2,528,105	1,235,131	291,336	4,054,572	469,937	190,797	125,128	4,840,434		
Common cost allocation	46,993	38,627	8,786	94,406	23,164	7,558	(125,128)			
Total	\$ 2,575,098	\$ 1,273,758	\$ 300,122	\$ 4,148,978	\$ 493,101	\$ 198,355	\$ -	\$ 4,840,434		

STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2020

	Program Services			Support	Services			
	Accelerate Innovation	Change the Culture	Build a Community	Total Program	General and Administrative	Fundraising	Common Cost	Total
Salaries	\$ 846,463	\$ 733,734	\$ 291,455	\$ 1,871,652	\$ 372,452	\$ 180,655	\$ -	\$ 2,424,759
Grants and assistance	1,221,616	-	40,000	1,261,616	-	-	-	1,261,616
Professional fees	101,483	193,458	25,693	320,634	41,070	-	-	361,704
Other employee benefits	70,429	91,353	32,250	194,032	30,135	19,799	311	244,277
Payroll taxes	72,774	55,473	25,394	153,641	33,538	14,343	-	201,522
Pension plan	35,262	35,277	12,082	82,621	17,716	7,833	-	108,170
Occupancy	-	-	-	-	-	-	78,437	78,437
Printing and publications	12,296	28,902	343	41,541	1,915	120	11,787	55,363
Travel	7,817	8,678	2,928	19,423	1,916	2,377	-	23,716
Staff development	2,501	10,898	289	13,688	6,296	1,379	22	21,385
Depreciation	-	-	-	-	-	-	21,349	21,349
Telecommunications	2,845	2,260	560	5,665	660	625	8,369	15,319
Supplies	2,691	5,808	-	8,499	782	415	1,682	11,378
Insurance	-	-	-	-	3,394	-	7,655	11,049
Conferences and meetings	427	2,118	-	2,545	7,089	-	-	9,634
Advertising	1,347	2,924	-	4,271	-	-	-	4,271
Bank charges	-	-	-	-	-	-	2,091	2,091
Postage and delivery	475	384	-	859	4	71	439	1,373
Other expense		<u> </u>			35			35
Total expenses before allocation	2,378,426	1,171,267	430,994	3,980,687	517,002	227,617	132,142	4,857,448
Common cost allocation	43,781	43,533	15,302	102,616	23,315	6,211	(132,142)	
Total	\$ 2,422,207	\$ 1,214,800	\$ 446,296	\$ 4,083,303	\$ 540,317	\$ 233,828	\$ -	\$ 4,857,448

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES:		
Change in net assets	\$ (1,060)	\$ 2,423,926
Adjustments to reconcile change in net assets to cash flows		
from operating activities:		
Depreciation and amortization	20,960	21,349
Amortization of discount on long term contributions and grants receivable	-	1,974
Changes in assets and liabilities that provided (used) cash:		
Contributions and grants receivable	(83,273)	(257,020)
Advances to other organizations	70,457	14,673
Prepaid expenses	16,317	(21,691)
Accounts payable	25,096	(15,429)
Grants payable	39,239	213,549
Refundable advance	(24,793)	501,567
Other accrued expenses	 (7,717)	 13,041
Net cash provided by operating activities	 55,226	2,895,939
CASH FLOWS FROM INVESTING ACTIVITIES:		
Return of long term lease deposits	-	1,500
Purchases of property and equipment	 (4,304)	 (3,566)
Net cash used in investing activities	(4,304)	 (2,066)
NET CHANGE IN CASH AND CASH EQUIVALENTS	50,922	2,893,873
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	8,066,989	 5,173,116
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$ 8,117,911	\$ 8,066,989

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2021 AND 2020

1. ORGANIZATION

Civic Ventures, dba Encore.org (the "Organization") was organized in 1997 as a California nonprofit public benefit corporation dedicated to bridging divides, connecting across generations and creating a better future together. The Organization was founded on the belief that the aging of America isn't so much a problem to be solved as it is an opportunity to be seized. For twenty years, the Organization has worked to change cultural expectations for the years beyond fifty and spark a movement around second acts for the greater good.

The Organization's program portfolio includes:

- Change the Culture Through new ideas and diverse voices on the power of connection across generations.
- Accelerate Innovation Through fellowships and intergenerational service that brings generations together to solve social problems, increase social sector, and create new multigenerational models.
- **Build a Community** Of leaders, organizations and networks working to make intergenerational connection and collaboration the norm.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The financial statements of the Organization are prepared on the accrual basis of accounting and in conformity with accounting principles generally accepted in the United States of America specific to nonprofit organizations.

Classification of Net Assets - The Organization reports information regarding its financial position and activities according to two classes of net assets, as applicable: net asset without donor restrictions and net assets with donor restrictions.

- Net Assets Without Donor Restrictions Net assets available for use in general operations and not subject to donor (or certain grantor) restrictions.
- Net Assets With Donor Restrictions Net assets subject to donor imposed restrictions.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Cash and Cash Equivalents - Cash and cash equivalents are all highly liquid investments with an original maturity of three months or less.

Contributions and Grants Receivable - Unconditional contributions and grants receivable are reported at fair value and are recognized in the period promised. Delinquent contributions and grants receivable do not accrue interest. The Organization continually monitors the credit worthiness of each account and recognizes allowances for estimated bad debts on accounts that are no longer estimated to be collectible. The Organization regularly adjusts any allowance for subsequent collections and final determination that a receivable is no longer collectible. Bad debt recoveries are included in income as realized. The Organization had no allowance for bad debts at December 31, 2021 and 2020, respectively.

Property and Equipment - The Organization capitalizes property and equipment over \$1,000. Purchased property and equipment is capitalized at cost. Donations of property and equipment are recorded as contributions at their estimated fair value. Such donations, if restricted to a specific purpose by the donor, are reported as unrestricted contributions if the restrictions expire and the donated or acquired assets are placed in service in the fiscal period in which the contributions are recognized. All other assets donated with explicit restrictions regarding their use and contributions of cash that must be used to acquire property and equipment are reported as restricted contributions. Absent donor stipulations regarding how long those donated assets must be maintained, the Organization reports expirations of donor restrictions on restricted contributions when the donated or acquired assets are placed in service. The Organization reclassifies net assets with restrictions to net assets without restrictions at that time. Property and equipment are depreciated using the straight-line method over estimated useful lives ranging from three to five years.

Revenue Recognition - Contributions and grants are recognized as revenue in the period unconditionally promised or received. The Organization reports contributions in the net assets with donor restrictions class if they are received with donor stipulations as to their use, or if the contribution contains an implied time restriction. They are initially reported in the net assets with donor restrictions class, even if it is anticipated such restrictions will be met in the current reporting period. If contributions are received without donor stipulations or an implied time restriction, they are considered unrestricted funds and are included as part of the Organization's net assets without donor restrictions. Contributions that require the satisfaction of conditions are recognized upon satisfaction of the conditions. Conditional contributions pledged but unrecognized by the Organization totaled \$1,800,000 at December 31, 2021.

Revenue from program service fees are non-reciprocal, and are recognized upon the completion of any conditions.

Grants and assistance - The Organization awards subgrants and pass-through awards to others as part of the Encore Fellowship Network. Grants are expensed after the unconditional promise to give is approved, and the grantee has been notified and has accepted the award. Conditional grants are recognized as grant expense in the period in which the recipient meets the terms of the condition. Grants paid prior to recipients meeting conditions are recognized on the statements of financial position as advances to other organizations. As of December 30, 2021, conditional grants payable totaled \$417,504. Conditional grants payable are not recorded in the accompanying financial statements until the conditions are met.

Income Taxes - Under provision of Section 501(c)(3) of the Internal Revenue Code and Section 23701d of the California Revenue and Taxation Code, the Organization is exempt from income taxes, except for net income from unrelated business income. There were no unrelated business activities in 2021 or 2020.

The Organization has evaluated its tax positions for all open tax years. In management's judgment there are no uncertain tax positions as of December 31, 2021 and 2020.

Advertising - The Organization expenses advertising costs as incurred.

Functional Expense Classification - The Organization charges and allocates its expenses on a functional basis among its program and support services. Expenses that can be identified with the program or support service are assigned directly. Payroll is allocated based on estimates of employee time spent on each function. Expenses common to several functions are allocated based on the related employee time ratio.

Credit Risk - Financial instruments which potentially subject the Organization to credit risk consist principally of cash and cash equivalents and contributions and grants receivable. The Organization places its cash and cash equivalent balances with high credit quality financial institutions. Cash balances at December 31, 2021 exceeded federal depository insurance limits by \$7,645,000. The Organization does not require collateral for its receivables, and has not experienced any losses in such amounts during the years ended December 31, 2021 and 2020. Management believes that the Organization is not exposed to any significant credit risk with respect to its cash and receivable balances.

Reclassifications - Certain 2020 financial statement balances have been reclassified to conform to the 2021 financial statement presentation.

3. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at December 31, 2021 and 2020:

	 2021	 2020
Technology	\$ 160,000	\$ 156,978
Furniture and equipment	 36,901	 36,901
Property and equipment at cost	196,901	193,879
Less: Accumulated depreciation	 (190,785)	 (171,107)
Net property and equipment		
	\$ 6,116	\$ 22,772

Depreciation expense was \$20,960 and \$21,349 for the years ended December 31, 2021 and 2020.

4. NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions consisted of the following at December 31, 2021 and 2020:

	 2021	 2020
Encore Intergenerational Activity	\$ 1,125,681	\$ 2,003,381
Encore Fellowship Network	 947,396	844,507
Total net assets with donor restrictions	\$ 2,073,077	\$ 2,847,888

5. REFUNDABLE ADVANCE

In April 2020 and March 2021, the Organization obtained forgivable loans under the U.S. Small Business Administration's ("SBA") Paycheck Protection Program ("PPP"). The loan proceeds of \$501,567 and \$470,774 were presented as refundable advances on the statements of financial position in accordance with FASB's Accounting Standards Codification Topic 958-605 *Not-For-Profit Entities - Revenue Recognition* until conditions were met. The loans were forgivable as long as the borrower used the loan proceeds for eligible purposes, including payroll, benefits, rent and utilities, maintained its payroll levels, and obtained formal forgiveness from the SBA. Funds not used for allowable expenses were repayable, and would have accrued interest at 1% annually.

During 2021, the first loan of \$501,567 was forgiven and recognized as a government grant in the statements of activities. The remaining balance of \$470,774 was forgiven subsequent to year end in the year ending December 31, 2022.

6. LIQUIDITY AND AVAILABILITY

Financial assets available for general expenditures within one year at December 31, 2021 consisted of the following:

Cash and cash equivalents	\$ 8,117,911
Contributions and grants receivable, net	 667,265
Total financial assets available to meet cash needs for general expenditures within one year	\$ 8,785,176

The Organization receives significant contributions and promises to give restricted by donors, and considers contributions restricted for programs which are ongoing, major, and central to its annual operations to be available to meet cash needs for general expenditures. The Organization has a goal to maintain financial assets, which consists of cash (checking and money market accounts) on hand in the form of a reserve in the amount of \$2 million dollars, which should cover approximately six months of normal operating expenses, which average \$325,000 a month. Any request to access the operating reserve must be reviewed and approved by the Finance Committee and the Board of Directors.

7. RETIREMENT PLAN

The Organization has a defined contribution plan (the "Plan") covering all employees who meet minimum requirements. The Plan conforms to the provisions set by the Internal Revenue Service Code Section 403(b). The Organization may make discretionary contributions based on eligible employees' annual compensation, which are fully vested upon contribution. The Organization contributed \$96,459 and \$108,170 to the Plan during the years ended December 31, 2021 and 2020.

8. OPERATING LEASES

The Organization leased office space under a non-cancelable lease agreement in San Francisco during 2020 and 2021, respectively. The lease converted to month to month through December 31, 2021. A new non-cancelable lease was entered into during December 2021 to be effective on January 1, 2022. The aggregate remaining minimum rental payments required under the terms of the non-cancelable operating lease as of December 31, 2021 are as follows:

Year Ending December 31,	
2022	\$ 60,660
2023	68,159
2024	70,209
2025	72,323
2026	 74,486
Total	\$ 345,837

Rent expense totaled \$68,768 and \$78,437 for the years ended December 31, 2021 and 2020.

9. CONCENTRATIONS

Three donors comprised 86% of contributions and grants receivable, and three donors comprised 74% of contributions and grant revenue for the year ended December 31, 2021.

10. SUBSEQUENT EVENTS

Subsequent events have been evaluated through May 5, 2022, which is the date the financial statements were available to be issued.