

Earth Force, Inc.

**Financial Statements and Report
of
Independent Certified Public Accountants**

As of September 30, 2020 and 2019

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Report of Independent Certified Public Accountants

Board of Directors
Earth Force, Inc.

We have audited the accompanying financial statements of Earth Force, Inc. (a nonprofit organization), which comprise the statement of financial position as of September 30, 2020 and the related statements of activities, cash flows and functional expenses for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Earth Force, Inc. as of September 30, 2020 and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited the Earth Force, Inc.'s 2019 financial statements, and our report dated December 17, 2019, expressed an unmodified opinion on those audited financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended September 30, 2019, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Littleton, Colorado
December 15, 2020

Earth Force, Inc.
Statements of Financial Position
September 30, 2020 and 2019

	2020	2019
Assets		
Current Assets:		
Cash and cash equivalents	\$ 509,073	\$ 372,360
Grants and accounts receivable	83,700	108,109
Other current assets	12,267	11,057
Total Assets	\$ 605,040	\$ 491,526
 Liabilities and Net Assets		
Liabilities:		
Accounts payable and accrued liabilities	46,958	\$ 37,654
Notes payable	112,254	-
Deferred revenue	19,500	14,957
Total Liabilities	178,712	52,611
 Net assets:		
Net assets without donor restrictions	415,818	388,250
Net assets with donor restrictions	10,510	50,665
Total net assets	426,328	438,915
Total Liabilities and Net Assets	\$ 605,040	\$ 491,526

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

Earth Force, Inc.
Statements of Activities
For the Years Ended September 30, 2020 and 2019

	2020			2019		
	Without Donor Restrictions	With Donor Restrictions	Total	Without Donor Restrictions	With Donor Restrictions	Total
Support and Revenue:						
Grants and contributions	550,249	\$ 39,875	\$ 590,124	\$ 543,448	\$ 101,480	\$ 746,408
Government grants	211,628	-	211,628	278,154	-	278,154
Product sales, net of cost of goods sold of \$91 (2020) and \$5,787 (2019)	22,979	-	22,979	11,115	-	11,115
In-kind contributions	2,558	-	2,558	5,000	-	5,000
Other income	29,007	-	29,007	34,293	-	34,293
Interest and dividend income	381	-	381	644	-	644
Net assets released from restrictions due to satisfaction of program expenditure requirements	80,030	(80,030)	-	205,456	(205,456)	-
Total support and revenue	<u>896,832</u>	<u>(40,155)</u>	<u>856,677</u>	<u>1,078,110</u>	<u>(103,976)</u>	<u>1,075,614</u>
Expenses:						
Program Services	769,353	-	769,353	824,118	-	824,118
Supporting services -						
Management and general	61,477	-	61,477	48,694	-	48,694
Fundraising	38,434	-	38,434	34,262	-	34,262
Total Expenses	<u>869,264</u>	<u>-</u>	<u>869,264</u>	<u>907,074</u>	<u>-</u>	<u>907,074</u>
Change in Net Assets	27,568	(40,155)	(12,587)	171,036	(103,976)	67,060
Net Assets Beginning of Year	<u>388,250</u>	<u>50,665</u>	<u>438,915</u>	<u>217,214</u>	<u>154,641</u>	<u>371,855</u>
Net Assets End of Year	<u>\$ 415,818</u>	<u>\$ 10,510</u>	<u>\$ 426,328</u>	<u>\$ 388,250</u>	<u>\$ 50,665</u>	<u>\$ 438,915</u>

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

Earth Force, Inc.
Statements of Cash Flows
For the Years Ended September 30, 2020 and 2019

	2020	2019
Cash flows from operating activities		
Change in net assets	\$ (12,587)	\$ 67,060
Adjustments to reconcile change in net assets to net cash from operating activities:		
Changes in assets and liabilities		
Grants and accounts receivable	24,409	55,484
Other current assets	(1,210)	2,168
Accounts payable and accrued expenses	9,304	(50,148)
Deferred revenue	4,543	(12,362)
Net cash from operating activities	24,459	62,202
 Cash flows from financing activities		
Proceeds from issuance of new debt	112,254	-
Net cash from financing activities	112,254	-
 Net change in cash and cash equivalents	136,713	62,202
 Cash balance—beginning of year	372,360	310,158
 Cash balance—end of year	\$ 509,073	\$ 372,360

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

Earth Force, Inc.
Statements of Functional Expenses
For the Year Ended September 30, 2020

(With Summarized Financial Information for the year ended September 30, 2019)

	<u>Program Services</u>	<u>Supporting Services</u>		<u>Total 2020</u>	<u>Total 2019</u>
	Social and community, public education and information, and public affairs	Fundraising and Development	Management and General		
Salaries	\$ 387,600	\$ 27,334	\$ 45,300	\$ 460,234	\$ 480,051
Payroll taxes and employee benefits	<u>76,035</u>	<u>4,056</u>	<u>8,312</u>	<u>88,403</u>	<u>91,056</u>
Total salaries, payroll taxes, and employee benefits	<u>463,635</u>	<u>31,390</u>	<u>53,612</u>	<u>548,637</u>	<u>571,107</u>
Accounting and audit	6,456	497	852	7,805	7,794
Professional fees	93,805	-	-	93,805	77,008
General material and supplies	31,335	20	40	31,395	29,363
Postage	862	59	302	1,223	2,753
Copying/printing	18,114	-	-	18,114	5,645
Equipment and software	55	-	46	101	18,309
Equipment rental and repair	20	-	-	20	15
Phone/internet	7,290	630	1,080	9,000	8,924
Other communications	14,879	1,321	2,383	18,583	8,241
Commercial travel	4,678	16	-	4,694	16,861
Lodging / event space rentals	7,914	65	-	7,979	22,932
Other travel and meeting costs	16,354	-	298	16,652	35,124
Stipends	19,140	-	-	19,140	27,740
Sub-awards and mini-grants	61,143	-	-	61,143	36,762
Business insurance	9,490	532	851	10,873	12,572
Occupancy costs	10,720	841	1,441	13,002	17,166
Miscellaneous	<u>3,463</u>	<u>3,063</u>	<u>572</u>	<u>7,098</u>	<u>8,758</u>
Total Expenses	<u>\$ 769,353</u>	<u>\$ 38,434</u>	<u>\$ 61,477</u>	<u>\$ 869,264</u>	<u>\$ 907,074</u>

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

Earth Force, Inc.

Notes to Financial Statements

September 30, 2020 and 2019

1. Organization

Earth Force Inc. (Earth Force) was incorporated under the laws of the state of Delaware in 1993. Its primary mission is to help youth learn about the environment and their communities and to take civic action to address issues they see there. Earth Force's mission is to engage young people as active citizens who improve the environment and their communities now and in the future. All programs include the fundamental elements of youth decision making, civic engagement, environmental action, and service learning.

Earth Force has an office in Denver, Colorado, and staff working across most of the country. States in which Earth Force currently supports partners and programs include Colorado, Arizona, California, Illinois, Kentucky, Massachusetts, Maryland, Michigan, Montana, Texas, Delaware, Ohio, Pennsylvania, Tennessee, Florida, Virginia, West Virginia and Washington D.C. Earth Force receives most of its funding through grants and contributions.

2. Summary of Significant Accounting Policies

Method of Accounting

The Organization's records are maintained on the accrual basis of accounting in conformity with generally accepted accounting principles as applicable to nonprofit organizations.

Basis of Presentation

The financial statements follow the Accounting Standards Codification (ASC) guidance for not-for-profit organizations, the Organization is required to report information regarding its financial position and activities according to the following net asset classifications:

Net assets without donor restrictions: Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the organization. These net assets may be used at the discretion of the Organization's board of directors.

Net assets with donor restrictions: Net assets subject to stipulations imposed by donors, and grantors. Some donor restrictions are temporary in nature; those restrictions will be met by actions of the Organization or by the passage of time. Other donor restrictions are perpetual in nature, whereby the donor has stipulated the funds be maintained in perpetuity.

Earth Force, Inc.
Notes to Financial Statements
September 30, 2020 and 2019

2. Summary of Significant Accounting Policies (continued)

Donor restricted contributions are reported as increases in net assets with donor restrictions. When a restriction expires, net assets are reclassified from net assets with donor restrictions to net assets without donor restrictions in the statements of activities

Cash and Cash Equivalents

Earth Force considers all demand deposits and highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. The Organization's cash deposits are held at financial institutions at which deposits are insured up to \$250,000 per institution by the FDIC. As of September 30, 2020 and 2019, the FDIC's insurance limit was exceeded by approximately \$257,862 and \$119,047 respectively.

Grants and Accounts Receivable

Grants receivable consist primarily of amounts due from federal and state governments. Accounts receivable represent amounts due from third parties for services provided. Receivables are stated at the amount management expects to collect on outstanding balances. Earth Force considers the receivable amounts to be fully collectible; accordingly, no allowance for doubtful accounts is deemed necessary as of September 30, 2020 and 2019. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to bad debt expense.

Investments

Investments in equity security with readily determinable fair values and all investments in debt securities are reported at their fair values in the statements of financial position. Investment income, gains, and losses are reported in the statements of activities.

Property and Equipment

Property and equipment is stated at cost or, if donated, at fair market value at the date of donation. Depreciation is provided utilizing the straight-line method over the estimated useful lives for owned assets, ranging from 3 to 15 years, and related lease terms for leasehold improvements. Expenditures for major repairs and improvements are capitalized, and expenditures for minor repairs and maintenance are expensed when incurred.

It is the policy of Earth Force to capitalize all purchases of \$5,000 and greater. As of September 30, 2020 and 2019, the Organization had no capitalized property or equipment.

Earth Force, Inc.
Notes to Financial Statements
September 30, 2020 and 2019

2. Summary of Significant Accounting Policies (continued)

Deferred Revenue

Deferred revenue consists of amounts received from a fee-for-service contract with Nutrien, of which a portion of the contract amount is received up front. Revenues received in advance are recorded as a liability, deferred revenue, and the revenue is recognized as the programming services are performed.

Contributions

Contributions are recognized as unrestricted or temporarily restricted when received, depending on the existence and nature of donor restrictions. When restrictions are satisfied, revenues are reclassified and reported as net assets released from restrictions. Donor-restricted contributions whose restrictions are met in the same reporting period are reported as unrestricted support. Contributions include amounts received from donors related to special events and are reported net of direct benefits to donors.

In-Kind Donations

In-kind donations of property, materials, and personal services are recorded at estimated fair value at date of receipt. These donations (other than contributions of property and equipment) are included as program costs to properly reflect the total cost of the particular program.

Donated marketable securities and other non-cash donations are recorded as contributions at their estimated fair values at the date of donation.

Income Taxes

Earth Force, Inc. is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code, except on net income derived from unrelated business activities. During 2020, the Organization had no unrelated business activities and believes that it has appropriate support for any tax positions taken, and as such, does not have any uncertain tax positions that are material to the financial statements. The Organization's federal tax return (Form 990) for 2020 is subject to examination by the IRS, generally for three years after the return is filed

Functional Expenses

The costs of providing the various programs and activities have been summarized on a functional basis in the accompanying statements of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited. Such allocations are determined by management on an equitable basis.

Earth Force, Inc.
Notes to Financial Statements
September 30, 2020 and 2019

2. Summary of Significant Accounting Policies (continued)

The expenses that are allocated include the following:

<u>Expense</u>	<u>Method of Allocation</u>
Salary and benefits	Time and effort
Administrative expenses	Time and effort
Travel and meeting expenses	Direct costs
Professional fees	Direct costs
Stipends and subawards	Direct costs

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue, expenses, gains, losses, and other changes in net assets during the reporting period. Actual results could differ from those estimates.

Prior-Year Summarized Financial Information

The financial statements include certain prior-year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended September 30, 2019, from which the summarized information was derived.

Subsequent Events

The Organization evaluated all events or transactions that occurred after September 30, 2020 through December 15, 2020, the date the financial statements were available to be issued. During this period, the Organization was not aware of any material recognizable subsequent events.

On March 11, 2020, the World Health Organization declared the outbreak of coronavirus (COVID-19) a pandemic. As a result, economic uncertainties have arisen which may negatively impact operations of the Organization. Other financial impact could occur, though such potential impact is unknown at this time.

Earth Force, Inc.
Notes to Financial Statements
September 30, 2020 and 2019

2. Summary of Significant Accounting Policies (continued)

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued Account Standards Update No. 2014-09 (Topic 606), Revenue from Contracts with Customers. The objective of this update is to provide a robust framework for addressing revenue recognition issues and, upon its effective date, replaces almost all existing revenue recognition guidelines. This new standard will primarily apply to exchange transactions for non-profit organizations. A delay in the adoption of the standard was approved in 2020 therefore, this update is effective in annual reporting periods beginning after December 15, 2019 (fiscal 2021 for the Organization). The Organization is evaluating the impact of this update on the Organization's financial statements.

In June 2018, the FASB ASU No. 2018-08, Not-for-Profit-Entities (Topic 958) Clarifying the Scope and Accounting Guidance for Contributions Received and Contributions Made. The objective of this update is to provide clarifying guidance on accounting for transactions as contributions, which fall within the scope of Topic 958, or as exchange transactions, which are subject to other guidance. This update will also provide clarifying guidance regarding whether a contribution is conditional. As a result of this guidance, most government grant revenue will be accounted for under the contribution accounting model, which provides accounting relief from the extensive disclosures required under the new revenue recognition standards. ASU 2018-08 is effective for interim periods within annual period's years beginning after December 15, 2019 (fiscal 2021 for the Organization). The Organization is evaluating the impact of these changes on the financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). The new standard establishes a right-of-use ("ROU") model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. A delay in the adoption of the standard was approved in 2020 therefore, this update is effective for fiscal years beginning after December 15, 2021 (fiscal 2023 for the Organization). A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. The Organization is currently evaluating the impact of the pending adoption of this new standard on its financial statements.

Earth Force, Inc.
Notes to Financial Statements
September 30, 2020 and 2019

3. Retirement Plan

Earth Force sponsors a 401(k) retirement plan (the “Plan”) that covers all employees. The Plan is available to employees who work 20 hours or more per week. Employees may contribute amounts based on limits established by the IRS. The plan provides for discretionary employer matching contributions. As of September 30, 2020 and 2019, employer matching contributions were determined to be up to \$1,500 per qualifying employee on an annual basis, which have been paid for by forfeitures available in the Plan or cash reserves. Plan participants become 100% vested in employer contributions to the Plan after three years of employment. During the years ended September 30, 2020 and 2019, matching contributions totaled \$10,558 and \$6,273, respectively.

4. Commitments and Contingencies

Government Contracts

Earth Force receives certain revenues from contracts with various governmental agencies. The disbursement of funds received under these contracts generally requires compliance with term and conditions specified in the contracts and are subject to audit by the contracting agencies.

The amount of charges to these contracts that may be disallowed, if any, by such audits cannot presently be determined, and no provision for any liability that may result has been made in the financial statements. However, management believes Earth Force is in compliance with its contract requirements, and no liability has arisen in the past or is currently expected.

Operating Leases

Earth Force leases office space under a non-cancelable operating lease with monthly payments not to exceed \$985. The lease was renewed in 2020 to extend the term one more year through December 2020. Future minimum lease payments for this office space are approximately \$3,018 for the fiscal year ending September 30, 2020.

Rent expense for the years ended September 30, 2020 and 2019 was \$12,009 and \$16,254 respectively.

Earth Force, Inc.
Notes to Financial Statements
September 30, 2020 and 2019

4. Commitments and Contingencies (continued)

Subleases

A portion of the leased space was subleased to various unaffiliated not-for-profit organizations through December 2020. Sublease income for Think 360 Arts for Learning for the years ended September 30, 2020 and 2019 was \$3,837 and \$3,729, respectively. Sublease income for Denver Food Rescue for the years ended September 30, 2020 and 2019 was \$4,965 and \$4,857, respectively.

5. Related Party

Board members contribute financially to the Organization. Unrestricted cash contributions for the year ended September 30, 2020 and 2019 was \$4,406 and \$4,000, respectively.

6. Liquidity

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the balance sheet date, comprise the following:

	<u>2020</u>
Financial assets at period end:	
Cash & cash equivalents	\$ 509,073
Contributions receivable	<u>83,700</u>
Total financial assets	592,773
Less amounts not available to be used within one year:	
Net assets with donor restrictions	<u>10,510</u>
Financial assets available to meet general expenditures over the next twelve months	<u><u>\$ 582,263</u></u>

Earth Force, Inc.
Notes to Financial Statements
September 30, 2020 and 2019

7. Note Payable

On April 20, 2020, the Organization received loan proceeds of approximately \$112,254 (the “PPP Loan”) from First Western Trust Bank, pursuant to the Paycheck Protection Program (the “PPP”) under Division A, Title I of the CARES Act, which was enacted March 27, 2020. The PPP Loan, which was in the form of a Note dated April 17, 2020 issued to the Organization, matures on April 17, 2022 and bears interest at a rate of 1% per annum, payable monthly commencing on November 17, 2020. The Note may be prepaid by the Company at any time prior to maturity with no prepayment penalties. Funds from the PPP Loan may only be used for payroll costs, costs used to continue group health care benefits, mortgage payments, rent and utilities. The organization intends to use the entire PPP Loan for qualifying expenses. Under the terms of the PPP, certain amounts of the PPP Loan may be forgiven if they are used for qualifying expenses as described in the CARES Act. As of November, 25, 2020, the Organization’s PPP Loan was approved for full forgiveness.

8. Net Assets

Net assets with donor restrictions and without donor restrictions for the years ended September 30, 2020 and 2019 are as follows:

	<u>2020</u>	<u>2019</u>
Net assets with donor restrictions:		
Community programs	-	1,922
Water-based programs	<u>10,511</u>	<u>48,743</u>
	<u>\$ 10,511</u>	<u>\$ 50,665</u>
 Net assets without donor restrictions	 <u>415,818</u>	 <u>388,250</u>
	<u>\$ 426,329</u>	<u>\$ 438,915</u>