CERTIFIED PUBLIC ACCOUNTANT'S AUDITED FINANCIAL STATEMENTS

Year Ended December 31, 2022 and 2021

December 31, 2022 and 2021

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Independent Auditor's Report

To the Board of Directors Sharefest Community Development, Inc.

Opinion

We have audited the accompanying financial statements of Sharefest Community Development, Inc. (a nonprofit organization), which comprise the statements of financial position as of December 31, 2022 and 2021, 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 Sharefest Community Development, Inc. as of December 31, 2022 and 2021, 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 Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Sharefest Community Development, Inc. 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 Sharefest Community Development, Inc.'s ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's 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 auditor's 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 Sharefest Community Development, Inc.'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 Sharefest Community Development, Inc.'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.

Stiphens, Reidinger + Beller LLP

Newport Beach, California June 6, 2023

STATEMENTS OF FINANCIAL POSITION

December 31, 2022 and 2021

	ASSETS		
		2022	2021
Current assets			
Cash		\$ 2,185,416	\$ 1,576,049
Receivables		62,952	226,833
Total current assets		2,248,368	1,802,882
Property and equipment			
Office equipment		12,213	12,213
Youth Center		854,608	854,608
Less: accumulated depreciation		(161,768)	(119,038)
Net property and equipment		705,053	747,783
Total assets		\$ 2,953,421	\$ 2,550,665

LIABILITIES AND NET ASSETS

Current liabilities Accounts payable Accrued paid time off Deferred revenue	145,563 22,163 22,500	26,822 22,704 209,801
Total current liabilities	190,226	259,327
Net assets Without donor restrictions With donor restrictions	2,763,195	2,176,578 114,760
Total net assets	2,763,195	2,291,338
Total liabilities and net assets	<u>\$ 2,953,421</u>	\$ 2,550,665

STATEMENT OF ACTIVITIES

For the Year Ended December 31, 2022

	Without Donor Restrictions		With Donor Restrictions			2022 Total
Dublic summert						
Public support Contributions	\$	374,864	\$		\$	374,864
Corporate/Foundation grants	φ	750,698	φ	- 461,372	φ	1,212,070
Government grants		324,572		-01,572		324,572
In-kind donations		142,350		_		142,350
Interest income		1,652		_		1,652
Net assets released from restrictions		576,132		(576,132)		-
Subtotal public support		2,170,268		(114,760)		2,055,508
Special fund-raising events						
Revenue		303,899		-		303,899
Expenses		(176,210)		-		(176,210)
Net support from fund-raising events		127,689		-		127,689
Total revenue and support		2,297,957		(114,760)		2,183,197
Expenses						
Program services		1,486,211		-		1,486,211
Management and general		117,711		-		117,711
Fundraising		107,418		-		107,418
Total expenses		1,711,340		-		1,711,340
Increase in net assets		586,617		(114,760)		471,857
Net assets at beginning of year		2,176,578		114,760		2,291,338
Net assets at end of year	\$	2,763,195	\$		\$	2,763,195

STATEMENT OF ACTIVITIES

For the Year Ended December 31, 2021

	Without Donor Restrictions	With Donor Restrictions	2021 Total
Public support			
Contributions	\$ 319,242	\$ 41,661	\$ 360,903
Corporate/foundation grants	336,747	572,064	908,811
Government grants	(7,866)	261,650	253,784
In-kind donations	122,684	-	122,684
Interest income	995	-	995
Net assets released from restrictions	798,865	(798,865)	
Subtotal public support	1,570,667	76,510	1,647,177
Special fund-raising events			
Revenue	294,742	-	294,742
Expenses	(146,493)		(146,493)
Net support from fund-raising events	148,249		148,249
Total revenue and support	1,718,916	76,510	1,795,426
Expenses			
Program services	1,010,970	-	1,010,970
Management and general	81,206	-	81,206
Fundraising	62,095		62,095
Total expenses	1,154,271		1,154,271
Increase in net assets	564,645	76,510	641,155
Net assets at beginning of year	1,611,933	38,250	1,650,183
Net assets at end of year	\$ 2,176,578	\$ 114,760	\$ 2,291,338

STATEMENT OF FUNCTIONAL EXPENSES

For the Year Ended December 31, 2022

	Youth Leadership Academy	Total Corporate Program Services Services		Management & General	Fundraising	Total
Personnel expenses						
Salaries and wages	\$ 644,480	\$ 136,711	781,191	\$ 56,568	\$ 70,200	\$ 907,959
Payroll taxes and benefits	94,245	21,057	115,302	8,932	10,317	134,551
Travel and training	337		337		1,807	2,144
Total personnel expenses	739,062	157,768	896,830	65,500	82,324	1,044,654
Operating expenses						
Program supplies and educational materials	58,722	37,647	96,369	-	-	96,369
Telephone and utilities	2,648	1,300	3,948	671	669	5,288
Insurance	33,465	-	33,465	-	-	33,465
Outside services	98,609	214,231	312,840	11,129	14,269	338,238
Rent	38,363	19,182	57,545	18,358	823	76,726
Transportation costs	603	-	603	-	-	603
Meetings & promotions	4,903	87	4,990	3,431	2,469	10,890
Total operating expenses	237,313	272,447	509,760	33,589	18,230	561,579
General expenses						
Automotive	2,052	135	2,187	34	63	2,284
Bank and merchant fees	281	91	372	1,637	1,508	3,517
Printing and publications	1,944	-	1,944	444	358	2,746
Office supplies and expenses	977	-	977	2,095	523	3,595
Postage and shipping	430	-	430	230	642	1,302
Professional fees	7,585	3,793	11,378	1,896	1,896	15,170
Payroll processing	-	-	-	1,554	_	1,554
Dues and subscriptions	19,465	106	19,571	10,532	1,874	31,977
Licenses and permits	32	-	32	200	-	232
Depreciation	42,730	-	42,730			42,730
Total general expenses	75,496	4,125	79,621	18,622	6,864	105,107
Total expenses	\$ 1,051,871	\$ 434,340	\$ 1,486,211	\$ 117,711	\$ 107,418	\$ 1,711,340

STATEMENT OF FUNCTIONAL EXPENSES

For the Year Ended December 31, 2021

	Youth Leadership Academy	Corporate Services		-		-		Total Program Services		Program		Corporate Prog		Management & General		Fundraising		Total
Personnel expenses																		
Salaries and wages	\$ 440,511	\$ 63,8	71	\$	504,382	\$	43,304	\$	41,901	\$ 589,587								
Payroll taxes and benefits	71,136	10,9	42		82,078		7,429		8,244	97,751								
Travel and training	335		-		335		350		-	 685								
Total personnel expenses	511,982	74,8	13		586,795		51,083		50,145	 688,023								
Operating expenses																		
Program supplies and educational materials	37,362	26,9	53		64,315		-		-	64,315								
Telephone and utilities	3,850		70		4,620		257		256	5,133								
Insurance	21,936	4	-23		22,359		351		-	22,710								
Outside services	88,209	94,7	48		182,957		13,535		2,726	199,218								
Rent	57,915	11,5	83		69,498		3,861		3,861	77,220								
Meetings & promotions	8,364	-	-		8,364		2,758		1,865	 12,987								
Total operating expenses	217,636	134,4	77		352,113		20,762		8,708	 381,583								
General expenses																		
Automotive	1,313		43		1,356		-		43	1,399								
Bank and merchant fees	2	4	14		416		660		875	1,951								
Printing and publications	1,593		-		1,593		71		237	1,901								
Office supplies and expenses	953		-		953		4,969		84	6,006								
Postage and shipping	542		-		542		229		55	826								
Professional fees	11,626	2,3	25		13,951		775		775	15,501								
Payroll processing	735		-		735		1,521		-	2,256								
Dues and subscriptions	9,600	1	05		9,705		986		1,173	11,864								
Licenses and permits	81		-		81		150		-	231								
Depreciation	42,730		-		42,730		-		-	 42,730								
Total general expenses	69,175	2,8	87		72,062		9,361		3,242	 84,665								
Total expenses	\$ 798,793	\$ 212,1	77	\$ 1,	,010,970	\$	81,206	\$	62,095	\$ 1,154,271								

STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2022 and 2021

	2022			2021		
Cash flows from operating activities						
Increase in net assets	\$	471,857	\$	641,155		
Adjustment to reconcile changes in net assets						
Depreciation		42,730		42,730		
Decrease (increase) in operating assets						
Receivables		163,881		(185,885)		
Deposits		-		22,503		
Increase (decrease) in operating liabilities						
Accounts payable		118,741		11,299		
Accrued paid time off		(541)		4,687		
Deferred revenue		(187,301)		14,517		
Net cash provided by operating activities		609,367		551,006		
Net increase in cash		609,367		551,006		
Cash, beginning of year		1,576,049		1,025,043		
Cash, end of year	\$	2,185,416	\$	1,576,049		

NOTES TO FINANCIAL STATEMENTS

December 31, 2022 and 2021

NOTE 1: ORGANIZATION AND NATURE OF SERVICES

Sharefest Community Development, Inc. (the Organization) is a non-profit benefit corporation formed in 2006 for charitable purposes. The Organization gives youth facing significant barriers the skills, support, and connections they need to achieve economic success.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

Recent Accounting Pronouncement

In September 2020, The FASB issued ASU 2020-07, *Presentation and Disclosures by Not-for-Profit Entities for Contributed Nonfinancial Assets*. ASU 2020-07 increases the transparency of contributed nonfinancial assets for not-for-profit entities through enhancements to presentation and disclosure but does not change the recognition or measurement requirements for those assets. The ASU became effective for the fiscal periods beginning after June 15, 2021, early adoption is permitted, and management has elected to adopt ASU 2020-07 as of and for the fiscal year ending December 31, 2022.

<u>Net Assets</u>

The financial statements report net assets and changes in net assets in two classes that are based upon the existence or nonexistence of restrictions on use that are placed by its donors. The two classes of net assets are as follows:

<u>Net Assets Without Donor Restrictions</u> – Net assets without donor restrictions are resources available to support the Organization's operations. The only limits on the use of these net assets, if any, are the broad limits resulting from the nature of the Organization, the environment in which it operates, the purposes specified in its corporate documents and its application for tax-exempt status, and any limits resulting from contractual agreements with creditors and others that are entered into in the course of its operations.

Support that is restricted by a donor is reported as an increase in net assets without donor restrictions if the restriction expires in the reporting period in which the support is recognized. All other donor-restricted support is reported as an increase in net assets with donor restrictions, depending on the nature of the restriction.

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2022 and 2021

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Net Assets (continued)

<u>Net Assets With Donor Restrictions</u> – Net assets with donor restrictions are resources that are restricted by a donor for use for a specified purpose or in a particular future period. Some donor-imposed restrictions are temporary in nature, and the restriction will expire when the resources are used in accordance with the donor's instructions or when the stipulated time has passed. Other donor-imposed restrictions are perpetual in nature and the Organization must continue to use these resources in accordance with donor's restrictions.

The Organization's unspent contributions are included in this class if the donor has limited their use. When a donor's restriction is satisfied, the expiration of the restriction is reported in the financial statements by reclassifying the net assets from net assets with donor restrictions to net assets without donor restrictions.

Classification of Transactions

All revenues are reported as increases in net assets without donor restrictions in the statement of activities unless the donor specified the use of the related resource for a specified purpose or for a future period. All expenses are reported as decreases in net assets without donor restrictions.

Cash, Cash Equivalents, and Concentration of Credit Risk

The Organization considers all highly liquid investments with a maturity of three months or less to be cash equivalents. The Organization maintains its cash with high-credit quality financial institutions, which at times may exceed the Federal Deposit Insurance Corporation (FDIC) insurance limit of \$250,000. As of December 31, 2022 and 2021, the Organization has not incurred losses related to carrying cash balances in excess of the FDIC insurance limit.

Allowance for Doubtful Accounts

The Organization uses the allowance method to determine uncollectible receivables. Based on prior years' experience and an analysis of account balances at December 31, 2022 and 2021, management believes that all receivables are collectible and therefore no allowance for doubtful accounts has been made.

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2022 and 2021

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property and Equipment

The Organization records purchased property and equipment at cost. Donated property is capitalized at its estimated fair market value at the time of donation. Depreciation of office equipment is recorded on the straight-line basis over five years. The youth center is being depreciated over 20 years on a straight-line basis. Repairs and maintenance are expensed as incurred.

Revenue and Revenue Recognition

In accordance with ASU 2018-08, *Not-for-Profit Entities – Revenue Recognition (Subtopic 958-605)*, the Organization is first required to determine whether a contribution is conditional or unconditional. An unconditional contribution is recognized immediately and classified as either net assets without donor restrictions or net assets with donor restrictions. Conditional promises to give that is, those with a measurable performance or other barrier, and a right of return, are not recognized until the conditions on which they depend have been substantially met.

A portion of the Organization's revenue is derived from cost-reimbursable federal, state, and local contracts and grants, which are conditional upon certain performance requirements and/or the incurrence of allowable qualifying expenses. Amounts received are recognized as revenue when the Organization has incurred expenditures in compliance with specific contract or grant provisions. Amounts received prior to incurring qualifying expenditures are reported as deferred revenue in the statement of financial position.

In accordance with ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, all program service income is recognized to depict the transfer of promised services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Any amount received in advance is recorded as deferred revenue until services have been performed and can be recognized as revenue.

Special events revenue is comprised of an exchange element based upon the direct benefits donors receive and a contribution element for the difference. The Organization recognizes special events revenue equal to the fair value of direct benefits to donors when the special event takes place. The contribution element of special event revenue is recognized immediately, unless there is a right of return if the special event does not take place.

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2022 and 2021

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Functional Allocation of Expenses

The costs of providing programs and services have been summarized on a functional basis in the statement of activities and statement of functional expenses. Expenses that can be identified with a specific program or service are charged directly to that program or service. Costs common to multiple functions have been allocated among various functions benefited using a reasonable allocation method that is consistently applied as follows:

- Salaries and wages, benefits, and payroll taxes are allocated based on hours spent on each program.
- Rent, utilities, and general administrative costs are allocated based on the number of days in a year the Organization spends on each program and supporting activity.

General and administrative expenses include costs that are not directly identifiable with any specific program, but which provide for the overall support and direction of the Organization.

Fundraising expenses are expensed as incurred and are charged to the respective fundraising cost center. When the Organization incurs shared costs that are both fundraising and general and administrative, the costs are allocated based on the methods described above.

Accrued Paid Time Off

The Organization accrues for any unused vacation time at the end of the year. The amount of accrued employee vacation at December 31, 2022 and 2021 was \$22,163 and \$22,704, respectively.

<u>Estimates</u>

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 certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Advertising Costs

Advertising costs are expensed as incurred. Total advertising costs for the years ended December 31, 2022 and 2021 were \$8,947 and \$12,762, respectively.

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2022 and 2021

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Donated Materials, Facilities, and Services

When donated materials are received they are included in the accompanying financial statements where estimates of market value are available to measure the value of such materials. Contributed facilities are reported as in-kind contributions and expenses based upon the estimated usage value of the premises. Donated services are recognized when a non-financial asset is created or specialized skills are required and the Organization would otherwise need to purchase the services. The total in-kind contributions were as follows:

	2022		2021
Supplies	72,210	\$	52,544
Rent	70,140		70,140
	\$ 142,350	\$	122,684

Income Taxes

The Organization is exempt from Federal and California income tax under Internal Revenue Code (IRC) Section 501(c)(3) and Section 23701 of the California Revenue and Taxation Code. Therefore, no provision for income taxes has been included in the accompanying financial statements.

NOTE 3: SUBSEQUENT EVENTS

Management has evaluated subsequent events through June 6, 2023, the date which the financial statements were available for issue, and no events occurred that required adjustments to the accompanying financial statements.

NOTE 4: FUNDRAISING

The Organization holds fundraising activities and special events in order to assist in program operations. All revenues received from such events in excess of expenses are used for current program operations. Direct fundraising expenses incurred in connection with these events for the years ended December 31, 2022 and 2021 was \$176,210 and \$146,493, respectively.

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2022 and 2021

NOTE 5: LIQUIDITY AND AVAILABILITY

Financial assets without donor or other restrictions limiting their use within one year of December 31, 2022, which are available for general expenditures are as follows:

Financial assets:	
Cash and cash equivalents	\$ 2,185,416
Accounts receivable	 62,952
Amount available for general expenditures within one year	\$ 2,248,368

Based on the table above, the Organization has \$2,248,368 of financial assets available within one year of the balance sheet date to meet cash needs for general expenditures. The Organization receives approximately \$150,000 monthly in contributions and grant revenue to help offset operating expenses. The Organization has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations become due.

NOTE 6: NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions at December 31, 2022 and 2021 consist of the following and were restricted for the following purposes:

	 2022		2021
Youth Leadership Academy	\$ -	\$	114,760
	\$ -	\$	114,760

NOTE 7: RETIREMENT PLAN

On July 5, 2022, the Organization established a voluntary defined contribution 403(b) retirement plan available for all eligible employees under which it provides discretionary matching contributions. For the year ended December 31, 2022 the discretionary match was 5% of the employee's salary. As of December 31, 2022, the Organization contributed \$10,427 to the plan.

NOTES TO FINANCIAL STATEMENTS (Continued)

December 31, 2022 and 2021

NOTE 8: PAYCHECK PROTECTION PROGRAM CONTRIBUTION

On January 29, 2021, the Organization was granted a "loan" from Malaga Bank for \$121,685, pursuant to the Paycheck Protection Program (PPP) under Division A, Title I of the CARES Act, which was enacted on March 27, 2020 in response to the coronavirus pandemic (see Note 9). Under the CARES Act, the PPP funds are intended to allow businesses to cover eligible expenses including payroll, benefits, rents, and utilities within a specified time period per program requirements. This loan was paid in full by the SBA on August 16, 2021 and the Organization has no further obligation to the bank as of December 31, 2022.

The Organization elected to account for the PPP loan in accordance with the guidance under FASB ASC 958-605 as conditional contributions. The Organization initially recorded the amount received as refundable advance, followed by a reduction in the advance and recognition of revenue as the conditions of the loan was met. As of December 31, 2021, the Organization has substantially met all the conditions of the PPP program and therefore has recognized in full the PPP grant amount in the accompanying statement of operations as contribution income.

NOTE 9: RISKS AND UNCERTANTIES

In March 2020, the World Health Organization declared the outbreak of a novel coronavirus (COVID-19) as a pandemic, which continues to spread throughout the United States and worldwide. The coronavirus outbreak resulted in federal, state and local governments and private entities mandating various restrictions, including travel, in public gatherings, stay at home orders and quarantining of people who may have been exposed to the virus. In response to the pandemic and the various restrictions, Sharefest Community Development, Inc. has adjusted its operations to protect its employees and program participants from the virus while effectively providing services via virtual platforms when possible. As management continues to evaluate the impact that this global pandemic will have on future operations, management believes that Sharefest Community Development, Inc. can continue its operations, as the funding from various sources has not been affected by the coronavirus pandemic.