FINANCIAL STATEMENTS

June 30, 2021

(WITH COMPARATIVE TOTALS AS OF JUNE 30, 2020)



Certified Public Accountants for Nonprofit Organizations

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CROSBY & KANEDA

Certified Public Accountants for Nonprofit Organizations

INDEPENDENT AUDITOR'S REPORT

Board of Directors North of Market/Tenderloin Community Benefit Corporation San Francisco, California

Report on the Financial Statements

We have audited the accompanying financial statements of North of Market/Tenderloin Community Benefit Corporation, which comprise the statement of financial position as of June 30, 2021, 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 from 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 North of Market/Tenderloin Community Benefit Corporation as of June 30, 2021, 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

The accompanying summarized comparative information as of and for the year ended June 30, 2020 is derived from financials that were previously reviewed by us and we stated that we were not aware of any material modifications that should be made to those financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America in our report dated December 16, 2021. We have not performed procedures in connection with that review engagement since that date.

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Oakland, California May 5, 2022

Statement of Financial Position June 30, 2021 (With Comparative Totals as of June 30, 2020)

2021 2020 (Audited) (Reviewed) Assets Assets Cash and cash equivalents \$ 956,150 1,287,793 \$ Grants and accounts receivable 1,642,776 230,030 17,388 Assessments receivable 51,191 Prepaid expenses and deposits 21,347 35,070 2,637,661 Total Assets \$ \$ 1,604,084 **Liabilities and Net Assets** Liabilities \$ Accounts payable and accrued expenses 629,415 \$ 258,797 123,163 Pass-through payables (Note 9) 22,504 Accrued vacation 60,351 59,557 PPP loan (Note 4) 168,400 168,400 981,329 509,258 **Total Liabilities** Net Assets Without donor restrictions 919,865 669,334 With donor restrictions (Note 5) 736,467 425,492 Total Net Assets 1,656,332 1,094,826 Total Liabilities and Net Assets 2,637,661 \$ 1,604,084 \$

See Notes to the Financial Statements

Statement of Activities For the Year Ended June 30, 2021 (With Comparative Totals for the Year Ended June 30, 2020)

					Total			
	Without Donor		With Donor		2021		2020	
	Restrictions		Restrictions		(Audited)	(Reviewed		
Support and Revenue								
Assessment revenue (Note 6)	\$	2,021,032	\$		\$ 2,021,032	\$	1,969,176	
Government grants and contracts		2,196,425			2,196,425		642,702	
Foundation support		29,500		882,805	912,305		604,431	
Individual and corporate support		9,272			9,272		24,188	
Program service fees		146,758			146,758		129,926	
Interest and other income		17,987			17,987		23,629	
Support provided by expiring time								
and purpose restrictions		571,830		(571,830)	-		-	
Total Support and Revenue		4,992,804		310,975	5,303,779		3,394,052	
Expenses								
Program		4,420,874			4,420,874		3,019,838	
Management and general		269,067			269,067		312,134	
Fundraising		52,332			52,332		33,035	
Total Expenses		4,742,273		-	4,742,273		3,365,007	
Change in Net Assets		250,531		310,975	561,506		29,045	
Net Assets, beginning of year		669,334		425,492	1,094,826		1,065,781	
Net Assets, end of year	\$	919,865	\$	736,467	\$ 1,656,332	\$	1,094,826	

See Notes to the Financial Statements

Statement of Cash Flows For the Year Ended June 30, 2021 (With Comparative Totals for the Year Ended June 30, 2020)

		2021	2020			
	(Audited)			(Reviewed)		
Cash flows from operating activities:						
Change in net assets	\$	561,506	\$	29,045		
Adjustments to reconcile change in net assets to cash						
provided (used) by operating activities:						
Depreciation		-		1,750		
Change in assets and liabilities:						
Assessments receivable		33,803		(39,652)		
Grants and accounts receivable		(1,412,746)		108,212		
Prepaid expenses and deposits		13,723		120,128		
Accounts payable and accrued expenses		370,618		13,598		
Pass-through payables		100,659		-		
Accrued vacation		794		26,682		
Net cash provided (used) by operating activities		(331,643)		259,763		
Cash flows from financing activities						
Proceeds from Paycheck Protection Program loan		-		168,400		
Net cash provided (used) by financing activities		-		168,400		
Net change in cash		(331,643)		428,163		
Cash and cash equivalents, beginning of year		1,287,793		859,630		
Cash and cash equivalents, end of year	\$	956,150	\$	1,287,793		

See Notes to the Financial Statements

Statement of Functional Expenses For the Year Ended June 30, 2021 (With Comparative Totals for the Year Ended June 30, 2020)

					Total			
		Ma	inagement			2021		2020
	Program	an	d General	Fui	ndraising	(Audited)	(]	Reviewed)
Salaries	\$ 1,087,131	\$	136,188	\$	27,766	\$ 1,251,085	\$	912,239
Employee benefits	122,161		15,303		3,120	140,584		99,101
Payroll taxes	86,518		10,838		2,210	99,566		79,004
Total Personnel	1,295,810		162,329		33,096	1,491,235		1,090,344
Fees for service								
Cleaning services	1,894,477		-		-	1,894,477		1,125,620
Camera services	322,813		-		-	322,813		366,543
Safety services	179,475		-		-	179,475		245,397
Public space improvements	166,627		-		-	166,627		166,427
Economic opportunity services	66,240		-		-	66,240		82,580
Accounting fees	-		39,191		-	39,191		14,900
Other fees for service	180,369		5,734		17,100	203,203		38,596
Neighborhood mini grants	95,035		-		-	95,035		141,000
Office expenses and supplies	130,017		16,582		45	146,644		9,750
Information technology	9,328		528		30	9,886		7,427
Occupancy	80,683		10,107		2,061	92,851		59,431
Depreciation	-		-		-	-		1,750
Insurance	-		34,596		-	34,596		15,242
Total Expenses	\$ 4,420,874	\$	269,067	\$	52,332	\$ 4,742,273	\$	3,365,007

NOTE 1: NATURE OF ACTIVITIES

The North of Market/Tenderloin Community Benefit Corporation ("TLCBD" or "Organization") is a California nonprofit public benefit corporation, which was established in 2005. The core purpose of TLCBD is to lead the evolution of the Tenderloin into a vibrant community for ALL with a focus on providing supplemental cleaning, safety and beautification services to a 40-block special benefits district in the Tenderloin neighborhood of San Francisco.

Fiscal Year 2019-20 was a transition year for TLCBD, with the organization finishing the delivery of services to its original 30-block district under its original 2005 management plan and beginning expanded services under its renewed 2019 management plan to a larger 40-block district in January 2020. For the last 15 years, TLCBD has turned the annual investment by the property owners, who pay an assessment as part of their property tax bill, into much needed supplemental services and programs that benefit everyone in the community. Now TLCBD is committed to using the renewal of that commitment for another 15 years to expand its programs and impact.

TLCBD continued its long-standing Clean and Safe programs and established innovative programs to support Tenderloin Parks and Open Spaces, Economic Opportunity for small businesses and residents, Pedestrian Safety, an expanded Tenderloin Camera Network, and Neighborhood Pride

TLCBD's Clean Program provides supplemental cleaning services in the public right-ofway including sidewalk and gutter sweeping, weekly pressure washing of all sidewalks, needles pick-up, human and animal waste sanitation and graffiti abatement. TLCBD also supports a fleet Bigbelly trash cans with colorful wraps designed by local artists – bringing multiple litter receptables to every intersection in the district.

TLCBD's Safe Program operates the celebrated Safe Passage Program, which provides a visible safety presence on key corridors to help children and families get to and from school safely every day and other safety initiatives including a new Pedestrian Safety initiative to do outreach, education and organizing to support safer streets in the neighborhood.

TLCBD's Camera Program operates a network of cameras in the neighborhood to provide after-the-fact footage to all parties in the criminal justice system – including the Police, District Attorney, Public Defender and others.

TLCBD's Inviting Space program operates the Tenderloin Park Network to support safe, clean and inviting parks and playgrounds as well as physical improvement and beautification projects to the sidewalks and other public spaces.

TLCBD's Economic Opportunity Program provides business assistance services, referrals and grants and advocates on behalf of small businesses in the neighborhood.

TLCBD's Neighborhood Pride Program provides support to multiple block groups as they seek to transform the physical and social conditions on their blocks as well other efforts to organize resident voice and bring attention to the dynamic low-income, affordable multi-racial neighborhood at the heart of San Francisco.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying 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).

Net Assets

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

Net assets without donor restrictions – are resources available to support operations. The only limits on the use of the net assets 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.

Net assets with donor restrictions – are resources that are restricted by a donor for use for a particular purpose or in a particular 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; there were no restrictions of this nature as of June 30, 2021

When a donor's restriction is satisfied, either by using the resources in the manner specified by the donor or by the passage of time, 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-imposed restrictions. Net assets restricted for acquisition of building or equipment (or less commonly, the contribution of those net assets directly) are reported as net assets with donor restrictions until the specified asset is placed in service by the Organization, unless the donor provides more specific directions about the period of its use.

Accounting for Contributions

Contributions, including unconditional promises to give, are recognized when received. All contributions are reported as increases in net assets without donor restrictions unless the contributed assets are specifically restricted by the donor. Amounts received that are restricted by the donor to use in future periods or for specific purposes are reported as increases in net assets with donor restrictions. Unconditional promises with payments due in future years have an implied restriction to be used in the year the payment is due, and therefore are reported as restricted until payment is due, unless the contribution is clearly intended to support activities of the current fiscal year. Conditional promises are not recognized until they become unconditional, that is, until all conditions on which they depend are substantially met.

Accounting for Revenue

The Organization recognizes revenue as performance obligations are satisfied.

Revenue is recognized over time for cost reimbursement contracts as eligible expenses are incurred if other conditions of the contract are satisfied. Revenue from agreements that include milestones and milestone payments are recognized over time as milestones are reached. Revenue is recognized based on estimated progress towards complete satisfaction of the performance obligation if the Organization can reasonably measure such progress. If the Organization's efforts are expended evenly throughout the performance period the Organization may recognize revenue on a straight-line basis over such a period.

Revenue is recognized at a point in time when goods or services are provided to customers and the Organization is not required to provide additional goods or services or if the above criteria are not met.

The Organization tracks contract assets representing earned amounts that are not yet receivable separately from accounts receivable, if any. As a practical expedient the Organization disregards the effects of potential financing components if the period between payment and performance is one year or less.

The Organization recognizes revenue for certain government funding on a deliverable basis rather than on a cost reimbursement basis. These deliverables are approved by agency staff prior to payment based on Organizational reporting of work performed.

All revenues and net gains are reported as increases in net assets without donor restrictions in the statement of activities unless related to a donor specified restriction for a particular purpose or future period.

Assessments Receivable

Assessments receivable primarily consists of delinquent tax assessments owed by property owners. Since the taxpayers will be subject to City enforcement procedures, all assessments are considered to be fully collectible.

Grants and Accounts Receivable

Grants and accounts receivable are primarily unsecured non-interest-bearing amounts due from grantors on a cost reimbursement basis or customers on performance contracts. The Organization considers all accounts receivable to be fully collectible at June 30, 2021. Accordingly, no allowance for doubtful accounts was deemed necessary. If amounts become uncollectible, they are charged to expense in the period in which that determination is made.

Program Service Fees

Program service fees consists primarily of contracts conducted on a fee for service basis. The Organization recognizes revenue on such activities as the related performance obligations are completed.

Income Taxes

The Internal Revenue Service and the California Franchise Tax Board have determined that the Organization is exempt from federal and state income taxes under IRC 501(c)(3) and California RTC 23701(d). The Organization has evaluated its current tax positions as of June 30, 2021 and is not aware of any significant uncertain tax positions for which a reserve would be necessary. The Organization's tax returns are generally subject to examination by federal and state taxing authorities for three and four years, respectively, after they are filed.

Contributed Services

Contributed services are reflected in the financial statements at the fair value of the services received only if the services (a) create or enhance nonfinancial assets or (b) require specialized skills, are performed by people with those skills, and would otherwise be purchased by the Organization. There were no contributed services that met the criteria for recognition for the year ended June 30, 2021.

Cash Equivalents

For purposes of the statement of cash flows, the Organization considers all money market funds and other highly liquid investments with original maturities of three months or less when purchased to be cash equivalents.

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 disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Fair Value Measurements

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Organization determines the fair values of its assets and liabilities based on a fair value hierarchy that includes three levels of inputs that may be used to measure fair value.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Organization has the ability to access at the measurement date.

Level 2 - Inputs other than quoted market prices that are observable for the asset or liability, either directly or indirectly.

Level 3 - Unobservable inputs for the assets or liability.

The Organization had no assets or liabilities recorded at fair value on June 30, 2021.

Property and Equipment

Property and equipment purchased by the Organization is recorded at cost. The Organization capitalizes all expenditures for property and equipment over \$3,000; the fair

value of donated fixed assets is similarly capitalized. Depreciation is computed using the straight-line method over the shorter of the estimated useful lives on the property and equipment or the related lease terms.

Expense Recognition and Allocation

The cost of providing the Organization's programs and other activities is 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 support service are charged directly to that program or support service. Costs common to multiple functions have been allocated among the various functions using a reasonable allocation method that is consistently applied as follows:

Salaries and wages, benefits, and payroll taxes are allocated based on estimated staff allocations at year end.

Occupancy, depreciation and other shared are allocated on dependent on the programs and supporting activities occupying the space.

Office expenses and supplies, insurance, and other expenses that cannot be directly identified are allocated on the basis of staff allocations for program and supporting activity.

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

Fundraising costs are expensed as incurred, even though they may result in contributions received in future years. The Organization generally does not conduct fundraising activities in conjunction with its other activities. Additionally, advertising costs are expensed as incurred. All expenses and net losses are reported as decreases in net assets without donor restrictions.

Recent Accounting Standards

The Organization adopted ASU 2014-09 - Revenue from Contracts with Customers (Topic 606) during the year ended June 30, 2021. This guidance requires an entity to recognize revenue to depict the transfer of promised goods and 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.

Prior Year Summarized 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 GAAP. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended June 30, 2020, from which the summarized information was derived.

Reclassifications

Certain accounts in the prior year's summarized information have been reclassified for comparative purposes to conform with the presentation in the current-year financial statements.

NOTE 3: CONTINGENCIES

Community Benefit District

Community benefit district assessments are received under agreement with the City and County of San Francisco and assessments have been currently authorized through June 2034. The assessments and related revenue to the Organization may be terminated at an earlier date if the community benefit district which funds the Organization's operations is disestablished by a vote of the assessed property owners or in certain other circumstances. The Organization has been late in certain of its standard financial reporting and may incur additional costs to bring its financial reporting current and to comply with its reporting requirements. No reasonable estimate of the costs of such efforts was available.

Grant Awards and Governmental Funding

Grant awards require the fulfillment of certain conditions as set forth in the instrument of grant. Failure to fulfill the conditions could result in the return of the funds to the grantors. The Organization deems this contingency remote since by accepting the grants and their terms, it has accommodated the objectives of the Organization to the provisions of the grants. The Organization's management is of the opinion that the Organization has complied with the terms of all grants.

NOTE 4: PAYCHECK PROTECTION PROGRAM

The Organization received a \$168,400 paycheck protection program (PPP) loan bearing interest of 1% and maturing April 2022 which it accounts for under FASB 470 including interest accrual. Based on the guidance in FASB ASC 405-20-40-1, the proceeds from the loan will remain recorded as a liability until either (1) the loan is, in part or wholly, forgiven and the Organization has been "legally released" or (2) the Organization pays off the loan. As noted in Note 12, the Organization received notification of the loan forgiveness subsequent to year end.

NOTE 5: NET ASSETS WITH DONOR RESTRICTION

Net assets with donor restriction consisted of \$736,467 and \$425,492 for specific programmatic purposes as of June 30, 2021 and 2020, respectively.

NOTE 6: ASSESSMENT REVENUE

Assessment revenue consists of regular annual property assessments which are recognized as revenue when assessed. In addition, the Organization may receive other related revenue for late fees and other items, which it records when paid. Assessment revenue consisted of the following for the year ended June 30:

	<u>2021 (Audited)</u>	<u>2020 (Reviewed)</u>
Assessment revenue – regular annual	\$ 2,015,547	\$ 1,962,806
Assessment revenue – penalties and other	5,485	6,370
Total	<u>\$ 2,021,032</u>	<u>\$ 1,969,176</u>

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NOTE 7: CONCENTRATIONS

Support and Revenue

For the year ended June 30, 2021, the Organization received 38% of its revenue from community benefit district assessments on property owners in the North of Market/Tenderloin Community Benefit District and 40% from the City and County of San Francisco. A reduction in the level of this support, if this were to occur, may have an effect on the Organization's program and activities.

Grants and Accounts Receivable

As of June 30, 2021, approximately 84% of grants and aacounts receivable was from the City and County of San Francisco.

Geographic Area

The majority of the organization's revenue and support are received from corporations, foundations, government agencies and individuals located in the San Francisco area. As such, the organization's ability to generate resources may be dependent upon the economic health of that area.

Concentration of Credit Risk

At times, the Organization may have deposits in excess of federally insured limits. The risk is managed by maintaining all deposits in high quality financial institutions.

NOTE 8: RETIREMENT PLAN

The Organization has a defined contribution retirement plan (the Plan) under section 403(b) of the Internal Revenue Code. The Plan covers all employees who meet age and length of service requirements. The Organization may make a matching contribution of up to 3% of the employee's salary. The contribution rate is determined annually. All contributions to an employee's account vest immediately. The Organization made contributions of \$17,842 and \$13,670 for the years ended June 30, 2021 and 2020.

NOTE 9: PASS-THROUGH ACTIVITY AND COLLABORATIVE PAYABLES

The Organization serves as the lead fiscal agent for a number of grants in which funds have been earmarked for partner organizations. In addition to the activity reflected on the Organization's financials, an additional \$1,356,061 was accounted for on a pass-through basis reflecting the activity of the partners year ended June 30, 2021. Funds payable to partners are contingent on payment by the funder. As of June 30, 2021, \$123,163 remained payable to collaborative partners.

NOTE 10: RELATED PARTY ACTIVITY

The Organization's board includes representatives of the local community that the Organization operates within. During the year ended June 30, 2021, the Organization paid one board member approximately \$39,860 for neighborhood monitor services.

NOTE 11: LIQUIDITY AND AVAILABILITY

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of June 30, 2021 are:

Cash and cash equivalents	\$ 956,160
Grants and accounts receivable	1,642,776
Assessments receivable	17,388
Less purpose restricted net assets	(736,467)
Total	<u>\$ 1,879,857</u>

As part of the Organization's liquidity management plan, the Organization invests cash in excess of daily requirements into its bank money market account.

NOTE 12: SUBSEQUENT EVENTS

The Organization has evaluated subsequent events and has concluded that as of May 5, 2022, the date that the financial statements were available to be issued, there were no significant subsequent events to disclose beyond the following:

Coronavirus

In March 2020, the WHO classified the COVID-19 outbreak as a pandemic and the Organization. The full impact of the COVID-19 outbreak continues to evolve as of the date of this report. As such, it is uncertain as to the full magnitude of the effect that the pandemic will have on the Organization's financial condition, liquidity, and future results of operations. Management is actively monitoring the impact on its financial condition, liquidity, operations and workforce.

Paycheck Protection Program Loan

In August 2021, the organization received notice that funds received under the PPP – First Round funding totaling \$168,400 had been forgiven.