# **EISNER AMPER**

# SMILE FARMS, INC.

FINANCIAL STATEMENTS
DECEMBER 31, 2021 AND 2020



# Contents

	<u>Page</u>
Independent Auditors' Report	1 - 2
Financial Statements	
Statements of financial position as of December 31, 2021 and 2020	3
Statements of activities and changes in net assets for the years ended December 31, 2021 and 2020	4
Statements of functional expenses for the years ended December 31, 2021 and 2020	5 - 6
Statements of cash flows for the years ended December 31, 2021 and 2020	7
Notes to the financial statements	8 - 14



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#### INDEPENDENT AUDITORS' REPORT

To the Board of Trustees of Smile Farms, Inc.

## Report on the Audit of the Financial Statements

# **Opinion**

We have audited the financial statements of Smile Farms, Inc. (the "Organization"), which comprise the statements of financial position as of December 31, 2021 and 2020, and the related statements of activities and changes in net assets, functional expenses, and cash flows for each of 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 Smile Farms, Inc. as of December 31, 2021 and 2020, and the changes in its net assets and its cash flows for each of 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 ("GAAS"). 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

The Organization's 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.

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 for one year after the date that the financial statements are available to be issued.



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# 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 GAAS 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 GAAS, 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.

EISNERAMPER LLP Philadelphia, Pennsylvania

Eisner Amper LLP

November 18, 2022



# **Statements of Financial Position**

	December 31,			
		2021		
ASSETS				
Cash	\$	442,953	\$	236,014
Investments		144,866		144,848
Contributions receivable		164,447		42,875
Prepaid expenses		-		50,638
		752,266	\$	474,375
LIABILITIES Accounts payable and accrued expenses	\$	192,082	\$	114,394
NET ASSETS				
Without donor restrictions		560,184		334,981
With donor restrictions		-		25,000
Total net assets		560,184		359,981
	\$	752,266	\$	474,375

SMILE FARMS, INC.
Statements of Activities and Changes in Net Assets

	Year Ended December 31,																			
	2021					2020														
	Without Donor		Without With Donor Donor		With Donor		With Donor		With Donor		Without With Donor Donor		Total		Net Assets Without Donor Restrictions		Net Assets With Donor Restrictions			Total
Support and revenue:																				
Contributions	\$	303,162	\$	-	\$	303,162	\$	185,489	\$	25,000	\$	210,489								
Special event income, net of direct benefit to donors of \$474,010 in 2021 and	·	,	·		·	•		,	·	,		,								
\$110,235 in 2020		525,855		-		525,855		407,741		_		407,741								
In-kind contributions		37,126		-		37,126		143,424		_		143,424								
Investment income		40		-		40		812		_		812								
Other income		17		-		17		-		_		_								
Net assets released from restrictions		25,000		(25,000)		-		-				-								
Total support and revenue		891,200		(25,000)		866,200		737,466		25,000		762,466								
Expenses:																				
Program services:																				
Farm campuses		490,712		-		490,712		375,329		-		375,329								
Supporting services:																				
Management and general		109,661		-		109,661		104,642		-		104,642								
Fundraising		65,624			_	65,624		156,988		-		156,988								
Total expenses		665,997				665,997		636,959				636,959								
Change in net assets		225,203		(25,000)		200,203		100,507		25,000		125,507								
Net assets at beginning of year		334,981		25,000		359,981		234,474				234,474								
Net assets at end of year	\$	560,184	\$		\$	560,184	\$	334,981	\$	25,000	\$	359,981								

# Statement of Functional Expenses Year Ended December 31, 2021

		Program Services	Supporting Services					
	Farm Campuses		Manageme and General		t Fundraising			Total
Salaries	\$	166,902	\$	23,843	\$	47,686	\$	238,431
Employee benefits and payroll taxes		21,692		3,099		6,198		30,989
Total salaries and related expenses		188,594		26,942		53,884		269,420
Grants		257,105		_		_		257,105
Professional services		-		44,372		5,000		49,372
Subscriptions and fees		-		22,163		1,659		23,822
Insurance		-		7,081		-		7,081
Travel		-		2,340		-		2,340
Meals		-		1,816		-		1,816
Supplies and materials		7,887		1,100		-		8,987
Printing and postage		-		127		1,086		1,213
Other		-		3,720		3,995		7,715
In-kind donations:								
Materials and equipment		37,126		-				37,126
Total expenses included in the expense section on the statements of activities and changes in net assets		490,712		109,661		65,624		665,997
Plus expenses included with revenue on the statements of activities and changes in net assets:						,-		
Professional services		-		-		122,682		122,682
Venue		-		-		287,246		287,246
Equipment		-		-		4,040		4,040
Meals		-		-		33,470		33,470
Programming		-		-		2,165		2,165
Gifts and awards						24,407		24,407
						474,010		474,010
Total expenses	\$	490,712	\$	109,661	\$	539,634	\$	1,140,007

# Statement of Functional Expenses Year Ended December 31, 2020

	Program Services Supporting Services			
	Farm Campuses	Management and General	Fundraising	Total
Salaries Employee benefits and payroll taxes	\$ 225,182 30,055	\$ 32,169 4,294	\$ 64,338 8,587	\$ 321,689 42,936
Total salaries and related expenses	255,237	36,463	72,925	364,625
Grants Professional services Advertising Subscriptions and fees Insurance Travel Meals Supplies and materials Printing and postage Other In-kind donations: Materials and equipment Services Facilities	46,779 - - - - - 8,289 - - - 65,024	14,423 - 19,829 3,035 542 761 1,156 118 9,915	1,625 9,300 1,484 - - - 1,005 10,649	46,779 16,048 9,300 21,313 3,035 542 761 9,445 1,123 20,564 65,024 65,200 13,200
Total expenses included in the expense section on the statements of activities and changes in net assets	375,329	104,642	156,988	636,959
Plus expenses included with revenue on the statements of activities and changes in net assets:  Professional services Venue Equipment Meals Gifts and awards	- - - - -	- - - - -	33,585 47,332 2,130 19,550 7,638	33,585 47,332 2,130 19,550 7,638
Total expenses	\$ 375,329	\$ 104,642	\$ 267,223	\$ 747,194

# **Statements of Cash Flows**

	Year Ended December 31,			
		2021		2020
Cash flows from operating activities:				
Change in net assets	\$	200,203	\$	125,507
Adjustments to reconcile change in net assets to net cash				
provided by operating activities:				
Changes in assets and liabilities:				
Contributions receivable		(121,572)		(24,500)
Prepaid expenses		50,638		(50,638)
Accounts payable and accrued expenses		77,688		(7,352)
Net cash provided by operating activities		206,957		43,017
Cash flows from investing activities:				
Purchases of investments		(18)		(685)
Net cash used in investing activities		(18)		(685)
Net change in cash		206,939		42,332
Cash at beginning of year		236,014		193,682
Cash at end of year	<u>\$</u>	442,953	\$	236,014

Notes to the Financial Statements December 31, 2021 and 2020

#### **NOTE A - ORGANIZATION**

Smile Farms, Inc. (the "Organization") was established and incorporated in the state of New York in 2014 as a not-for-profit corporation, beginning operations in 2015. The Organization's mission is to create jobs for people with developmental disabilities in horticultural settings within their communities. To achieve this, the Organization provides funding to six unique not-for-profit organizations, which operate eleven unique locations.

# NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

# [1] Basis of accounting:

The accompanying financial statements of the Organization have been prepared using the accrual basis of accounting and conform to accounting principles generally accepted in the United States of America ("U.S. GAAP").

# [2] Basis of presentation:

Net assets, revenues, gains, and losses are classified based on the existence or absence of donorimposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

Net Assets Without Donor Restrictions – Net assets available for use in general operations and not subject to donor-imposed restrictions.

Net Assets With Donor Restrictions – Net assets subject to donor-imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates those resources be maintained in perpetuity. Net assets with donor restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both. The Organization reports contributions with donor restrictions as support without donor restrictions if the restrictions are met in the same reporting period as when the contributions are received.

## [3] Use of estimates:

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

## [4] Investments:

Investments consist of mutual funds stated at their fair values based on quoted market prices. Gains and losses on securities sold, as well as held at the end of the year, are included in the statements of activities and changes in net assets. Dividend and interest income is recorded as earned and is also included in the statements of activities and changes in net assets. Increases and decreases in fair value are recognized in the period in which they occur.

Notes to the Financial Statements December 31, 2021 and 2020

# NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

# [5] Revenue recognition:

#### Contributions and contributions receivable

Contributions, including unconditional promises to give, are considered contribution revenue as donors are not receiving a benefit from the transactions. Contributions are recognized as revenue in the period received. Contributions of assets other than cash are recorded at their estimated fair value at the date of donation. 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 met.

Contributions receivable are stated at the amount management expects to collect from outstanding balances. The Organization establishes a provision for doubtful accounts based on a history of past write-offs and collections and current credit conditions. All balances are expected to be collected; therefore, no allowance has been recorded as of December 31, 2021 or 2020.

Contributions to be received after one year are recognized at their net realizable value and are discounted at a rate commensurate with the risk involved. All balances are expected to be collected before June 30, 2022; therefore, no discount has been recorded.

## Special events

The Organization follows the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") 606, *Revenue from Contracts with Customers*, which provides a five-step analysis of contracts to determine when and how revenue is recognized. The core principle of ASC 606 is that an entity should recognize revenue to reflect the transfer of goods and services to customers in an amount equal to the consideration the entity received or expects to receive.

Special event revenue is bifurcated into an exchange transaction component and a contribution component. The exchange transaction component is considered to be the fair market value of the benefits received by an attendee. Revenue is recognized at the point in time when the event takes place, as that is when the Organization's sole obligation to perform is satisfied. The transaction price is the fair market value, which is estimated by management for each event based on an analysis of the benefits received by the attendee. The contribution component is considered to be the amount over and above the fair market value for which the attendee does not receive commensurate value. Special event contribution revenue is recognized when the event takes place as the occurrence of the event is considered a barrier and there is a right of return if the event does not occur. Payments for special events are generally required to be made when registration for the event occurs or sponsorships are made. There were no contract assets or contract liabilities associated with the exchange transaction component of special events as of either December 31, 2021 or 2020. The fair market value of special events included in the special events income line on the statements of activities and changes in net assets amounted to \$179,665 and \$75,950 for the years ended December 31, 2021 and 2020, respectively.

Notes to the Financial Statements December 31, 2021 and 2020

# NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

# [5] Revenue recognition: (continued)

In-kind contributions

The Organization receives contributed materials and equipment, services, and facilities. Contributed services consist of staff to provide general operational support and professional organizations to provide event planning services. For recognition of donated services in the financial statements, such services must (i) require specialized skills, (ii) be provided by individuals possessing these skills, and (iii) would typically need to be purchased if not provided by donation. Donated services are recorded as support without donor restrictions at their estimated fair values at the dates of donation if they meet the above criteria. Donated services amounted to \$-0- and \$65,200 for the years ended December 31, 2021 and 2020, respectively.

Contributed materials and equipment consist of contributed equipment, supplies, and event items and contributed facilities consist of utilization of space. Contributed materials and equipment and facilities are recorded at their estimated fair values at the dates of donation. Contributed materials and equipment amounted to \$37,126 and \$65,024 as of December 31, 2021 and 2020, respectively, and contributed facilities amounted to \$-0- and \$13,200 for the years ended December 31, 2021 and 2020, respectively.

Expenses recognized as a result of in-kind contributions are included in the statements of activities and changes in net assets and in the statements of functional expenses by their natural class.

# [6] Functional allocation of expenses:

Directly identifiable expenses are charged to program services, management and general, and fundraising expenses. Expenses related to more than one function are allocated among the functions benefited as follows: salaries and employee benefits and payroll taxes based on employees' functions; professional services based on estimates of time and effort, depending on employees' functions; and subscriptions and fees, supplies and materials, printing and postage, and other expenses based on estimates of usage.

# [7] Income taxes:

The Organization is a tax-exempt organization under Section 501©(3) of the Internal Revenue Code, and is not subject to income tax, except on unrelated business income. The Organization had no unrelated business income for either of the years ended December 31, 2021 or 2020. U.S. GAAP requires management to evaluate tax positions taken and recognize a tax liability if the Organization has taken an uncertain tax position that more likely than not would not be sustained upon examination by a government authority. Management has analyzed the tax positions taken by the Organization and has concluded that, as of December 31, 2021 and 2020, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Organization recognizes accrued interest and penalties associated with uncertain tax positions, if any. There was no income tax related interest or penalty recorded for either of the years ended December 31, 2021 or 2020.

Notes to the Financial Statements December 31, 2021 and 2020

# NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

# [8] New accounting pronouncement:

In September 2020, the FASB issued Accounting Standards Update ("ASU") 2020-07, Not-For-Profit Entities (Topic 958): Presentation and Disclosures by Not-for-Profit Entities for Contributed Nonfinancial Assets. ASU 2020-07 requires nonprofits to change their financial statement presentation and disclosure of contributed nonfinancial assets, or gifts-in-kind. Under the new standard's requirements, gifts-in-kind are to be presented as a separate line item, instead of remaining grouped among contributions of cash or other financial assets, on the statement of activities and changes in net assets. ASU 2020-07 is required to be applied retrospectively, with amendments taking effect for annual reporting periods beginning after June 15, 2021. ASU 2020-07 does allow for early adoption. Management is currently evaluating the effect that this new guidance will have on its financial statements and related disclosures.

# [9] Reclassification:

Certain amounts in the 2020 financial statements have been reclassified to conform to the current year presentation.

## **NOTE C - LIQUIDITY**

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the statements of financial position date, comprise the following as of December 31, 2021 and 2020:

	December 31,				
		2021		2020	
Financial assets:					
Cash	\$	442,953	\$	236,014	
Investments		144,866		144,848	
Contributions receivable		164,447		42,875	
Financial assets available for general expenditures					
within one year	<u>\$</u>	752,266	\$	423,737	

General expenditures include program services expenses, management and general expenses, and fundraising expenses.

As part of the Organization's liquidity management plan, the Organization structures its financial assets to be available as its general expenditures, liabilities, and other obligations come due. In addition, the Organization invests cash in excess of daily requirements in money market mutual funds.

Notes to the Financial Statements December 31, 2021 and 2020

#### **NOTE D - FAIR VALUE MEASUREMENTS**

In determining fair value, the Organization uses various valuation approaches, including market, income, and/or cost approaches. The Organization uses a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value and gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements), and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 – Significant inputs to the valuation model are unobservable.

The following is a description of the valuation methodology used for assets measured at fair value, which has not changed from that used as of December 31, 2021 or 2020.

Mutual funds - Valued at the closing price reported on the active market on which the individual securities are traded.

The preceding method described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although management believes its valuation method is appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The valuation levels are not necessarily an indication of the risk or liquidity associated with the underlying assets and liabilities.

The following tables set forth, by level, the Organization's investment assets at fair value, measured on a recurring basis within the fair value hierarchy, as of December 31, 2021 and 2020:

	Investment Assets at Fair Value as of December 31, 2021					
	Level 1	Level 2	Level 3	Total		
Mutual funds - money market	\$ 144,866	\$ <u>-</u>	<u>\$ -</u>	\$ 144,866		
	lnv		s at Fair Value as er 31, 2020	s of		
	Level 1	Level 2	Level 3	Total		
Mutual funds - money market	\$ 144,848	<u>\$ -</u>	<u>\$ -</u>	\$ 144,848		

Notes to the Financial Statements December 31, 2021 and 2020

#### NOTE-E - RELATED PARTY TRANSACTIONS

During the years ended December 31, 2021 and 2020, the Organization received approximately \$168,000 and \$112,000, respectively, of cash and in-kind contributions from related entities that were founded by the chairman of the Organization's board of directors and individuals who serve as members of the Organization's board of directors. For each of the years ended December 31, 2021 and 2020, contributions from related entities and individuals represented approximately 13% and 12% of total support and revenue, respectively.

As of December 31, 2021 and 2020, approximately \$54,000 and \$-0- was due from the related entities and individuals and approximately \$37,000 and \$-0- was due to the related entities and individuals.

#### **NOTE F - NET ASSETS WITH DONOR RESTRICTIONS**

As of December 31, 2020, net assets of \$25,000 were restricted for capacity building. During the year ended December 31, 2021, net assets of \$25,000 were released from restrictions. As of December 31, 2021, no net assets were restricted.

## NOTE G - CURRENT VULNERABILITY DUE TO CERTAIN CONCENTRATIONS AND CONTINGENCIES

#### Concentration of credit and market risks

Financial instruments, which potentially expose the Organization to concentrations of credit risk, consist primarily of cash and investments. At times, the Organization may have cash deposits and temporary cash investments with major financial institutions that exceed Federal Deposit Insurance Corporation limits. Management does not believe cash is subject to undue risk when balances exceed federally insured limits.

The Organization invests in investment securities that are exposed to various risks, such as interest rate, market, and credit risk. It is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect account balances and the amounts reported in the financial statements.

The extent of the impact of the coronavirus ("COVID-19") outbreak on the financial performance of the Organization's investments will depend on future developments, including the duration and spread of the outbreak and related advisories and restrictions and the impact of COVID-19 on the financial markets and the overall economy, all of which are highly uncertain and cannot be predicted. If the financial markets and/or the overall economy are impacted for an extended period, the Organization's investment results may be materially adversely affected.

## Other uncertainties

During 2020, the Organization began operating remotely in response to the COVID-19 pandemic. There was a large decrease in program activities during 2020, as horticultural-related programs were put on hold as a result of the pandemic. The Organization continued to fundraise and was able to host its annual golf event and a virtual annual benefit during 2020. As a result, the Organization was able to generate a surplus during that year. The Organization resumed all program services during 2021, when it was determined that it was safe to do so, and does not believe the pandemic will have a material adverse effect on its ongoing financial performance. However, the Organization's business, financial condition, and results of operations will depend on the future developments as to the geographic presence of COVID-19 and the government and health care response to such spread, which are presently uncertain.

Notes to the Financial Statements December 31, 2021 and 2020

# **NOTE H - SUBSEQUENT EVENTS**

The Organization has evaluated subsequent events through November 18, 2022, which is the date the financial statements were available to be issued.