MOBILE BAYKEEPER, INC.

FINANCIAL REPORT

DECEMBER 31, 2018

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Kim K. Enikeieff

Certified Public Accountant Post Office Box 8754 Mobile, Alabama 36689 Telephone 251-591-1357

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors Mobile Baykeeper, Inc. Mobile, Alabama

Report on the Financial Statements

I have audited the accompanying financial statements of Mobile Baykeeper, Inc. (a nonprofit organization), which comprise the statements of financial position as of December 31, 2018 and 2017, and the related statements of activities, functional expenses, and cash flows for the years 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

My responsibility is to express an opinion on these financial statements based on my audits. I conducted my audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that I 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, I 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.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Mobile Baykeeper, Inc. as of December 31, 2018 and 2017, 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.

Kim K. Enikeieff

February 22, 2019

STATEMENTS OF FINANCIAL POSITION December 31, 2018 and 2017

ASSETS

7,662.76	 2018	 2017
Current assets Cash Investments Unconditional promises to give, without donor restrictions Grant receivable Prepaid expenses	\$ 295,346 186,544 39,897 29,713 3,915	\$ 275,553 185,191 43,344 14,660 4,187
Total current assets	555,415	522,935
Unconditional promises to give, without donor restrictions Property, plant and equipment, net	38,861 27,831	 28,824 33,731
Total assets	\$ 622,107	\$ 585,490
LIABILITIES AND NET ASSETS Current liabilities Accounts payable and accrued expenses	\$ 13,038	\$ 5,951
Total current liabilities	 13,038	 5,951
Net assets Without donor restrictions With donor restrictions Total net assets	394,032 215,037 609,069	 383,845 195,694 579,539
Total liabilities and net assets	\$ 622,107	\$ 585,490

STATEMENTS OF ACTIVITIES For the Years Ended December 31, 2018 and 2017

		2018		2017				
Support and revenue	Without Donor Restrictions	With Donor Restrictions	Total	Without Donor Restrictions	With Donor Restrictions	Total		
Special events Less cost of special events	\$ 208,145 96,490	\$ -	\$ 208,145 96,490	\$ 215,654 84,618	\$ -	\$ 215,654 84,618		
Net special events Membership and other contributions Grants Investment income Merchandise sales Penalty per consent decree	111,655 91,375 345,844 333 5,617 42,425	77,250 136,279 -	111,655 168,625 482,123 333 5,617 42,425	131,036 92,383 212,758 3,600 1,691 83,200	123,526 - -	131,036 92,383 336,284 3,600 1,691 83,200		
Loss on disposal of assets	(1,750)	-	(1,750)	-	-	-		
Net assets released from restrictions Restrictions satisfied by payments	194,186	(194,186)		150,290	(150,290)			
Total support and revenue	789,685	19,343	809,028	674,958	(26,764)	648,194		
Expenses Program Services Membership Educate and engage	139,641 220,868	- -	139,641 220,868	145,313 150,452	-	145,313 150,452		
Infrastructure Responsible growth	146,089 137,452	-	146,089	164,795 109,522	-	164,795 109,522		
Total program services	644,050		137,452 644,050	570,082		570,082		
Supporting Services: Management and general Fundraising	73,886 61,562	<u>-</u>	73,886 61,562	42,938 31,619	- -	42,938 31,619		
Total supporting services	135,448		135,448	74,557		74,557		
Total expenses	779,498		779,498	644,639		644,639		
Change in net assets	10,187	19,343	29,530	30,319	(26,764)	3,555		
Net assets, beginning of year	383,845	195,694	579,539	353,526	222,458	575,984		
Net assets, end of year	\$ 394,032	\$ 215,037	\$ 609,069	\$ 383,845	\$ 195,694	\$ 579,539		

STATEMENT OF FUNCTIONAL EXPENSES For the Year Ended December 31, 2018

Program Services

	Membership	Educate and Engage	Infrastructure	Responsible Growth	Total	General and Administrative	Fundraising	Total Expenses
Accounting	\$ 1,600	\$ 1,600	\$ 1,600	\$ 1,600	\$ 6,400	\$ 800	\$ 800	\$ 8,000
Advertising	1,229	1,364	1,013	1,123	4,729	741	968	6,438
Bank charges	286	318	236	262	1,102	172	225	1,499
Baykeeper boat	-	-	270	-	270	-	-	270
Computer expenses	2,151	2,388	1,773	1,967	8,279	1,297	1,695	11,271
Conference, meetings, and travel	9,223	10,239	7,601	8,433	35,496	5,560	7,268	48,324
Consulting and legal fees	562	614	2,044	16,601	19,821	1,617	-	21,438
Donations and grants to other organizations	-	18,330	-	1,467	19,797	-	-	19,797
Dues and memberships	955	1,763	-	1,085	3,803	-	-	3,803
Education	1,557	1,728	1,283	1,424	5,992	939	1,227	8,158
Insurance	2,292	2,544	1,889	2,096	8,821	1,382	1,806	12,009
Member mailing	344	382	283	315	1,324	207	271	1,802
Merchandise	10,413	229	2,078	-	12,720	-	-	12,720
Miscellaneous	-	-	-	26	26	-	-	26
Office furniture and equipment	981	1,089	809	897	3,776	591	773	5,140
Office supplies	913	1,014	753	835	3,515	550	720	4,785
Personnel costs	83,581	127,678	92,130	76,423	379,812	50,385	33,201	463,398
Postage	771	856	636	705	2,968	465	608	4,041
Printing	2,909	3,229	2,397	2,659	11,194	1,753	2,292	15,239
Program supplies	54	24,326	11,642	770	36,792	-	-	36,792
Rent	5,184	5,755	4,272	4,740	19,951	3,125	4,085	27,161
Repairs	681	756	561	622	2,620	410	537	3,567
Uncollectible pledge expense	7,500	7,500	7,500	7,500	30,000	-	-	30,000
Utilities	3,491	3,876	2,877	3,192	13,436	2,105	2,751	18,292
Total expenses before depreciation	136,677	217,578	143,647	134,742	632,644	72,099	59,227	763,970
Depreciation	2,964	3,290	2,442	2,710	11,406	1,787	2,335	15,528
Total expenses	\$ 139,641	\$ 220,868	\$ 146,089	\$ 137,452	\$ 644,050	\$ 73,886	\$ 61,562	\$ 779,498

See notes to financial statements.

STATEMENT OF FUNCTIONAL EXPENSES For the Year Ended December 31, 2017

Program Services

		Educate and Engage	Infrastructure	Responsible Growth	Total	General and Administrative	Fundraising	Total Expenses
Accounting	\$ 1,600	\$ 1,60	0 \$ 1,600	\$ 1,600	\$ 6,400	\$ 800	\$ 800	\$ 8,000
Advertising	1,269	1,23	4 1,297	919	4,719	-	682	5,401
Bank charges	494	48	1 505	358	1,838	156	110	2,104
Baykeeper boat	-		- 2,280	-	2,280	-	-	2,280
Conference, meetings, and travel	8,050	7,83	2 8,224	5,830	29,936	2,537	1,786	34,259
Consulting and legal fees	-		- 2,800	-	2,800	-	-	2,800
Donations to other organizations	-	•	- 9,995	-	9,995	-	-	9,995
Education	1,811	1,76	2 1,850	1,311	6,734	570	402	7,706
Insurance	2,436	2,37	0 2,488	1,764	9,058	768	540	10,366
Member mailing	301	29	2 308	218	1,119	-	162	1,281
Merchandise	919	89	4 939	665	3,417	-	493	3,910
Miscellaneous	3,252	3,16	4 3,322	2,355	12,093	1,024	721	13,838
Office furniture and equipment	1,742	1,69	5 1,780	1,262	6,479	549	386	7,414
Office supplies	1,593				5,923	502	353	6,778
Personnel costs	98,725	96,05	6 100,863	71,499	367,143	31,301	21,901	420,345
Postage	678	66	0 693	491	2,522	214	150	2,886
Printing	2,471	2,40	4 2,524	1,789	9,188	779	548	10,515
Program supplies		8,80	0 1,475	1,549	11,824	68	-	11,892
Rent	5,157	5,01	8 5,270	3,735	19,180	1,625	1,145	21,950
Uncollectible pledge expense	8,326	8,32	6 8,326	8,326	33,304	-	-	33,304
Utilities	3,150	3,06	4 3,218	2,280	11,712	993	699	13,404
Total expenses before depreciation	141,974	147,20	2 161,384	107,104	557,664	41,886	30,878	630,428
Depreciation	3,339	3,25	0 3,411	2,418	12,418	1,052	741	14,211
Total expenses	\$ 145,313	\$ 150,45	2 \$ 164,795	\$ 109,522	\$ 570,082	\$ 42,938	\$ 31,619	\$ 644,639

STATEMENTS OF CASH FLOWS For the Years Ended December 31, 2018 and 2017

	 2018	 2017
Cash Flows from Operating Activities:		
Change in net assets	\$ 29,530	\$ 3,555
Adjustments to reconcile change in net assets		
to net cash used for operating activities:		
Depreciation	15,528	14,211
Uncollectible pledge expense	30,000	33,304
Donated vehicle	-	(6,000)
Donated stocks and bonds	-	(2,883)
Loss on disposal of assets	1,750	-
Net realized and unrealized (gain) loss on investments	(1,353)	(3,360)
(Increase) decrease in:		
Promises to give	(36,590)	31,986
Grants receivable	(15,053)	(7,560)
Prepaid expenses	272	(900)
Increase (decrease) in:		, ,
Accounts payable and accrued expenses	 7,087	(585)
Net cash provided by operating activities	 31,171	61,768
Cash flows from investing activities:		
Purchase of fixed assets	(15,628)	(12,428)
Proceeds from the sale of assets	4,250	-
	<u> </u>	
Net cash used by investing activities	(11,378)	 (12,428)
Net increase in cash	19,793	49,340
Cash, beginning of year	275,553	226,213
Cash, end of year	\$ 295,346	\$ 275,553

NOTES TO FINANCIAL STATEMENTS

Nature of Business

Mobile Baykeeper, Inc. (the "Organization") is a nonprofit organization located in Mobile, Alabama. The Organization provides citizens a means to protect the beauty, health, and heritage of the Mobile Bay Watershed. Revenues are derived mainly from memberships, contributions, fundraising and grant proceeds.

The Organization is directed by an active Board of Directors whose members serve without compensation.

Summary of Significant Accounting Policies

Basis of presentation

The accompanying financial statements have been prepared utilizing the accrual basis of accounting.

Cash and cash equivalents

Cash and cash equivalents include all demand deposit accounts, money market accounts and certificates of deposit.

Investments

Investments in marketable securities with readily determinable fair values and all investments in debt securities are reported at their fair values in the statement of financial position. Unrealized gains and losses are included in the change in net assets. Investment income and gains restricted by a donor are reported as increases in net assets without donor restrictions if the restrictions are met (either by passage of time or by use) in the reporting period in which the income and gains are recognized. All other donor-restricted contributions are reported as increases in net assets with donor restrictions depending on the nature of the restrictions. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions.

The Organization values its financial assets and liabilities based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value hierarchy that prioritizes the inputs to valuation techniques is used to measure the fair value. The hierarchy maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. The hierarchy is broken down into the following three levels, based on the reliability of the inputs:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities that are observable at the measurement date;

Level 2: Significant observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data; and

Level 3: Significant unobservable inputs for the asset or liability that reflect the reporting organization's own estimates about the assumptions that market participants would use in pricing the asset or liability.

Summary of Significant Accounting Policies (continued)

Promises to give

Pledges receivable are stated net of an allowance for uncollectible pledges. The estimated losses are based on management's evaluation of outstanding pledges receivable at the end of the year. The allowance for uncollectible pledges for pledges receivable was \$100,000 and \$70,000 at December 31, 2018 and 2017, respectively.

Property and equipment

Property and equipment is stated at cost, or in the case of gifts, fair value at the date of donation. The Organization follows the practice of capitalizing, at cost, all expenditures for fixed assets in excess of \$500. Depreciation is provided principally on the straight-line method over the estimated useful lives of the depreciable assets.

Net assets

The Organization reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or program restriction is accomplished, net assets with donor restrictions are transferred to net assets without donor restrictions and reported in the statement of activities as net assets released from donor restrictions.

The Organization classifies donor-restricted contributions as net assets without donor restrictions if those restrictions are satisfied in the same reporting period.

Net assets with donor restrictions represent contributions which are restricted by donor stipulation.

Income taxes

Income taxes are not provided for in the financial statements since the Organization is exempt from federal and state income taxes under section 501(c)(3) of the Internal Revenue Code and similar state provisions. The Organization is not classified as a private foundation.

A policy for accounting for uncertainty in income taxes was adopted in prior years that require the Organization to determine whether it is more likely than not that a tax position will be sustained upon examination based on the technical merits of the position. The Organization has no uncertain tax positions that qualified for either recognition or disclosure in the financial statements at December 31, 2018 or December 31, 2017.

Cost Allocation

The financial statements report certain categories of expenses that are attributable to more than one program or supporting function. Therefore, these expenses require allocation on a reasonable basis that is consistently applied. Expenses have been allocated between Program Services, General and Administrative, and Fundraising based on an analysis of personnel time and space utilized for the related activities.

Summary of Significant Accounting Policies (continued)

Grant and cooperative agreements

The Organization receives grants and contracts from Federal and State agencies, as well as from private organizations, to be used for specific programs. The Organization's costs incurred under its government grants and contracts are subject to audit by government agencies. Management believes that disallowance of costs, if any, would not be material to the financial position or changes in net assets of the Organization.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Donated materials and services

Donated materials or equipment, when received, are reflected as contributions in the accompanying statements at their estimated fair market values at the date of receipt. No amounts have been reflected in the statements for donated services as no objective basis is available to measure the value of such services. Nevertheless, a substantial number of volunteers donated significant amounts of their time in the Organization's program services.

Reclassifications

Certain amounts in the 2017 financial statements have been reclassified to conform to the 2018 presentation. Such reclassifications had no effect on previously reported change in net assets.

Evaluation of subsequent events

The Organization has evaluated subsequent events through February 22, 2019, the date which the financial statements were available to be issued.

Restrictions on Net Assets

Net assets with donor restrictions are available for the following purposes or periods at December 31:

0040

	 2018	2017
Pledges receivable Educate and engage Infrastructure Responsible growth	\$ 78,758 85,279 10,000 41,000	\$ 72,168 69,618 - 53,908
Total	\$ 215,037	\$ 195,694

Promises to Give

Unconditional promises to give at December 31 are as follows:

	 2018	 2017
Promises without donor restrictions	\$ 178,758	\$ 142,168
Gross unconditional promises to give	178,758	142,168
Less allowance for uncollectible promises	 100,000	 70,000
Net unconditional promises to give	\$ 78,758	\$ 72,168
Amounts due in:		
Less than one year One to five years	\$ 134,897 43,861	\$ 104,089 38,079
Gross unconditional promises to give	\$ 178,758	\$ 142,168

The discount on the long-term promises to give to determine the net present value was not significant.

Investments

The Community Foundation of South Alabama holds and invests a portion of the Organization's investment portfolio. The funds are under the control of the Community Foundation of South Alabama and at the request of the Organization, the Foundation disburses funds as needed.

Investments are stated at fair value and are summarized as follows as of December 31:

2018 Fair value measurements using

	L	evel 1	L	Level 2		el 3		Total
Mutual funds – Community Foundation of South Alabama	¢	26.052	¢		¢		\$	26.052
	\$	26,952	\$	-	\$	-	Ф	26,952
Money Market Funds		9,665		-		-		9,665
U.S. Treasuries		99,875						99,875
Bond fund		-		50,052				50,052
Total	\$	136,492	\$	50,052	\$		\$	186,544

Investments (continued)

2017
Fair value measurements using

-	L	Level 1 Level 2		Level 3		-	Total	
Mutual funds – Community Foundation of South Alabama Money Market Funds Bond fund	\$	28,159 107,363 -	\$	- - 49,669	\$	- - -	\$	28,159 107,363 49,669
Total	\$	135,522	\$	49,669	\$		\$	185,191

Investment return for the years ended December 31 is summarized as follows:

	W	2018 Vithout Donor trictions	Wi Dor Restric	nor		Γotal
Interest and dividend income Realized gains (losses) Unrealized gains (losses) Administrative fees	\$	3,890 (1,615) (1,587) (355)	\$	- - - -	\$	3,890 (1,615) (1,587) (355)
Total	\$	333	\$		\$	333
	2017 Without Donor Restrictions		Wi Dor Restric	nor	-	Γotal
Interest and dividend income Realized gains (losses) Unrealized gains (losses) Administrative fees	\$	1,395 (743) 3,349 (401)	\$	- - - -	\$	1,395 (743) 3,349 (401)
Total	\$	3,600	\$		\$	3,600

Liquidity and Availability of Financial Assets

The following reflects the Organization's financial assets as of the balance sheet date, reduced by amounts not available for general use because of contractual of donor-imposed restrictions within one year of the balance sheet date.

	2018		2017	
Financial assets at year-end	\$	590,361	\$	547,572
Less those unavailable for general expenditures within one year, due to:				
Unconditional promises to give due in more than one year		38,861		28,824
Financial assets available to meet cash needs for general expenditures within one year	\$	551,500	\$	518,748

Property and Equipment

Property and equipment consists of the following amounts at December 31, 2018 and 2017:

	2018		2017	
Boat Furniture, fixtures and equipment	\$	15,694 112,736	\$	15,694 103,108
Leasehold improvements		5,794		5,794
		134,224		124,596
Less accumulated depreciation		106,393		90,865
Total	\$	27,831	\$	33,731

Operating Leases

As of January 4, 2017, the Organization entered into a five-year non-cancelable operating lease for its office facility with an unrelated party. The amount reported in rent expense was \$27,161 and \$21,950 for the years ended December 31, 2018 and 2017, respectively.

The future minimum lease payments under this lease are as follows:

2019 2020 2021 2022	\$	34,920 24,300 24,600 6,150
Total	_ \$	89,970

The following schedule shows the total amount of minimum rentals to be received in the future under noncancelable subleases:

2019	\$ 5,400
Total	\$ 5,400

The following schedule shows the composition of total rent expense for the operating lease related to the rental of office space.

	2018		2017	
Minimum rent Less: sublease rent	\$	28,961 (1,800)	\$	21,950 <u>-</u>
Total	\$	27,161	\$	21,950

The Organization has entered into a lease of certain office equipment for a period of five years. This is an operating lease with the lease payments being charged to expense. Future minimum rental payments required under this lease as of December 31, 2018, are as follows:

2019 2020 2021 2022 2023	_	\$ 1,920 1,920 1,920 1,920 1,600
Total		\$ 9,280

Office equipment rental expense for 2018 was \$320.

Endowment

The Organization's endowment consists of a fund established for the purpose of providing funding to support the Organization in its mission to protect the beauty, health, and heritage of the Mobile Bay Watershed. Distributions from the endowment fund must have approval from the Endowment Committee. As required by generally accepted accounting principles, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

The Organization is subject to the Uniform Prudent Management and Institutional Funds Act (UPMIFA) and, therefore, classifies amounts in its donor-restricted endowment fund as net assets with donor restrictions until the Board appropriates amounts for expenditure and any purpose restrictions have been met. The Board of Trustees of the Organization has interpreted UPMIFA as requiring the maintenance of only the original gift amount contributed to an endowment fund, unless a donor stipulates the contrary. As a result of this interpretation, the Organization would consider the fund to be underwater if the fair value of the fund is less than the sum of (1) the original value of initial and subsequent gifts donated to the fund and (2) any accumulations to the fund that are required to be maintained in perpetuity in accordance with the applicable donor gift instrument. The Organization has interpreted UPMIFA to permit spending from underwater funds in accordance with prudent measures required under the law. The fund is not currently underwater. In accordance with UPMIFA, the Organization considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds: (1) the duration and preservation of the fund, (2) the purposes of the donor-restricted endowment fund, (3) general economic conditions, (4) the possible effect of inflation and deflation, (5) the expected total return from income and appreciation of investments, (6) other resources of the Organization, and (7) the investment policies of the Organization.

The Organization has adopted investment and spending policies for endowment assets that attempt to subject the fund to low investment risk and provide the Organization's programs with current income. Endowment assets are invested in mutual funds. The Organization seeks to build endowment assets through investment earnings and additional contributions. The Organization has a policy of appropriating for distribution annually a portion of the endowment fund's investment income from the previous years. The current spending policy is expected to allow the Organization's endowment fund to grow as a result of investment returns. This is consistent with the Organization's objective to provide income to the Organization's programs, preserve endowment assets without subjecting them to substantial risk, and provide additional real growth through investment income and new gifts. The Organization's investments which are held by the Community Foundation of South Alabama are directed by the investment policies of the Foundation.

Endowment (continued)

Changes in endowment net assets for the year ended December 31, 2018 and 2017 are summarized as follows:

			201	18	
	V	Assets lithout Donor strictions	Net As Wir Dor Restric	th or	 Total
Endowment net assets beginning of year Investment return: Investment income	\$	28,159 256	\$	- -	\$ 28,159 256
Net appreciation (realized and unrealized)		(1,463)			 (1,463)
Total investment return Contributions Reclassifications		(1,207) - -		- - -	(1,207) - -
Amounts appropriated for Expenditure					
Total	\$	26,952	\$		\$ 26,952
			201	17	
	V	Assets /ithout Jonor strictions	Net As Wi Dor Restric	th or	 Total
Endowment net assets beginning of year Investment return:	\$	25,379	\$	-	\$ 25,379
Investment income		169			169
Net appreciation				-	
Net appreciation (realized and unrealized) Total investment return		2,611		- - -	 2,611
(realized and unrealized)				- - - - -	

Administrative Overhead

The following is a calculation of the management and general administrative overhead to support and revenue for the years ended December 31, 2018 and 2017, respectively:

	2018		2017	
Management and general Fundraising	\$	73,886 61,562	\$	42,938 31,619
Total supporting services	\$	135,448	\$	74,557
Total support and revenue	\$	809,028	\$	648,194
Percentage		17%		12%