BAREFOOT REPUBLIC, INC. FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT YEARS ENDED SEPTEMBER 30, 2015 AND 2014

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors Barefoot Republic, Inc.

We have audited the accompanying financial statements of Barefoot Republic, Inc. (a Kentucky not-for-profit corporation, the "Organization"), which comprise the statements of financial position as of September 30, 2015 and 2014, and the related statements of activities and changes in net assets, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits 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 auditors' 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 Barefoot Republic, Inc. as of September 30, 2015 and 2014, 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.

Blanking (PA Group, PLLC January 25, 2016

BAREFOOT REPUBLIC, INC. STATEMENTS OF FINANCIAL POSITION SEPTEMBER 30, 2015 AND 2014

ASSETS

	2015	2014
Current Assets: Cash	\$ 41,474	\$ 62,460
Cash whose use is limited	250,771	φ 02,400
Accounts receivable	36,705	4,122
Prepaid expenses	1,917	-
Total Current Assets	330,867	66,582
Property and equipment, net	1,663,601	1,486,155
Asset Whose Use is Limited:		
Endowment	21,000	
Total Asset Whose Use is Limited	21,000	
Total Assets	\$ 2,015,468	\$ 1,552,737
LIABILITIES AND NET ASSET	rs	
Current Liabilities:		
Accounts payable	\$ 33,070	\$ 2,946
Accrued expenses	4,572	3,558
Deferred revenue	24,959	18,600
Line of credit	126,785	87,500
Notes payable, current portion	47,787	46,605
Total Current Liabilities	237,173	159,209
Notes payable, net of current portion	7,527	16,666
Total Liabilities	244,700	175,875
Net Assets:		
Unrestricted	1,498,997	1,376,862
Restricted Net Assets:		
Temporarily restricted	250,771	-
Permanently restricted	21,000	-
Total restricted net assets	271,771	
Total Net Assets	1,770,768	1,376,862
Total Liabilities and Net Assets	\$ 2,015,468	\$ 1,552,737

BAREFOOT REPUBLIC, INC. STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS YEAR ENDED SEPTEMBER 30, 2015

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Operating revenues: Program revenue Facility rentals	\$ 381,819 122,039	\$	\$ - 	\$ 381,819 122,039
Total operating revenues	503,858			503,858
Public support and other revenues: Contributions Capital funds Special events In-kind revenue Miscellaneous revenue Loss on disposal of property and equipment Net assets released in satisfaction of restrictions	306,140 56,220 282,908 5,300 3,123 (448)	20,749 230,022 - - - -	21,000 - - - - -	347,889 286,242 282,908 5,300 3,123 (448)
Total public support and other revenues	653,243	250,771	21,000	925,014
Total revenues	1,157,101	250,771	21,000	1,428,872
Functional expenses: Program services Supporting services: Management and general Fundraising	778,312 138,645 <u>118,009</u>	-	-	778,312 138,645 118,009
Total functional expenses	1,034,966			1,034,966
Increase in net assets	122,135	250,771	21,000	393,906
Net assets, beginning of year	1,376,862			1,376,862
Net assets, end of year	\$ 1,498,997	\$ 250,771	\$ 21,000	\$ 1,770,768

BAREFOOT REPUBLIC, INC. STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS YEAR ENDED SEPTEMBER 30, 2014

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Operating revenues:	A 000 000		•	¢ 000.000
Program revenue	\$ 226,832	\$-	\$-	\$ 226,832
Facility rentals Other	138,551	-	•	138,551
Otter	255		·····	255
Total operating revenues	365,638		-	365,638
Public support and other revenues:				
Contributions	158,365	67,130	-	225,495
Capital funds	-	114,918	-	114,918
Special events	139,513	-	-	139,513
Net assets released in satisfaction of				
restrictions	200,048	(200,048)	-	-
Total public support and other revenues	497,926	(18,000)		479,926
Total revenues	863,564	(18,000)		845,564
Functional expenses:				
Program services	497,496	-	-	497,496
Supporting services:	1. A P			
Management and general	116,598	-	-	116,598
Fundraising	113,831	-	-	113,831
1.1. powowersterender alle 🦉				
Total functional expenses	727,925	-		727,925
Increase (decrease) in net assets	135,639	(18,000)	-	117,639
Net assets, beginning of year	1,241,223	18,000		1,259,223
Net assets, end of year	\$ 1,376,862	\$	<u>\$</u>	\$ 1,376,862

BAREFOOT REPUBLIC, INC. STATEMENT OF FUNCTIONAL EXPENSES YEAR ENDED SEPTEMBER 30, 2015

	Program Services		nagement I General	Fu	ndraising	 Total
Camp Expense	\$	267,320	\$ 	\$	-	\$ 267,320
Payroll Expense		289,962	73,904		41,583	405,449
Facilities and Equipment		27,608			-	27,608
Occupancy		30,000	9,561		-	39,561
Utilities		21,402	4,922			26,324
Insurance		11,254	1,163		-	12,417
Fall Banquet		-	-		31,698	31,698
Other Events		-	-		30,348	30,348
Merchandise		-			6,626	6,626
Professional and Contract						
Services		-	14,425		-	14,425
Office Expense		188	3,638		2,454	6,280
Memberships and Dues		7,369	507			7,876
Travel		5,277	-		-	5,277
Interest and Bank Fees		5,834	16,851		-	22,685
Other Expense		1,997	1,952		-	3,949
Contributions		-	10,000		-	10,000
Bad debt expense		-	1,722		-	1,722
In-kind expense		-			5,300	5,300
Depreciation		110,101	 -		-	 110,101
	_\$	778,312	\$ 138,645	\$	118,009	\$ 1,034,966

BAREFOOT REPUBLIC, INC. STATEMENT OF FUNCTIONAL EXPENSES YEAR ENDED SEPTEMBER 30, 2014

	Program Services		Management and General		Fundraising		Total	
Camp Expense	\$	117,195	\$ -	\$	-	\$	117,195	
Payroll Expense		179,110	77,391		76,618		333,119	
Facilities and Equipment		37,725			-		37,725	
Occupancy		30,000	8,841				38,841	
Utilities		23,708	4,421		-		28,129	
Insurance		10,834	1,148		-		11,982	
Fall Banquet		-	-		12,345		12,345	
Other Events		<u> </u>	-		15,563		15,563	
Merchandise		-	-		4,994		4,994	
Office Expense		H.	2,033		1,715		3,748	
Memberships and Dues		-	5,676				5,676	
Travel		1,517	-		-		1,517	
Interest and Bank Fees		4,696	9,356		-		14,052	
Other Expense		2,782	7,732		2,596		13,110	
Depreciation		89,929	 		<u> </u>		89,929	
	\$	497,496	\$ 116,598	\$	113,831	\$	727,925	

BAREFOOT REPUBLIC, INC. STATEMENTS OF CASH FLOWS YEARS ENDED SEPTEMBER 30, 2015 AND 2014

ξ.	2015	2014
Cash flows from operating activities:		
Increase in net assets	\$ 393,906	\$ 117,639
Adjustments to reconcile increase in net	<u> </u>	<u> </u>
assets to net cash provided by operating activities:		
Depreciation	110,101	89,929
Loss on disposal of property and equipment	448	
Decrease (increase) in operating assets:	30 305 	
Accounts receivable	(32,583)	3,796
Prepaid expenses	(1,917)	
Contributions restricted for scholarships	(20,749)	-
Increase (decrease) in operating liabilities:	(/	
Accounts payable	30,124	2,946
Accrued expenses	1,014	(4,768)
Deferred revenue	6,359	12,125
Total adjustments	92,797	104,028
Net cash provided by operating activities	486,703	221,667
Cash flows from investing activities:		
Purchase of property and equipment	(287,995)	(237,453)
	(
Net cash used by investing activities	(287,995)	(237,453)
Cash flows from financing activities:		
Net borrowings on line of credit	39,285	17,500
Principal payments on notes payable	(7,957)	(5,828)
Contributions restricted for endowment	(21,000)	(0,0-0)
Contributions restricted for capital campaign	(230,022)	-
Controdiction robinotod for capital campaign	(200,022)	-
Net cash (used by) provided by financing activities	(219,694)	11,672
Net decrease in cash	(20,986)	(4,114)
Cash, beginning of year	62,460	66,574
Cash, end of year	\$ 41,474	\$ 62,460
Other cash flow disclosures:		
Cash paid during the year for interest	\$ 5,834	\$ 4,696

NOTE 1 - ORGANIZATION AND NATURE OF ACTIVITIES

Barefoot Republic, Inc. (the "Organization") was founded in 2000 as a Kentucky not-for-profit corporation. The Organization's mission is to facilitate Christ-centered relationships between individuals of diverse racial, cultural and socioeconomic backgrounds, through an equally diverse platform of artistic, athletic and team building programs. Participants in these programs are largely concentrated in the southern Kentucky and middle Tennessee areas.

The Organization operates summer and day camps at a facility located on 55 acres on Barren River Lake at 8824 Brownsford Road, Fountain Run, Kentucky. This facility includes two tree house villages, a multipurpose center building with a commercial kitchen, an amphitheater, athletic fields, a lake, and a skate park. There are currently six overnight camp sessions and two day camp sessions. The Organization also rents the facility as a retreat center. The Organization receives its support primarily from public contributions, camp tuition, and rental fees.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Cash and Cash Equivalents

Cash consists principally of checking and savings account balances with financial institutions. Restricted cash consisted of funds received with donor imposed restrictions. Cash and cash equivalents exclude cash designated or restricted for the endowment fund. As of September 30, 2015 and 2014, we had no cash equivalents.

Accounts Receivable

Accounts receivable are stated at unpaid balances. The Organization expects to fully collect these items; therefore no allowance for uncollectible accounts has been recorded in the financial statements.

Property, Equipment and Depreciation

Land, building, equipment and furniture purchases in excess of \$500 are capitalized and stated at acquisition cost or at estimated fair value at the time of the gift, if donated. If donors stipulate how long the assets must be used, the contributions are recorded as restricted support. In the absence of such stipulations, contributions of property and equipment are recorded as unrestricted support.

Depreciation of property and equipment, other than land, is calculated by the straight-line method over estimated useful lives ranging from three to ten years for equipment and furniture and five to forty years for building and improvements.

Contributions

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Contributions (continued)

Contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are designated for future periods or restricted by the donor for specific purposes are reported as temporarily restricted or permanently restricted support that increases those net asset classes. When a restriction is fulfilled (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted and reported in the statement of activities and changes in net assets as net assets released in satisfaction of restrictions. However, if a restriction is fulfilled in the same time period in which the contribution is received, the support is reported as unrestricted.

Deferred Revenue

Deferred revenue consists of advance payments received for a fundraiser that took place after year end.

Donated Goods and Services

Donated property and materials are recorded as contributions, or capitalized as property and equipment, in the period received at their estimated fair value, if there is an objective and measurable basis for determining such value. Donated services are recognized if they create or enhance nonfinancial assets or the donated service requires specialized skills, was performed by a donor who possess such skills, and would have been purchased by the Organization, if not donated. Such services are recognized at fair value as support and expense in the period the services were performed.

A number of unpaid volunteers have made significant contributions of their time to assist the Organization in implementing various programs. The value of contributed time is not reflected in these financial statements since it is not susceptible to objective measurement or valuation.

Income Taxes

The Organization is a not-for-profit corporation exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code and classified by the Internal Revenue Service as other than a private foundation.

Accounting principles generally accepted in the United States of America require the Organization's management to evaluate tax positions taken by the Organization and recognize a tax liability (or asset) if the Organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Organization's management has analyzed the tax positions taken by the Organization and has concluded that as of September 30, 2015 no uncertain positions are taken or are expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Organization is subject to routine audits by taxing jurisdictions for the periods of 2012 to the present; however, there are currently no audits for any tax periods in progress.

Advertising

Advertising is expensed as incurred. Total advertising expense for the years ended September 30, 2015 and 2014, was \$16,009 and \$3,676, respectively.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Program and Supporting Services

The following program and supporting services are included in the accompanying financial statements:

<u>Program Services</u> – includes the direct cost of operating the Organization's summer and day camps as well as retreat center rentals.

<u>Management and General</u> – includes the functions necessary to ensure an adequate working environment and costs not identifiable with a single program. Applicable costs include those associated with providing coordination and articulation of the Organization's program strategy, business management, general record keeping, budgeting, and related purposes.

<u>Fundraising</u> – includes costs of activities directed toward appeals for financial support, including special events. Other activities include the cost of solicitations and creation and distribution of fundraising materials.

Allocation of Functional Expenses

Expenses that can be directly attributed to a particular function are charged to that function. Certain costs have been allocated among more than one program or activity based on objectively evaluated financial and nonfinancial data or reasonable subjective methods determined by management.

Use of Estimates

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 the 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 reported period. Actual results could differ from those estimates.

Fair Values of Financial Instruments

The carrying values of current assets and current liabilities approximate fair values due to the short maturities of these instruments.

NOTE 3 - PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

2015	2014
\$ 179,917	\$ 179,917
1,607,398	1,461,299
49,941	22,991
155,865	157,536
87,738	
2,080,859	1,821,743
(417,258)	(335,588)
\$ 1,663,601	\$ 1,486,155
	\$ 179,917 1,607,398 49,941 155,865 87,738 2,080,859 (417,258)

NOTE 4 - LINE OF CREDIT

On March 26, 2014, the Organization established a \$150,000 line of credit with Fifth Third Bank. The terms are monthly payments of interest only for 11 months with outstanding principal and interest due in March, 2015. The note is arranged to automatically renew, unless the lender gives 30 days' notice prior to anniversary date. The interest rate is 1% greater than the Prime Rate. The agreement is co-signed by a company owned by the Executive Director and his family and is collateralized by the land which the Organization leases from the Executive Director and his family. The outstanding balance was \$126,785 and \$87,500 at September 30, 2015 and 2014 respectively.

NOTE 5 - NOTES PAYABLE

A summary of notes payable is as follows:

	2015	2014
The Organization has a note payable to Edmonton State Bank, \$703 payable per month, principal and interest, interest of 5.5%, and is secured by real property located at 8701 Brownsford Road, Scottsville, KY	\$ 15,314	\$ 23,271
Non-interest bearing, unsecured note payable to an individual, due on demand.	25,000	25,000
Non-interest bearing, unsecured note payable to an individual, due on demand. Less current portion	 15,000 55,314 (47,787)	 15,000 63,271 (46,605)
Notes payable, net of current portion	\$ 7,527	\$ 16,666

NOTE 5 - NOTES PAYABLE (CONTINUED)

Maturities of notes payable are as follows:

Years	ending	Septe	mber	30:

2017 7,52
2017 7,02

NOTE 6 - RESTRICTIONS ON NET ASSETS

As of September 30, 2015, temporarily restricted net assets consisted of donated funds designated by donors for various capital improvement projects and camp scholarships in the amount of \$230,022 and \$20,749, respectively.

As of September 30, 2015, permanently restricted net assets consisted of an endowment fund in the amount of \$21,000. See Note 7.

NOTE 7 - ENDOWMENT FUNDS

Our endowment consists of funds established by donors to be held in perpetuity, including gifts requiring that the principal be invested and the income or specific portions thereof be used for operations. Our permanently restricted endowment funds are based on the spending policies described below which follow the Uniform Prudent Management of Institutional Funds Act of 2006 (UPMIFA) and the State of Tennessee's State Uniform Prudent Management of Institutional Funds Act (SUPMIFA).

Financial accounting standards provide guidance on the net asset classification of donorrestricted endowment funds for a nonprofit organization that is subject to an enacted version of UPMIFA. Financial accounting standards also require additional disclosures about our endowment funds (both donor-restricted endowment funds and board-designated endowment funds), whether or not we are subject to UPMIFA.

Interpretation of applicable law – The Board of Directors has interpreted UPMIFA as requiring the preservation of the fair value of the original gifts as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, we classify as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, and (b) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by us in a manner consistent with the standard of prudence prescribed by UPMIFA.

NOTE 7 - ENDOWMENT FUNDS (CONTINUED)

Spending policy – We have a spending policy of appropriating for distribution each year a payout equal to 100% of the yearly total return, not to exceed 5% of the total endowment balance, for program and administrative expenses unless restricted for specific purposes by the donor(s) or Board of Directors. No funds were released from restriction for the year ended September 30, 2015.

Investment return objective, risk parameters and strategies – The investments shall be allocated between growth and income oriented securities which may include mutual funds, exchange traded funds (ETFs), money market funds, other cash equivalents, and individual equity and fixed income securities. The portfolio allows for 60% investment in equities and a 40% investment in fixed income and cash.

A schedule of endowment net asset composition by type of fund as of September 30, 2015, follows:

	Unrestricted	1	 Temporarily Restricted		nanently stricted	•	Total
Endowment Funds	\$	-	\$ -	\$	21,000	\$	21,000

As of September 30, 2015, all assets within the endowment were cash.

NOTE 8 - CHANGES IN ENDOWMENT FUND NET ASSETS

A schedule of changes in endowment net assets follows for the year ended September 30:

	Unrestricted		Temporarily Restricted		Permanently Restricted		Total	
Endowment net assets,								
October 1, 2014	\$	-	\$	-	\$	•	\$	
Contributions		-		-		21,000		21,000
Investment income Administrative		•		-) -		(m)
expenses Net appreciation (realized		-		-		-		-
and unrealized) Amounts released		•		-		•		•
from restriction		•	<u></u>		_	•		·•
Endowment net assets,								
September 30, 2015	\$		\$	-	\$	21,000	\$	21,000

NOTE 9 - FINANCIAL AID AND DISCOUNTS

The Organization provides financial aid in the form of scholarships, tuition reduction and discounts to campers. The amount of financial aid for each camper is determined by the Executive Director and is based on the need described in a scholarship request letter submitted with the camper's application. Various tuition discounts are also given to returning campers, early registrants and families sending multiple children. Program revenue on the statement of activities and changes in net assets is reported net of financial aid in the amount of \$338,232 and \$239,512 for the years ended September 30, 2015 and 2014, respectively.

NOTE 10 - COMMITMENTS AND CONTINGENCIES

In 2007, the Organization merged with Masterpiece Ministries, Inc. ("Masterpiece"), a Tennessee not-for-profit corporation, under the name Spectrum Ministries, Inc. and subsequently separated from this corporation in 2011. In a resolution made at the time of the separation, the Organization committed to provide ongoing support for Masterpiece in the form of annual usage rights of the Organization's facilities and \$10,000 per year upon receipt of proper grant requests, provided that Masterpiece establish 501(c)(3) status. During the year ended September 30, 2015, the Organization paid \$10,000 in expenses related to this commitment.

NOTE 11 - RELATED PARTIES

The Organization leased office space on a month-to-month basis from the spouse of the Executive Director. Office rental expense for the years ended September 30, 2015 and 2014, amounted to \$8,640 and \$7,920, respectively.

The Organization also leased a building and other camp facilities on a month-to-month basis from a company owned in part by the Executive Director. Rent expense for both years ended September 30, 2015 and 2014, amounted to \$30,000 each year. Management estimates the fair rental value of the land to be approximately \$42,000 for the years ended September 30, 2015 and 2014.

The Organization leases the land on which its facilities are located from the Executive Director and his family. The lease is renewable annually at the rate of \$1 per year.

The Organization owes a total of \$40,000 to the Executive Director and another family member. The notes are non-interest bearing and are payable on demand. See Note 5.

NOTE 12 - SUBSEQUENT EVENTS

The Organization's management has evaluated subsequent events through January 25, 2016, the date which the financial statements were available to be issued.