$\frac{\text{FINANCIAL STATEMENTS}}{\text{AND}} \\ \underline{\text{INDEPENDENT AUDITOR'S REPORT}}$

DECEMBER 31, 2019 AND 2018

FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2019 AND 2018

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors Nikki Mitchell Foundation Nashville, Tennessee

We have audited the accompanying financial statements of Nikki Mitchell Foundation (the "Foundation") (a nonprofit organization), which comprise the statements of assets, liabilities and net assets - modified cash basis as of December 31, 2019 and 2018, the related statements of revenues, expenses and other changes in net assets - modified cash basis, functional expenses - modified cash basis, and cash flows - modified cash basis 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 the modified cash basis of accounting as described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of 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 audits. 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 statements of assets, liabilities and net assets of Nikki Mitchell Foundation as of December 31, 2019 and 2018, and the related statements of revenues, expenses and other changes in net assets, functional expenses, and cash flows for the years then ended in accordance with the modified cash basis of accounting described in Note 2.

BASIS OF ACCOUNTING

KriftCPAS PLLC

We draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements are prepared in accordance with the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Nashville, Tennessee May 12, 2020

STATEMENTS OF ASSETS, LIABILITIES AND NET ASSETS - MODIFIED CASH BASIS

DECEMBER 31, 2019 AND 2018

	2019	2018
<u>ASSETS</u>		
Cash Property and equipment, net	\$ 608,649 1,081	\$ 433,996 1,910
TOTAL ASSETS	\$ 609,730	\$ 435,906
LIABILITIES AND NET ASSETS		
LIABILITIES Credit card payable Accrued payroll taxes	\$ - 1,770	\$ 3,198 244
TOTAL LIABILITIES	1,770	3,442
NET ASSETS Without donor restrictions With donor restrictions	601,803 6,157	427,464 5,000
TOTAL NET ASSETS	607,960	432,464
TOTAL LIABILITIES AND NET ASSETS	\$ 609,730	\$ 435,906

STATEMENTS OF REVENUES, EXPENSES AND OTHER CHANGES IN NET ASSETS - MODIFIED CASH BASIS

FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

	2019					2018					
		Without Donor Restrictions		With Donor Restrictions		Total		nout Donor estrictions	With Donor Restrictions	Total	
REVENUES AND SUPPORT											
Contributions	\$	207,313	\$	6,157	\$	213,470	\$	115,681	\$ 5,000	\$	120,681
Fundraising events		409,886		-		409,886		416,053	-		416,053
Less: direct benefits to donors		(110,828)		-		(110,828)		(91,433)	-		(91,433)
Interest income		2,845		-		2,845		1,623	-		1,623
Other revenues		2,288		-		2,288		1,330	-		1,330
Net assets released from restrictions		5,000		(5,000)							
TOTAL REVENUES AND SUPPORT		516,504		1,157		517,661		443,254	5,000		448,254
EXPENSES											
Program services		160,096		-		160,096		137,106	-		137,106
Supporting services:											
General and administrative		75,982		-		75,982		44,556	-		44,556
Fundraising		106,087				106,087		42,521			42,521
Total supporting services		182,069				182,069		87,077			87,077
TOTAL EXPENSES		342,165				342,165		224,183			224,183
CHANGE IN NET ASSETS		174,339		1,157		175,496		219,071	5,000		224,071
NET ASSETS - BEGINNING OF YEAR		427,464		5,000		432,464		208,393			208,393
NET ASSETS - END OF YEAR	\$	601,803	\$	6,157	\$	607,960	\$	427,464	\$ 5,000	\$	432,464

See accompanying notes to financial statements.

STATEMENTS OF FUNCTIONAL EXPENSES - MODIFIED CASH BASIS

FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

	2019					2018					
	General				General						
	Progra	ım		and			Prog	gram	and		
	Service	es	Admi	inistrative	Fundraising	Total	Serv	vices	Administrative	Fundraising	Total
Salaries and wages	\$ 2.	328	\$	28,674	\$ 76,115	\$ 107,117	\$	1,509	\$ 6,035	\$ 22,631	\$ 30,175
Payroll taxes	,	167		2,057	5,461	7,685		115	462	1,731	2,308
Professional fees	8,	701		10,747	2,000	21,448		150	8,490	-	8,640
Office lease	8,	633		11,511	8,634	28,778	9	9,425	12,567	9,425	31,417
Utilities		658		2,211	1,658	5,527	2	2,113	2,818	2,114	7,045
Repairs and maintenance		-		3,093	-	3,093		_	1,030	-	1,030
Postage and shipping	1,	162		268	357	1,787		1,105	663	441	2,209
Patient care expenses	92,	549		-	-	92,549	50	6,294	-	-	56,294
Grants to support pancreatic cancer research	27,	210		-	-	27,210	6.	5,800	-	-	65,800
Insurance		891		1,188	892	2,971		-	-	-	-
Meals		-		2,158	-	2,158		-	-	2,505	2,505
Dues and subscriptions		-		3,441	3,337	6,778		-	1,119	2,683	3,802
Advertising and public relations		-		-	2,454	2,454		-	-	462	462
Office expenses		-		4,060	524	4,584		-	4,340	234	4,574
Other expenses	14,	045		1,202	-	15,247		300	2,764	-	3,064
Travel expenses	2,	503		5,040	4,407	11,950		-	3,875	-	3,875
Depreciation	:	249		332	248	829		295	393	295	983
Special events:											
Event management and staffing		-		-	27,228	27,228		-	-	32,274	32,274
Supplies and auction items		-		-	65,267	65,267		-	-	40,974	40,974
Venue rental				_	18,333	18,333				18,185	18,185
TOTAL FUNCTIONAL EXPENSES	<u>\$ 160,</u>	096	\$	75,982	\$ 216,915	\$ 452,993	\$ 13	7,106	\$ 44,556	\$ 133,954	\$ 315,616
Less expenses netted against revenues on the											
statements of revenues, expenses, and other											
changes in net assets - modified cash basis -											
					(110.939)	(110.939)				(01.422)	(01 422)
direct benefits to donors		_			(110,828)	(110,828)				(91,433)	(91,433)
TOTAL EXPENSES REPORTED UNDER											
PROGRAM SERVICES AND											
SUPPORTING SERVICES	<u>\$ 160,</u>	096	\$	75,982	\$ 106,087	\$ 342,165	\$ 13	7,106	\$ 44,556	\$ 42,521	\$ 224,183

See accompanying notes to financial statements.

STATEMENTS OF CASH FLOWS - MODIFIED CASH BASIS

FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES Change in net assets	\$ 175,490	6 \$ 224,071
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	829	9 983
Decrease in:		
Credit card payable	(3,198	8) 2,284
Accrued payroll taxes	1,520	6 (903)
TOTAL ADJUSTMENTS	(843	3) 2,364
NET CASH PROVIDED BY OPERATING ACTIVITIES	174,653	226,435
NET INCREASE IN CASH	174,653	3 226,435
CASH - BEGINNING OF YEAR	433,990	6 207,561
CASH - END OF YEAR	\$ 608,649	9 \$ 433,996

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2019 AND 2018

NOTE 1 - GENERAL

Nikki Mitchell Foundation (the "Foundation") is a Tennessee not-for-profit organization incorporated on August 7, 2013. The Foundation is an independent, nonprofit Foundation dedicated to providing comfort and relief for those affected by pancreatic cancer, while raising awareness and searching for the cure.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. That basis differs from generally accepted accounting principles in that contributions and other revenues are recognized when received instead of when promised and expenses are recognized when paid rather than when incurred. Consequently, the Foundation has not recognized promises to give from donors, accounts payable to vendors, or their related effects on the change in net assets in the accompanying financial statements.

Resources are classified as net assets without donor restrictions and with donor restrictions based on the existence or absence of donor-imposed restrictions, as follows:

Net assets without donor restrictions: Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the organization. These net assets may be used at the discretion of the Foundation's management and the board of directors.

Net assets with donor restrictions: Net assets subject to stipulations imposed by donors. Some donor restrictions are temporary in nature; those restrictions will be met by actions of the Foundation or by the passage of time. Other donor restrictions are perpetual in nature, whereby the donor has stipulated the funds be maintained in perpetuity. There are no donor restrictions that are perpetual in nature as of December 31, 2019 or 2018.

Donor restricted contributions are reported as increases in net assets with donor restrictions. When a restriction expires, net assets are reclassified from net assets with donor restrictions to net assets without donor restrictions in the statements of revenues, expenses and other changes in net assets - modified cash basis.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2019 AND 2018

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue, Support and Revenue Recognition

Fundraising income is generated from sponsorships, ticket sales, silent and online auctions proceeds and sales of items at events held during the year, and is recognized when the events occur which is the completion of the Foundation's performance obligation. Some of these revenues are comprised of an exchange element based on the value of benefits provided, and a contribution element for the difference between the amount paid and the exchange element. The Foundation records fundraising income equal to the fair value of direct benefits to donors, and contribution income for the excess received when the event takes place.

The Foundation recognizes contributions in the period they are received. Unconditional contributions of cash and other assets are recorded as revenue based upon any donor-imposed restrictions. A contribution is conditional if an agreement includes a barrier that must be overcome and a right of return exists. The presence of both a barrier and a right of return indicates that a recipient is not entitled to the contribution until it has overcome the barrier(s) in the agreement. There are no conditional contributions recorded on the Foundation's financial statements as of December 31, 2019 or 2018. Noncash contributions are recorded at the estimated fair value at the date of the gift.

Donated equipment is reflected as contributions in the accompanying financial statements at the estimated value at the date of receipt. Donated services are recognized as contributions 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 Foundation. A large number of volunteers have donated significant amounts of their time to the Foundation's fundraising events and program services. Additionally, the Foundation received the donated use of various materials and facilities for use at fundraising events. No amounts have been recognized for these contributions in the accompanying statements of revenues, expenses and other changes in net assets - modified cash basis, because the criteria for recognition of such contributions has not been satisfied.

Cash

Cash consists principally of checking and money market accounts.

Property and Equipment

Property and equipment are reported at cost at the date of purchase or at estimated fair value at date of gift to the Foundation. The Foundation's policy is to capitalize purchases and or improvements with an estimated useful life greater than one year. Depreciation is calculated by the straight-line method over the estimated useful lives of the assets, which range from 3 to 7 years.

Advertising

Advertising costs are expensed as incurred. Advertising expense amounted to \$2,454 and \$462 for the years ended December 31, 2019 and 2018, respectively.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2019 AND 2018

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes

The Foundation qualifies as a not-for-profit organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, income taxes are not provided.

Management performs an evaluation of all income tax positions taken or expected to be taken in the course of preparing the Foundation's income tax return to determine whether the income tax positions meet a "more likely than not" standard of being sustained under examination by the applicable taxing authorities. Management has performed its evaluation of all income tax positions taken on all open income tax returns and has determined that there were no positions taken that do not meet the "more likely than not" standard. Accordingly, there were no provisions for income taxes, penalties, or interest receivable or payable relating to uncertain income tax positions in the accompanying financial statements.

Program and Supporting Services

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

<u>Program Services</u> - named after the 1998 flight around the world taken by Nikki Mitchell and the Foundation's president, Rhonda Miles, Bridge of Wings is a direct patient services program that provides pancreatic cancer patients in need with free transportation, house cleanings, meals and many more services tailored to their specific needs.

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

<u>Fundraising</u> - includes costs of special events and activities directed toward appeals for financial support. 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, supporting service or activity based on objectively evaluated financial and nonfinancial data or reasonable, subjective methods determined by management. The expenses that are allocated include salaries and wages, payroll taxes, professional fees, lease expense, utilities, postage and shipping, insurance and depreciation, which are allocated on the basis of estimates of time and effort.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2019 AND 2018

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Net Assets with Donor Restrictions

At December 31, 2019, the Foundation's net assets with donor restrictions consist of funds held for the Lisa's HopkINNS Helps fund, which provides lodging to patients and families in need of long-term, world class treatment. At December 31, 2018, the Foundation's net assets with donor restrictions consisted of funds held for the production of an awareness documentary.

Use of Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

New Accounting Pronouncements

On January 1, 2019, the Foundation adopted Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers (Topic 606)* and all subsequent amendments to the ASU (collectively, "ASC 606"), which supersedes most existing revenue recognition guidance and outlines a single comprehensive standard for revenue recognition across all industries. ASC 606 requires revenue to be recognized in an amount that reflects the considerations to which the entity expects to be entitled in an exchange of goods or services. The Foundation adopted ASC 606 using the modified retrospective method applied to all contracts not completed as of January 1, 2019. The Foundation performed an analysis of revenue streams and transactions to determine inscope applicability. The revenue streams considered in-scope for purposes of ASC 606 include most revenues associated with performance of special events (sponsorships, ticket sales, sales of items and auction proceeds). The Foundation recognizes revenues that fall within the scope of ASC 606 as it satisfies its obligation to the customer. The adoption of ASC 606 did not result in a material change to the accounting for any of the in-scope revenue streams; as such, the Foundation did not record a cumulative effect adjustment.

On January 1, 2019, the Foundation adopted ASU 2018-08, Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made (Topic 605), as amended as management believes the standard improves the usefulness and understandability of the Foundation's financial reporting. This guidance is intended to clarify and improve the scope and the accounting guidance for contributions received and contributions made. Key provisions in this guidance include clarification regarding the accounting for grants and contracts as exchange transactions or contributions and improve guidance to better distinguish between conditional and unconditional contributions. Analysis of various provisions of this standard resulted in no significant changes in the way the Foundation recognizes revenue, and therefore no changes to the previously issued audited financial statements were required on a retrospective basis. The presentation and disclosures of revenue have been enhanced in accordance with the standard.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2019 AND 2018

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Authoritative Accounting Guidance

In February 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-02, Leases (Topic 842). The guidance in this ASU supersedes the leasing guidance in Topic 840, Leases. Under the new guidance, lessees are required to recognize lease assets and lease liabilities on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. In July 2018, the FASB issued ASU 2018-10, Codification Improvements to Topic 842, Leases, which makes narrow scope improvements to the standard for specific issues. In July 2018, the FASB also issued ASU 2018-11, Leases (Topic 842): Targeted Improvements, which provides an optional transition method allowing the standard to be applied at the adoption date. In March 2019, the FASB issued ASU 2019-01, Leases (Topic 842) Codification Improvements, which exempts entities from having to provide the interim disclosures required by Accounting Standards Codification ("ASC") 250-10-50-3 in the fiscal year in which a company adopts the new leases standard.

A modified retrospective transition approach is required. An entity may adopt the guidance either (1) retrospectively to each prior reporting period presented in the financial statements with a cumulative-effect adjustment recognized at the beginning of the earliest comparative period presented or (2) retrospectively at the beginning of the period of adoption through a cumulative-effect adjustment. The new standard, which will be effective for the Foundation January 1, 2021, provides a number of practical expedients.

The Foundation is currently evaluating the impact of the pending adoption of the new standard on its financial statements.

Reclassifications

Certain amounts in the prior year financial statements have been reclassified to conform to the current year's presentation. Such reclassifications had no effect on the results of operations or net assets as previously reported.

Events Occurring After Reporting Date

The Foundation has evaluated events and transactions that occurred between December 31, 2019 and May 12, 2020, the date the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2019 AND 2018

NOTE 3 - LIQUIDITY AND AVAILABILITY OF FINANCIAL ASSETS

The Foundation's unrestricted cash as presented on the statement of assets, liabilities and net assets - modified cash basis has a balance of \$608,649 and \$433,996 at December 31, 2019 and 2018, respectively. The unrestricted cash represents the Foundation's assets available to meet cash needs for general expenditures within one year of December 31.

As part of the Foundation's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities and other obligations come due. Cash in excess of daily requirements are invested in money market funds.

NOTE 4 - CONCENTRATIONS OF CREDIT RISK

The Foundation maintains cash balances at financial institutions whose accounts are insured by the Federal Deposit Insurance Corporation ("FDIC") up to statutory limits. The Foundation's cash balances may at times exceed statutory limits. The Foundation has not experienced any losses in such accounts and management considers this to be a normal business risk.

NOTE 5 - PROPERTY AND EQUIPMENT

Property and equipment consist of the following as of December 31:

	 2019	 2018	
Equipment Less: accumulated depreciation	\$ 5,069 (3,988)	\$ 5,069 (3,159)	
Net property and equipment	\$ 1,081	\$ 1,910	

NOTE 6 - LEASES

The Foundation leases certain real property under a short-term operating lease that expired in February 2020. Rent expense totaled \$28,778 and \$31,417 for the years ended December 31, 2019 and 2018, respectively. The Foundation is currently negotiating the leasing terms for a new office space.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2019 AND 2018

NOTE 7 - SUBSEQUENT EVENTS - COVID-19

On January 30, 2020, the World Health Organization declared the coronavirus outbreak a "Public Health Emergency of International Concern" and on March 10, 2020, declared it to be a pandemic. Actions taken around the world to help mitigate the spread of the coronavirus include restrictions on travel, quarantines in certain areas, and forced closures for certain types of public places and businesses. The coronavirus and actions taken to mitigate it have had and are expected to continue to have an adverse impact on the economies and financial markets of many countries, including the geographical area in which the Foundation operates. While it is unknown how long these conditions will last and what the complete financial effect will be to the Foundation, management is continuing to evaluate the evolving situation and will implement appropriate counter measures as needed.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security ("CARES") Act was signed into law. The CARES Act provides an economic relief package to many businesses in the US as a direct response to the adverse impacts of COVID-19. Section 1102 of the CARES Act establishes the Paycheck Protection Program ("PPP"), which is implemented by the Small Business Administration, and is intended to provide small businesses and organizations (generally those with 500 or less employees) with funds to pay up to eight weeks of payroll costs and benefits, interest on mortgages, rent and utilities. The funds are available in the form of a loan which is fully forgivable if at least 75% of the proceeds are used for payroll costs. Forgiveness of the loan will be reduced if employment and/or payroll costs decrease in the eight weeks following receipt of funds. Any unforgiven funds will convert to a note with a 1.0% interest rate and payable over 24 months. In April 2020, the Foundation received \$20,320 from a PPP loan.