MADE IN BROWNSVILLE, INC. d.b.a. YOUTH DESIGN CENTER, INC.

Not for Profit Organization

FINANCIAL STATEMENTS

Years Ended December 31, 2019 and 2018

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INDEPENDENT ACCOUNTANT'S REVIEW REPORT

To the Board of Directors of Made in Brownsville, Inc. Brooklyn, New York

I have reviewed the accompanying financial statements of Made in Brownsville, Inc. (a nonprofit organization), which comprise the statements of financial position as of December 31, 2019 and 2018, and the related statements of activities and changes in net assets, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of entity management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, I do not express such an opinion.

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.

Accountant's Responsibility

My responsibility is to conduct the review engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require me to perform procedures to obtain limited assurance as a basis for reporting whether I am aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. I believe that the results of my procedures provide a reasonable basis for my conclusion.

Accountant's Conclusion

Based on my review, I am not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

Brooklyn, New York January 19, 2020

STATEMENTS OF FINANCIAL POSITION Years Ended December 31, 2019 and 2018

| | | 2019 | | 2018 |
|---|-----------|---------|----------|--------|
| ASSETS | | | | |
| Cash and cash equivalents - Note 2 (c) | \$ | 92,694 | \$ | 78,818 |
| Accounts Receivable - Note 3 | | 17,147 | | 17,520 |
| Total Current Assets | | 109,841 | | 96,338 |
| Property & Equipment | | | | |
| less accumulated depreciation & amortization - Note 4 | | 16,229 | | - |
| Security Deposit - Note 5 | | 2,479 | | 2,479 |
| Total assets | \$ | 128,549 | \$ | 98,817 |
| LIABILITIES AND NET ASSETS | | | | |
| CURRENT LIABILITIES | | | | |
| Accounts payable and accrued expenses - Note 7 | \$ | 4,514 | \$ | - |
| Total Current Liabilities | | 4,514 | | - |
| NET ASSETS | | | | |
| Without donor restrictions - Note 2(i) | | 124,035 | | 98,817 |
| Total net assets | | 124,035 | | · |
| | | | <u> </u> | 98,817 |
| Total liabilities and net assets | <u>\$</u> | 128,549 | \$ | 98,817 |

STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS Years Ended December 31, 2019 and 2018

| | | December 31, 2019 | | | | | December 31, 2018 | | | | | | |
|---|-------------|-------------------|------------|-------|---------|----|-------------------|---------------|----------|------|----------|----|----------|
| | | Witl | hout Donor | With | Donor | | | Without Donor | | With | n Donor | | _ |
| | | Re | strictions | Restr | ictions | | Total | Restrictions | | Rest | rictions | | Total |
| SUPPORT & OPERATING REVENUE | | | | | | | | | | | | | |
| PUBLIC & PRIVATE SUPPORT | | | | | | | | | | | | | |
| Corporate | | \$ | 15,328 | \$ | - | \$ | 15,328 | \$ | 57,749 | \$ | - | \$ | 57,749 |
| Foundations | | | 292,500 | | - | | 292,500 | | 263,000 | | - | | 263,000 |
| Government | | | - | | - | | - | | 10,000 | | - | | 10,000 |
| Grants | | | 16,000 | | - | | 16,000 | | 59,250 | | - | | 59,250 |
| In-kind Contribution - Note 2(d) | | | 44,000 | | - | | 44,000 | | - | | - | | - |
| Individual | | | 30,441 | | - | | 30,441 | | - | | - | | - |
| Services | 59,047.00 | | | | - | | - | | 120,585 | | - | | 120,585 |
| Less: Discount | (2,205.00) | | | | - | | - | | - | | - | | - |
| Less: Services cost of sales | (13,903.00) | _ | 42,939 | | - | | 42,939 | | (23,810) | | - | | (23,810) |
| Other Income | | | 1,519 | | | | 1,519 | | 9,413 | | | | 9,413 |
| Total Public & Private Support | | | 442,727 | | - | | 442,727 | | 496,187 | | - | | 496,187 |
| | | | | | | | | | | | | | |
| EXPENSES | | | | | | | | | | | | | |
| Program services | | | 346,460 | | - | | 346,460 | | 213,440 | | | | 213,440 |
| Supporting services: | | | | | | | | | | | | | |
| Management and general | | | 68,049 | | - | | 68,049 | | 235,401 | | - | | 235,401 |
| Fundraising | | | - | | - | | - | | 5,233 | | - | | 5,233 |
| Total Supporting Services | | | 68,049 | | | _ | 68,049 | | 240,634 | | - | | 240,634 |
| Total Expenses | | | 414,509 | | | | 414,509 | | 454,074 | | | | 454,074 |
| Change in Net Assets | | | 28,218 | | - | | 28,218 | | 42,114 | | - | | 42,114 |
| Net assets, beginning of year | | | 98,817 | | _ | | 98,817 | | 56,703 | | _ | | 56,703 |
| Prior Period Adjustments - Note 11 | | | (3,000) | | - | | (3,000) | | - | | - | | - |
| 110110110110110110110110110110110110110 | | | (5,000) | | | | (0,000) | | | | | | |
| Net assets, end of year | | \$ | 124,035 | \$ | - | \$ | 124,035 | \$ | 98,817 | \$ | - | | 98,817 |

STATEMENTS OF FUNCTIONAL EXPENSES Years Ended December 31, 2019 and 2018

| | | Ma | nagement | | | | Manageme | nt | | | |
|--------------------------------------|------------|----|----------|-------------|---------------|---------------|------------|----|---------|----|---------|
| | | | & | | | | & | | | | |
| Expenses | Program | | General | Fundraising | 2019 | rogram | General | | raising | _ | 2018 |
| Adverting/Promotional | \$ 518 | \$ | 696 | \$ - | \$ 1,214 | \$ 1,988 | \$ - | \$ | - | \$ | 1,988 |
| Telephone | - | | 2,254 | - | 2,254 | - | 2,435 | | - | | 2,435 |
| Website Design & Maintenance | - | | 1,387 | - | 1,387 | - | 404 | | - | | 404 |
| Bad Debts | - | | 1,060 | - | 1,060 | - | - | | - | | - |
| Insurance | - | | 7,926 | - | 7,926 | - | 8,127 | | - | | 8,127 |
| Fire & Safety Expenses | - | | 131 | - | 131 | - | 106 | | - | | 106 |
| Fundraising | - | | - | - | - | - | - | | 5,233 | | 5,233 |
| Leasehold Improvements | - | | 59 | - | 59 | - | 42,624 | | - | | 42,624 |
| Rent | - | | 29,750 | - | 29,750 | - | 23,716 | | - | | 23,716 |
| Repairs & Maintenance | - | | 305 | - | 305 | - | 740 | | - | | 740 |
| Security & Alarm Systems | - | | 1,798 | - | 1,798 | - | 4,280 | | - | | 4,280 |
| Utilities | - | | 660 | - | 660 | - | 4,879 | | - | | 4,879 |
| Office Expense | 15,439 | | 1,833 | - | 17,272 | 254 | 10,029 | | - | | 10,283 |
| Supplies | 3,937 | | 395 | - | 4,332 | 4,423 | 31,816 | | - | | 36,239 |
| Miscellaneous | - | | 1,635 | - | 1,635 | 10,803 | 1,989 | | - | | 12,792 |
| Sponsorship/Gift | - | | 800 | - | 800 | - | 481 | | - | | 481 |
| Postage & Delivery | - | | 153 | - | 153 | - | 257 | | - | | 257 |
| Accounting Services | - | | 4,000 | - | 4,000 | - | - | | - | | - |
| Legal & Professional fee | - | | 4,597 | - | 4,597 | 466 | - | | - | | 466 |
| Bank Service Charges/Credit Card fee | - | | 3,219 | - | 3,219 | - | 2,727 | | - | | 2,727 |
| Travel | - | | 284 | - | 284 | - | - | | - | | - |
| Transportation | 579 | | 2,086 | - | 2,665 | 783 | 5,838 | | - | | 6,621 |
| Conferences | - | | 1,758 | - | 1,758 | - | 207 | | - | | 207 |
| Software Expenses | 4,279 | | - | - | 4,279 | 5,479 | - | | - | | 5,479 |
| Software Expenses - Inkind | 44,000 | | - | - | 44,000 | - | - | | - | | - |
| Equipment | 20,404 | | - | - | 20,404 | 46,253 | - | | - | | 46,253 |
| Food & Snacks | 64 | | - | - | 64 | 1,252 | - | | - | | 1,252 |
| Printing & Copying | 312 | | - | - | 312 | 223 | - | | - | | 223 |
| Special Events | 1,916 | | - | - | 1,916 | 3,958 | - | | - | | 3,958 |
| Salary & Wages | 233,451 | | - | - | 233,451 | 194,480 | - | | - | | 194,480 |
| Payroll Taxes | 15,002 | | - | - | 15,002 | 37,324 | - | | - | | 37,324 |
| Penalties & Fines | 1,600 | | - | - | 1,600 | - | 500 | | - | | 500 |
| Depreciation Expenses | 4,959 | | - | - | 4,959 | - | - | | - | | - |
| Amortization expenses | | | 1,263 | | 1,263 | | | | | _ | |
| Total Expenses | \$ 346,460 | \$ | 68,049 | \$ - | \$ 414,509 | \$ 307,686 | \$ 141,155 | \$ | 5,233 | \$ | 454,074 |

STATEMENTS OF CASH FLOWS Years Ended December 31, 2019 and 2018

| | 2019 | | 2018 | | |
|--|------|----------|------|----------|--|
| CASH FLOWS FROM OPERATING ACTIVITIES | | _ | | _ | |
| Change in net assets | \$ | 28,218 | \$ | 42,114 | |
| Adjustments to reconcile change in net assets to net | | | | | |
| cash provided by operating activities: | | | | | |
| Depreciation & Amortization of Fixed Assets | | 6,222 | | - | |
| Prior Period Adjustment | | (3,000) | | - | |
| (Increase) decrease in assets: | | | | | |
| Accounts Receivable | | 373 | | (17,520) | |
| Security Deposit | | - | | (2,479) | |
| Increase in liabilities: | | | | | |
| Accounts Payable | | 4,514 | | - | |
| Net cash provided by operating activities | | 36,327 | | 22,115 | |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | | | |
| Purchased of fixed Assets | | (22,451) | | | |
| Net cash used in investing activities | | (22,451) | | - | |
| Net Increase in cash and cash equivalents | | 13,876 | | 22,115 | |
| Cash and cash equivalents, beginning of year | | 78,818 | | 56,703 | |
| Cash and cash equivalents, end of fiscal year | \$ | 92,694 | \$ | 78,818 | |

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2019

Note 1. DESCRIPTION OF ORGANIZATION

Made In Brownsville, Inc. (MIB) was incorporated in 2016 under the State of New York as a not for profit organization pursuant to section 501(c) (3) of the Internal Revenue Code. The organization registered as a d.b.a. in 2020 as Youth Design Center, Inc. MIB mission is to reduce the number of disconnected youth in Brownsville by lowering their barriers to entry to the STEAM professions and increasing their relevant experience in the innovation economy. In addition, the organization qualifies for the charitable contribution deduction under section 170(b)(1)(A)(vi) of the Internal Revenue Code.

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The organization prepares its financial statements in accordance with generally accepted accounting principles promulgated in the United States of America (U.S. GAAP) for not-for- profit entities. The significant accounting and reporting policies used by MIB are described subsequently to enhance the usefulness and understandability of the financial statements.

(b) BASIS OF ACCOUNTING

The financial statements of MIB have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles and accordingly reflect all receivables and payables.

(c) CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of bank deposit in the amount of \$92,694 and \$78,818 as of December 31, 2019 and 2018, respectively. MIB maintains cash balance at Amalgamated Bank, located in New York, New York. Deposit account is insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 per account. At December 31, 2019, the organization's bank balance was fully FDIC insured

(d) DONATED SERVICES AND IN-KIND SUPPORT

The Organization may receive services, equipment and material without payment or compensation. 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 organization. Materials and other noncash donations are recorded at cost or estimated fair value determined at the date of donation. In addition, volunteers provided services to MIB programs that did not meet the criteria for recognition.

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2019

(d) DONATED SERVICES AND IN-KIND SUPPORT (Continued)

Software application was donated to the organization in 2019 which is recognized as In-kind contribution of \$44,000 and software expense of \$44,000.

(e) ACCOUNTS RECEIVABLE

Accounts receivable are recorded when allowable expenses are incurred by MIB. Revenue is recognized when earned. A reserve for uncollectible accounts is recorded in order to reflect management's estimate of those receivables deemed uncollectible.

(f) REVENUE RECOGNITION

Contributions received are recorded as Without Donor Restrictions or With Donor Restrictions, depending on the existence and/or nature of any donor restrictions. Grants, services and contributions revenues are recognized when the allowable expenses are incurred.

(g) ADVERTISING

Advertising costs are charged to operations when incurred. Advertising expenses totaled \$212 for the period ended December 31, 2019.

(h) USE OF ESTIMATES

The preparation of financial statements in conformity with U.S. GAAP requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, income and expenses. Accordingly, actual results could differ from those estimates.

(i) BASIS OF PRESENTATION

The financial statement presentation is in conformity with accounting principles generally accepted in the United States of America for nonprofit organizations, which requires MIB report information regarding its financial position and activities according to two classes of net assets:

Without Donor Restrictions – Net assets that are not subject to donor-imposed stipulations.

With Donor Restrictions – Net assets whose use is limited by donor-impose time and/or purpose restrictions.

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2019

(j) FUNCTIONAL ALLOCATION EXPENSES

The costs of providing the various programs and other activities have been summarized on a functional basis in the accompanying statements of functional expenses. Expenses are charged to each program based on direct expenditures. However, certain indirect costs, primarily administrative salaries and related general overhead expenses are allocated to various programs based on percentage of direct payroll.

(k) RELATED PARTY

There were no related party transactions as of January 19, 2020 that need to be disclosed.

(1) INCOME TAX STATUS

The financial Accounting Standards Board (FASB) issued FASB ASC 740-10 which requires entities to disclose in their financial statements the nature of any uncertainty in their tax position. For tax exempt entities, their tax-exempt status itself is deemed to be an uncertainty, since events could occur to jeopardize their tax-exempt status. However, the MIB has no knowledge of events or circumstances that would jeopardize its tax-exempt status.

Note 3. ACCOUNTS RECEIVABLE

The accounts receivable balance for the year, represents services rendered and billed, and expenses incurred before year-end for which the reimbursement from government agency is expected to be received in the subsequent period in the total amount of \$17,147 and \$17,147 as of December 31, 2019 and 2018, respectively.

Note 4. PROPERTY & EQUIPMENT

Equipment & Leasehold Improvements on December 31st are summarized as follow:

| | 2019 | 2 | 018 |
|---|--------------|----|-----|
| | | | |
| Equipment | \$ 14,876 | \$ | - |
| Accumulated Depreciation | (4,959) | | - |
| Leasehold Improvements | 7,575 | | - |
| Accumulated Amortization Leasehold Improvements | (1,263) | | |
| Total | \$ 9,917 | \$ | - |

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2019

Note 5. SECURITY DEPOSIT

Security deposits consist of \$2,479 for lease space rented from 127-129 Osborn Street LLC for 3 years lease that expires on April 30, 2021.

Note 6. FUTURE LEASE

MIB has 3 years lease obligation with 127-129 Osborn Street LLC starting on May 1, 2018 – April 30, 2021 and the remaining lease payments are:

| <u>Year</u> | <u>Total</u> |
|-------------|-----------------|
| 2020 | \$29,750 |
| 2021 | <u>9,917</u> |
| | <u>\$39,657</u> |

Note 7. ACCOUNTS PAYABLE & ACCRUED EXPENSES

At the present time, the organization has outstanding accounts payable of \$4,514 as of December 31, 2019.

Note 8. LIQUIDITY

The organization manages its liquidity by planning program services in accordance with the funds received. The following represent the organization financial assets as of December 31, 2019:

| Cash and Cash equivalents – Note 2(c) | \$92,694 |
|---------------------------------------|----------|
| Grants Receivable – Note 3 | 17,147 |

Financial assets available to meet general

Expenses over the next twelve months \$109,841

Note 9. SUBSEQUENT EVENTS

MIB has reviewed for subsequent events through January 19, 2021, the date the financial statements were available to be issued. No subsequent events were identified.

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2019

Note 10. PRIOR PERIOD ADJUSTMENTS

Net assets as of the beginning of the fiscal year have been adjusted to decrease net assets for adjustments to balances not previously recognized in prior years. The correction has no effect on the results of the current year's activities; however, the cumulative effect decreased net assets by \$3,000.

Note 11. COVID-19

In December 2019, an outbreak of a novel strain of coronavirus (COVID-19) originated in Wuhan, China and has since spread to other countries, including the U.S. On March 11, 2020, the World Health Project characterized COVID-19 as a pandemic. In addition, multiple jurisdictions in the U.S. have declared a state of emergency. It is anticipated that these impacts will continue for some time. There has been no immediate impact to the project's operations. At this time, it is not possible to estimate the effect this will have on the financial position or results of operations for the year. Future potential impacts may include further disruptions or restrictions on employees' ability to work or on grantors' and donors' ability to contribute funds. The future effects of these issues are unknown.