Financial Statements

June 30, 2021

Independent Auditors' Report

Board of Directors LEAP, Inc. d/b/a Brooklyn Workforce Innovations

We have audited the accompanying financial statements of LEAP, Inc. d/b/a Brooklyn Workforce Innovations ("LEAP"), which comprise the statement of financial position as of June 30, 2021, and the related statements of activities, functional expenses and cash flows for the year 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 audit. 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 of 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.

Board of Directors LEAP, Inc. d/b/a Brooklyn Workforce InnovationsPage 2

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of LEAP as of June 30, 2021, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

PKF O'Connor Davies, LLP

We have previously audited LEAP's 2020 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated December 9, 2019. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2020 is consistent, in all material respects, with the audited financial statements from which it has been derived.

December 15, 2021

Statement of Financial Position June 30, 2021 (with comparative amounts at June 30, 2020)

	2021	2020
ASSETS		
Current Assets		
Cash	\$ 2,649,828	\$ 1,655,918
Accounts receivable	183,333	79,884
Grants receivable	1,465,529	1,504,766
Prepaid insurance	 38,604	54,613
Total Current Assets	 4,337,294	3,295,181
Leasehold improvements, equipment and fixtures, net	561,139	645,834
Security deposits and other	60,909	60,828
	 _	
	\$ 4,959,342	\$ 4,001,843
LIABILITIES AND NET ASSETS		
Current Liabilities		
Accounts payable	\$ 204,899	\$ 198,792
Accrued expenses	193,535	188,628
Paycheck Protection Program loan	533,300	533,300
Total Current Liabilities	 931,734	920,720
Net Assets		
Without donor restriction	3,934,510	3,005,192
With donor restriction	 93,098	75,931
Total Net Assets	 4,027,608	3,081,123
	\$ 4,959,342	\$ 4,001,843

Statement of Activities Year Ended June 30, 2021 (with summarized amounts for year ended June 30, 2020)

	2021				
	Without donor	With donor		2020	
	Restriction	Restriction Total		Total	
REVENUE AND SUPPORT					
Government grants	\$ 939,327	\$ -	\$ 939,327	\$ 1,083,402	
Contributions - foundations/ trusts	4,206,000	215,000	4,421,000	3,272,500	
Contributions - corporations	356,484	-	356,484	540,380	
Contributions - individuals	254,021	-	254,021	225,671	
Program services	193,337	-	193,337	70,726	
In-kind contributions	86,909	-	86,909	89,904	
Subcontract income - affiliate	113,980	-	113,980	103,670	
Interest and other	17,609	-	17,609	9,598	
Net assets released from restrictions	197,833	(197,833)			
Total Revenue and Support	6,365,500	17,167	6,382,667	5,395,851	
EXPENSES					
Program	4,515,444	-	4,515,444	4,502,507	
Management and general	502,360	-	502,360	492,158	
Fundraising	418,378	-	418,378	359,396	
Total Expenses	5,436,182		5,436,182	5,354,061	
Change in Net Assets	929,318	17,167	946,485	41,790	
NET ASSETS					
Beginning of year	3,005,192	75,931	3,081,123	3,039,333	
End of year	\$ 3,934,510	\$ 93,098	\$ 4,027,608	\$ 3,081,123	

LEAP, Inc. d/b/a Brooklyn Workforce Innovactions

Statement of Functional Expenses Year Ended June 30, 2021 (with summarized totals for year ended June 30, 2020)

	2021						
	Sector Based			Management			
	Training	Other	Total	and			2020
	Programs	Programs	Program	General	Fundraising	Total	Total
PERSONNEL EXPENSES							
Salaries	\$ 1,588,577	\$ 454,951	\$2,043,528	\$ 139,508	\$ 262,801	\$ 2,445,837	\$ 2,306,495
Contributed services - salaries	17,381	69,528	86,909	-	-	86,909	86,904
Payroll taxes and fringe benefits	470,076	118,941	589,017	52,573	75,129	716,719	710,973
Total Personnel Expenses	2,076,034	643,420	2,719,454	192,081	337,930	3,249,465	3,104,372
OTHER THAN PERSONNEL EXPENSES							
Administration	39,335	9,812	49,147	23,743	7,861	80,751	93,778
Consultants	58,318	9,724	68,042	10,805	4,772	83,619	79,796
Occupancy costs	536,183	39,835	576,018	36,295	11,168	623,481	607,540
Depreciation and amortization	-	-	-	84,695	-	84,695	63,042
Program expense	683,177	165,913	849,090	7,440	9,423	865,953	958,112
Equipment, furniture and fixtures	15,001	2,515	17,516	2,516	2,330	22,362	15,792
Payroll processing and bank charges	10	-	10	10,246	1,811	12,067	18,886
Registration and fees	4,050	-	4,050	1,214	-	5,264	2,763
Insurance	-	-	-	8,736	-	8,736	17,318
Maintenance, repairs and cleaning	10,778	-	10,778	1,428	-	12,206	12,009
Office supplies and printing	31,721	5,258	36,979	6,303	4,706	47,988	55,941
Memberships and subscriptions	552	-	552	2,579	527	3,658	3,297
Books and references	-	-	-	468	-	468	-
Professional fees, including donated services	4,395	-	4,395	70,142	-	74,537	77,484
Advertising, website and events	35,369	3,335	38,704	1,518	3,595	43,817	44,151
Utilities	35,202	4,733	39,935	2,449	942	43,326	36,233
Telephone, internet and postage	29,514	8,170	37,684	8,153	4,017	49,854	46,557
Software purchase and support	27,466	4,717	32,183	2,096	28,398	62,677	17,212
Conference, travel and training	11,029	6,372	17,401	2,839	898	21,138	43,398
Bad debt expense	10,318	3,188	13,506	26,614	-	40,120	12,913
Wage subsidy expense	-	-	-	-	-	-	32,363
Direct fundraising events	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	11,104
Total Other Than Personnel Expenses	1,532,418	263,572	1,795,990	310,279	80,448	2,186,717	2,249,689
Total Expenses	\$ 3,608,452	\$ 906,992	\$4,515,444	\$ 502,360	\$ 418,378	\$ 5,436,182	\$ 5,354,061

See notes to financial statements

Statement of Cash Flows Year Ended June 30, 2021 (with comparative totals for year ended June 30, 2020)

	2021		2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Change in net assets	\$ 946,485	\$	41,790
Adjustments to reconcile change in net assets to			
net cash from operating activities			
Depreciation and amortization	84,695		63,042
Bad debt expense	40,120		12,913
Changes in operating assets and liabilities			
Accounts receivable	(143,569)		47,642
Grants receivable	39,237		198,114
Prepaid insurance	16,009		3,173
Security deposits	(81)		(2,832)
Accounts payable	6,107		(154,462)
Accrued expenses	 4,907	_	29,543
Net Cash from Operating Activities	993,910		238,923
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of equipment and fixtures	-		(432,426)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from Paycheck Protection Program loan	 <u>-</u>	_	533,300
Net Change in Cash	993,910		339,797
CASH			
Beginning of year	 1,655,918	_	1,316,121
End of year	\$ 2,649,828	\$	1,655,918

Notes to Financial Statements June 30, 2021 and 2020

1. Organization and Tax Status

LEAP, Inc. ("LEAP") d/b/a Brooklyn Workforce Innovations ("BWI") is a not-for-profit organization that works to empower low and moderate income individuals by creating living wage employment opportunities and access to career paths. LEAP creates access to stable, long term employment through job training and placement programs. LEAP is a controlled affiliate of Fifth Avenue Committee, Inc. ("FAC"). FAC has a one class membership interest in LEAP under section 803 of the Not-For-Profit-Corporation Law.

LEAP is exempt from income taxes under section 501(c)(3) of the Internal Revenue Code and is not considered to be a private foundation within the meaning of Section 509(a) of the Internal Revenue Code.

LEAP, as BWI, offers a comprehensive model of workforce development services. Applicants are carefully screened, and accepted beneficiaries receive rigorous skills training in programs with employer vetted curricula leading to industry recognized skill sets and/or certifications, followed by job placement assistance and career advancement support for at least two years. BWI offers an array of skills-based trainings including:

- Red Hook on the Road is BWI's commercial driving training program. This four-week program prepares participants for jobs as drivers of "Class B/BPS" commercial vehicles including trucks, school buses, coach or charter buses, airport shuttle buses and Access-A-Ride and other para-transit vehicles. The course consists of industry-specific skills, such as map-reading and behind the wheel instruction, as well as job readiness and soft skills, such as mock interviews and customer service skills training. In FY21, BWI enrolled 174 individuals into training, graduating 95%. So far, 84% of graduates have obtained CDL certification and 65% of those licensed have been connected to employment. Starting wages for working graduates are \$21.07/hour, on average.
- NYCHA Resident Training Academy prepares public housing residents for careers with the New York City Housing Authority (NYCHA). Trainees participate in up to six weeks of training for various employment opportunities on NYCHA developments throughout the five boroughs, including caretaker and construction related roles. Positions with NYCHA offer opportunities for advancement and excellent benefits. In FY21, this program enrolled 317 individuals, graduating 98% of those enrolled. Thus far, 79% of graduates have been placed into jobs, earning \$15.77 on average

Notes to Financial Statements June 30, 2021 and 2020

1. Organization and Tax Status (continued)

- The "Made in NY" Production Assistant (PA) Training Program connects underrepresented New Yorkers with careers in TV and film production through hands-on training. The intensive five-week program is offered in partnership with the NYC Mayor's Office of Media and Entertainment. Participants learn set and office production assistant skills and are placed in jobs on feature films, episodic and reality TV, commercials, music videos and other productions. Annually, positions for graduates of the "Made in NY" PA program are plentiful, and wages are strong and rising. In FY21, this program enrolled 76 individuals, graduating 95%. Thus far, 97% of graduates have been connected to employment and are earning an average of \$21.69/hour.
- The "Made in NY" Post Production Program offers five weeks of training on industry standard post production software and certification by the New York City Mayor's Office of Film, Theatre and Broadcasting. The program prepares graduates each year for entry-level positions at post production companies. Entry-level positions often lead to exposure to more technical facets of post-production and can help establish a pathway to a more specialized role in the field. In FY21, this program enrolled 13 individuals, graduating 100% and thus far placing 62% of graduates in jobs earing \$16.67/hour.
- Brooklyn Networks is BWI's tele-data installation program. Through this program, BWI prepares New Yorkers for in-demand careers installing and maintaining computer, voice, data, video and security system cabling. This sixweek, full-time training program is led by industry experts and served 64 individuals in FY21, graduating 88% of enrollees. Graduates obtain their industry recognized Building Industry Consulting Service International ("BICSI") certification and quickly begin work in the field. Last year, BWI placed 57% of graduates into jobs earning an average of \$17.93/hour.
- Brooklyn Woods trains New Yorkers for careers in woodworking and fabrication. Through seven weeks of classroom and hands-on training, graduates learn shop production, wood technology, finishing techniques, cabinet installation, mechanical drawing, and the safe use and proper care of hand and power tools in BWI's custom-built woodworking shop. Graduates are placed in jobs at large and small woodworking shops, construction and home renovation companies, home improvement stores and real estate property management firms. Brooklyn Woods also operates a cabinet-building social enterprise which offers employment opportunities to recent graduates. In FY21, Brooklyn Woods enrolled 57 participants, graduating 82%. Thus far, 76% of graduates have been placed in jobs in the sector earning \$17.11 on average.

Notes to Financial Statements June 30, 2021 and 2020

1. Organization and Tax Status (continued)

- New York Drives provides jobseekers with the skills and opportunity to secure their New York State Driver's License and expand their professional development skills, removing a critical, largely invisible barrier to the workforce that young New Yorkers often face. Graduates are connected to BWI's "Made in NY" PA program, followed by placement in the television and film production industry, where a driver's license is a critical credential. In FY21, New York Drives enrolled 6 individuals into training and graduated 100%. Thus far, 83% of graduates have connected to employment, earning an average of \$21.40/hour.
- The Brooklyn Workforce Collaboration is BWI's employer-customized training program that offers training tailored to specific hiring demands, with a particular focus on businesses that are growing along Brooklyn's industrial waterfront. Training programs are developed based on specific employer demand. BWI has piloted successful training programs focused on solar installation, roofing, food manufacturing and tech sectors' roles. In FY21, the program served 41 individuals and graduated 93% of those enrolled. Thus far, 89% of graduates have been placed in job earning an average of \$19.81 on average.

2. Summary of Significant Accounting Policies

Basis of Presentation and Use of Estimates

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"), which 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 revenue and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Net Asset Presentation

LEAP reports information regarding financial position and activities according to two classes of net assets: without and with donor restrictions.

Without donor restrictions – consist of resources available for the general support of LEAP's operations. Net assets without donor restrictions may be used at the discretion of LEAP's management and Board of Directors.

Notes to Financial Statements June 30, 2021 and 2020

2. Summary of Significant Accounting Policies (continued)

Net Asset Presentation (continued)

With donor restrictions – represent amounts restricted by donors to be used for specific activities or at some future date, or which require LEAP to maintain in perpetuity, including funds that are subject to restrictions or gift instruments requiring that the principal be invested in perpetuity and the income be used for specific or general purposes. When a donor restriction expires, that is, when a time restriction ends or a purpose restriction is fulfilled, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statement of activities as net assets released from restrictions. Income and gains earned on endowment fund investments are available to be used in the "without donor restrictions" or "with donor restrictions" net asset classes based upon stipulations by the donors. At June 30, 2020 and 2019, LEAP has no net assets with donor restrictions that are perpetual in nature.

Allowance for Doubtful Accounts

LEAP evaluates the collectability of receivables based on a combination of factors. Where management is aware of a customer's inability to meet its financial obligation, a reserve for the potential bad debt to reduce the receivable to the estimated realizable value is recorded. Past due status is based on how recently payments have been received. Management determined that an allowance for doubtful accounts was not necessary at June 30, 2021 and 2020.

Leasehold Improvements, Equipment and Fixtures

Leasehold improvements, equipment and fixtures are stated at cost. Depreciation of equipment and fixtures is computed on the straight-line basis over its useful life. Amortization of leasehold improvements is computed on a straight-line basis over the term of the operating lease or life of the asset, whichever is shorter.

The estimated useful lives by asset class are as follows:

	Useful Life
Equipment and fixtures	3-5 years
Leasehold improvements	10 years

Notes to Financial Statements June 30, 2021 and 2020

2. Summary of Significant Accounting Policies (continued)

Revenue Recognition

Contributions are recorded when an unconditional promise to give is received. Contributions received are recorded as with or without donor restriction depending on the existence or nature of any donor imposed stipulations.

Conditional contributions and grants are recognized as revenue when the conditions on which they depend have been substantially met.

Fees received for program services are recognized as the services are performed or expenditures are incurred.

Grant revenue is recognized when related expenditures under the agreements are incurred.

In-kind Contributions

Contributed services are recognized as contributions if the services (a) create or enhance non-financial assets or (b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. In-kind contributions are reflected in the accompanying statement of activities at their fair value at the time the services are rendered.

Allocation of Expenses

Expenses are charged directly to program or support service categories based on specific identification of expenses. Common expenses are allocated on an equitable basis to all programs and support services based on management's estimates.

Accounting for Uncertainty in Income Taxes

LEAP recognizes the effect of income tax positions only if those positions are more likely than not to be sustained. Management has determined that LEAP had no uncertain tax positions that would require financial statement recognition or disclosure. LEAP is no longer subject to examinations by the applicable taxing jurisdictions for tax periods prior to June 30, 2018.

Subsequent Events Evaluation by Management

Management has evaluated subsequent events for disclosure and/or recognition in the financial statements through the date that the financial statements were available to be issued, which date is December 15, 2021.

Notes to Financial Statements June 30, 2021 and 2020

2. Summary of Significant Accounting Policies (continued)

Prior Year Summarized Financial Information

The financial statements include certain prior-year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with U.S. GAAP. Accordingly, such information should be read in conjunction with LEAP's financial statements as of and for the year ended June 30, 2020, from which the summarized information was derived.

3. Concentration of Credit Risk

Financial instruments that potentially subject LEAP to significant concentrations of credit risk consist principally of cash and grants receivables. LEAP maintains its cash with three financial institutions, which at times, may be in excess of federally insured limits. LEAP has not experienced any losses on its cash accounts.

A concentration of credit risk exists with respect to grant receivables from one source which represented 34% and 33% of the total grants receivable as of June 30, 2021 and 2020. Receivables are expected to be collected in the normal course of business.

4. Transactions with Affiliated Companies

Operating expenses incurred by LEAP on behalf of FAC are billed to FAC and are reported as subcontract income on the statement of activities, which amounted to \$113,980 and \$103,670 for the years ended June 30, 2021 and 2020.

Operating expenses paid for by FAC on behalf of LEAP resulted in billings to LEAP totaling approximately \$396,000 and \$399,000 for the years ended June 30, 2021 and 2020. This includes rent expense of approximately \$140,000 for both the years ended June 30, 2021 and 2020.

5. Pension Plan

LEAP has a Simplified Employee Pension Plan (the "Plan"), which is a defined contribution plan. LEAP made contributions of \$89,234 and \$72,016 to the Plan for the years ended June 30, 2021 and 2020.

Notes to Financial Statements June 30, 2021 and 2020

6. Leasehold Improvements, Equipment and Fixtures

Leasehold improvements, equipment and fixtures as of June 30 consist of the following:

	2021	2020
Equipment and fixtures	\$ 420,346	\$ 420,346
Leasehold improvements	1,323,465	1,323,465
	1,743,811	1,743,811
Accumulated depreciation and amortization	(1,182,672)	(1,097,977)
	<u>\$ 561,139</u>	\$ 645,834

7. Paycheck Protection Program Loan

On April 28, 2020, LEAP was granted a loan (the "Loan") from Pursuit BDC in the aggregate amount of \$533,300, pursuant to the Paycheck Protection Program (the "PPP") under Division A, Title I of the CARES Act (the "CARES Act"), which was enacted March 27, 2020. The Loan bears interest at a rate of 1.0% per annum, with a deferral of payments for the first six months, has a term of two years, and is unsecured and guaranteed by the U.S. Small Business Administration. The Loan may be prepaid by the Borrower at any time prior to maturity with no prepayment penalties. Funds from the Loan may only be used for payroll costs, costs used to continue group health care benefits, mortgage payments, rent, utilities, and interest on other debt obligations. Under the terms of the PPP, some or all of the Loan may be forgiven if the proceeds are used for qualifying expenses as described in the CARES Act. To the extent that all or part of the Loan is not forgiven, LEAP will be required to pay interest on the Loan through the date principal is repaid in full or maturity date.

As of June 30, 2021, the PPP loan is recognized as debt on the statement of financial position. The Organization will recognize the income from the forgiveness of the Loan in the period which they receive the notification of forgiveness from SBA in accordance with Accounting Standards Codification ("ASC") 470, Debt.

Subsequent to year end, the full amount of the Loan was forgiven by Pursuit BDC and recognition of the

Notes to Financial Statements June 30, 2021 and 2020

8. Commitments and Contingencies

LEAP leases commercial office space under the terms of three operating leases which expire during various years through 2029. Rent expense for the years ended June 30, 2021 and 2020 was approximately \$623,000 and \$607,000.

Minimum required lease payments for the years ending June 30, are as follows:

2022	\$ 436,383
2023	329,123
2024	341,447
2025	356,502
2026	347,264
Thereafter	 226,566
	\$ 2,037,285

9. Net Assets with Donor Restriction

Changes in net assets with donor restriction consist of the following for the years ended June 30, 2021 and 2020:

	Balance	Э		Balance
Purpose/ Restriction	June 30, 2	020 Additions	Releases	June 30, 2021
Workforce Collaboration Made in NY Training Program	\$ 75,9 \$ 75,9	_ 50,000	\$ (147,833) (50,000) \$ (197,833)	\$ 93,098
	Balance	Э		Balance
Purpose/ Restriction	June 30, 2	019 Additions	Releases	June 30, 2020
COVID-19 Relief Grant Workforce Collaboration Equipment CDL Bridge Program	\$ 88,8 10,0 22,0	000 -	\$ (5,000) (127,883) (10,000) (22,095)	75,931 - -
	\$ 120,9	909 \$ 120,000	<u>\$ (164,978</u>)	<u>\$ 75,931</u>

Notes to Financial Statements June 30, 2021 and 2020

10. Liquidity and Availability of Resources

Financial assets available for general expenditures, that is, without donor or other restrictions limiting their use within one year of the statements of financial position date, is comprised of the following:

	2021	2020
Financial Assets at Year-End		
Cash	\$ 2,649,828	\$ 1,655,918
Accounts receivable	183,333	79,884
Grants receivable	1,465,529	1,504,766
Total Financial Assets	4,298,690	3,240,568
Less amounts unavailable for general expenditure:		
Restricted by donors with purpose restrictions	(93,098)	(75,931)
Financial Assets at Year End Available to Meet Cash		
Need for General Expenditures Within One Year	\$ 4,205,592	\$ 3,164,637

As part of its liquidity risk management, LEAP maintains a cash balance to ensure it is available as its general expenditures, liabilities, and obligations come due within one year. In addition, LEAP monitors the status and collectability of its accounts receivables on a regular basis.

11. Economic Dependency

Funding from one source amounted to approximately 9% and 35% of total revenue and support for the years ended June 30, 2021 and 2020. LEAP is economically dependent on these funds to maintain the current level of operations.

12. Risks and Uncertainties

LEAP's operations and financial performance may be affected by the recent COVID-19 outbreak, which has spread globally and is expected to adversely affect economic conditions throughout the world. If the outbreak continues and conditions worsen, LEAP may experience a disruption in operations as well as a decline in revenue activities. Economic uncertainty is related to the potential reduction and/or delays in federal, state and local grant funding, and reductions in contributions related to a decrease in discretionary income of potential donors. The outbreak may adversely affect LEAP's activities, financial condition, results of operations, and cash flows. Management is closely monitoring the impact of COVID-19 and believes that LEAP is taking appropriate actions to mitigate the negative impact. However, management is unable to estimate the financial impact, if any, related to this matter.

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