# SUITUP INCORPORATED (A Nonprofit Organization) FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2020 AND 2019

### SUITUP INCORPORATED (A Nonprofit Organization) FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

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### INDEPENDENT ACCOUNTANT'S REVIEW REPORT

To the Board of Directors SuitUp Incorporated

We have reviewed the accompanying financial statements of SuitUp Incorporated (the "Organization"), which comprise the statements of financial position as of December 31, 2020 and 2019, and the related statements of activities, functional expenses and cash flows for the years 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 the Organization's 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, we 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

Our responsibility is to conduct the review engagements 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 us to perform procedures to obtain limited assurance as a basis for reporting whether we are 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. We believe that the results of our procedures provide a reasonable basis for our conclusion.

### **Accountant's Conclusion**

Based on our reviews, we are 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.



### Adoption of New Accounting Pronouncement

As discussed in Note 2 to the financial statements, in 2019, the Organization adopted new accounting guidance Accounting Standards Codification 606, Revenue from Contracts with Customers. Our conclusion is not modified with respect to this matter.

ERTIFIED PUBLIC ACCOUNTAN

New York, New York October 5, 2021

## SUITUP INCORPORATED (A Nonprofit Organization) STATEMENTS OF FINANCIAL POSITION DECEMBER 31, 2020 AND 2019

		<u>2020</u>		<u>2019</u>		
<u>ASSETS</u>						
Cash and cash equivalents Prepaid expenses	\$	191,984 16,830	\$	140,556		
TOTAL ASSETS	\$	208,814	\$	140,556		
LIABILITIES AND NET ASSETS						
Liabilities: Accounts payable	\$	10,135	\$	1,124		
Commitments and contingencies (Notes 5, 6 and 8)						
Net assets without donor restrictions	_	198,679	_	139,432		
TOTAL LIABILITIES AND NET ASSETS	\$	208,814	\$	140,556		

### SUITUP INCORPORATED

### (A Nonprofit Organization)

### STATEMENTS OF ACTIVITIES

### FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

	<u>20</u>	<u>)20</u>		<u>2019</u>
Net assets without donor restrictions:				
Revenues and support:	_		_	
Competition fees	\$	189,638	\$	176,258
Contributions Grants		75,793 88,270		46,301 1,350
Sponsorship fees		00,270		1,330 10,898
1			-	10,070
Total revenues and support before special events		252 504		224.005
revenue		<u>353,701</u>		234,807
Special events revenue:				
Gross special events revenue		16,170		76,986
Cost of direct benefits to donors		(2,528)		(21,044)
Net special events revenue		13,642		55,942
Total revenues and support		<u>367,343</u>		290,749
Expenses:				
Program services:				
Student competitions		<u>225,210</u>		130,706
Supporting services:				
General and administrative		48,751		22,566
Fundraising		34,135		68,448
Total supporting expenses		82,886		91,014
Total expenses		308,096		221,720
Change in net assets without donor restrictions		59,247		69,029
Net assets without donor restrictions - beginning		139,432		70,403
NET ASSETS WITHOUT DONOR RESTRICTIONS -				
ENDING	\$	198 <b>,</b> 679	\$	139,432

### SUITUP INCORPORATED (A Nonprofit Organization) STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2020

		Program services	Supporting services							
	co	Student mpetitions		eneral and	Fundraising		Cost of direct benefits to donors		Total expenses	
Expenses:										
Salaries, wages and benefits	\$	164,081	\$	41,465	\$	20,733	\$	-	\$	226,279
Materials and supplies		11,326		-		-		-		11,326
Travel		1,216		-		-		-		1,216
Meals and entertainment		825		-		-		2,528		3,353
Rent		5,634		1,424		711		-		7,769
Computers and equipment		3,567		901		451		-		4,919
Software		15,022		3,796		1,898		-		20,716
Contractors		16,516		-		-		-		16,516
Professional fees		626		158		79		-		863
Insurance		1,925		487		243		-		2,655
Advertisement and marketing		-		-		9,760		-		9,760
Postage and printing		2,415		-		-		-		2,415
Office expenses		2,057		520		260	_			2,837
Total expenses by function		225,210		48,751		34,135		2,528		310,624
Expenses included with revenues on the statement of activities:  Cost of direct benefits to donors								(2,528)		(2,528)
TOTAL EXPENSES	\$	225,210	\$ <u></u>	48,751	\$	34,135	\$	-	\$	308,096

### SUITUP INCORPORATED (A Nonprofit Organization) STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2019

	Program services	Supporting services							
	Student npetitions		eneral and	F	undraising	bo	st of direct enefits to donors	Tota	al expenses
Expenses:									
Salaries, wages and benefits	\$ 83,933	\$	20,568	\$	20,568	\$	-	\$	125,069
Materials and supplies	11,321		-		1,246		13,720		26,287
Travel	8,892		-		693		-		9,585
Meals and entertainment	9,006		-		-		7,324		16,330
Event space	-		-		32,496		-		32,496
Rent	2,138		524		524		-		3,186
Computers and equipment	1,324		325		325		-		1,974
Software	468		114		114		-		696
Contractors	5,219		-		-		-		5,219
Professional fees	197		49		49		-		295
Insurance	1,778		436		436		-		2,650
Advertisement and marketing	-		-		11,447		-		11,447
Postage and printing	4,184		-		-		-		4,184
Office expenses	 2,246		550		550				3,346
Total expenses by function	130,706		22,566		68,448		21,044		242,764
Expenses included with revenues on the statement of activities:  Cost of direct benefits to donors	 						(21,044)		(21,044)
TOTAL EXPENSES	\$ 130,706	\$	22,566	\$	68,448	\$	_	\$	221,720

## SUITUP INCORPORATED (A Nonprofit Organization) STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

	<u>2020</u>	<u>2019</u>
Cash flows from operating activities: Change in net assets without donor restrictions Adjustments to reconcile change in net assets without donor	\$ 59,247	\$ 69,029
restrictions to net cash provided by operating activities: Changes in assets and liabilities: Contributions receivable Prepaid expenses Accounts payable	 - (16,830) 9,011	4,000 - 679
Net cash provided by operating activities	 51,428	73,708
Net increase in cash and cash equivalents	51,428	73,708
Cash and cash equivalents - beginning	 140,556	66,848
CASH AND CASH EQUIVALENTS - ENDING	\$ 191 <u>,984</u>	140,556

### NOTE 1. ORGANIZATION

SuitUp Incorporated ("SuitUp" or the "Organization") is a not-for-profit organization incorporated to increase career readiness for all students through innovative business plan competitions. SuitUp's vision is to align the incentives of schools and corporations to ensure that all students have the access and awareness to pursue the college and career of their choosing.

The Organization fulfills its mission by focusing its efforts in the below service area:

Student competitions

Hosting real-company problem-solving competitions which require students to utilize their critical thinking and business skills in order to develop a strategic, marketable and professional solution.

### NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of presentation

SuitUp presents its financial statements on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") applicable to not-for-profit organizations.

Net assets and revenue, expenses, gains and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Organization and changes therein are classified as follows:

Net Assets Without Donor Restrictions - Net assets available for use in general operations and not subject to donor (or certain grantor) restrictions.

Net Assets With Donor Restrictions - Net assets subject to donor-imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. Donor-imposed restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both. As of December 31, 2020 and 2019, the Organization had no net assets subject to donor restrictions.

### Use of estimates

The preparation of financial statements in conformity with U.S. GAAP 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 reporting period. Actual results could differ from those estimates.

### Cash and cash equivalents

The Organization considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The Organization had no cash equivalents at December 31, 2020 and 2019.

### NOTE 2. <u>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</u>

### Revenue recognition

### Competition fees

The Organization partners with companies in order to conduct its student competitions. These corporate partners provide support to the Organization in the form of competition fees and participate in the student competitions by presenting a real-world problem and by acting as judges during the competition. In accordance with the criteria established in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 958, Not-For-Profit Entities, the Organization accounts for the competition fees as contributions in lieu of revenue earned from exchange transactions. As such, competition fees are reported as an increase in net assets without donor restrictions unless the competition fees are restricted for a subsequent year or specific purpose. Expenses and losses are reported as decreases in net assets without donor restrictions. Expirations of temporary restrictions on net assets by fulfillment of the donor-stipulated purpose or by passage of the stipulated time period are reported as reclassifications between the applicable classes of net assets.

### Contributions

Contributions, including unconditional promises to give, are recognized at fair value as revenues in the period received. Conditional promises to give are not recognized until they become unconditional; that is, at the time when the conditions on which they depend are substantially met. Contributions to be received after one year are discounted at an appropriate discount rate that is commensurate with the risks involved, if any.

### Special events revenue and sponsorship fees

The Organization adopted ASC Topic 606, Revenue from Contracts with Customers ("Topic 606") on January 1, 2019. With the adoption of Topic 606, revenue is measured based on the consideration specified in a contract with a customer. Under Topic 606, the Organization recognizes revenue when it satisfies a performance obligation by transferring control over a product or services to a customer. The majority of the Organization's services represent specific services that are distinct and each event or recognition process is treated as a single performance obligation that is satisfied as the services are rendered.

Special events revenue consists of ticket sales and silent auction proceeds. Ticket sales are recognized as revenue at the time the event takes place. Silent auction proceeds are recognized as revenue at the time the item is transferred to the auction winner. Sponsorship fees are recognized as revenue at the time the event for which the sponsorship fees relate takes place. Payments for ticket sales or sponsorship fees received in advance are deferred to the applicable period in which the related event takes place. The Organization believes that this method provides a faithful depiction of the transfer of goods and services over the term of the performance obligation based on the inputs needed to satisfy the obligation.

The Organization determines transaction price for ticket sales and sponsorship fees based on contractually agreed-upon rates per event or sponsorship. The transaction price for the silent auction proceeds is based on the fair value of the item transferred to the auction winner. Silent auction proceeds in excess of the fair value of the item transferred are treated as contributions.

See independent accountant's review report.

### **SUITUP INCORPORATED**

### (A Nonprofit Organization) NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2020 AND 2019

### NOTE 2. <u>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</u>

### Revenue recognition (continued)

### Special events revenue and sponsorship fees (continued)

Topic 606 was adopted on a retrospective basis, which had no material effect on the prior year balances; thus there were no adjustments to opening net assets at January 1, 2019.

### Disaggregation of revenues

The composition of the Organization's fee-based revenues for the years ended December 31, 2020 and 2019, is as follows:

		<u>2019</u>		
Revenues:				
Ticket sales	\$	16,170	\$	62,290
Silent audit proceeds		-		14,696
Sponsorship fees				10,898
Total	\$ <u></u>	16,170	\$	87,884
Timing of revenue recognition:				
At a point in time	\$	16,170	\$	87,884

### Donated services and in-kind contributions

Contributions of donated services that create or enhance nonfinancial assets or that require specialized skills and are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation, are recorded at their estimated fair values in the period received.

Contribution of goods are recorded at fair value at the date of donation.

No significant contributions of such goods or services were received for the years ended December 31, 2020 and 2019.

### Functional allocation of expenses

The costs of program and supporting services activities have been summarized on a functional basis in the accompanying statements of activities. The accompanying statements of functional expenses present the natural classification detail of expenses by function. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

The expenses that are allocated include the following:

Expense	Method of Allocation					
Salaries, wages and benefits	Time and effort					
Rent	Time and effort					
Computers and equipment	Time and effort					
Software	Time and effort					
Professional fees	Time and effort					
Insurance	Time and effort					
Office expenses	Time and effort					

See independent accountant's review report.

### NOTE 2. <u>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</u>

### Advertising and marketing expenses

Advertising costs are expensed as incurred and aggregated \$9,760 and \$11,447 for the years ended December 31, 2020 and 2019, respectively.

### Income taxes

SuitUp is recognized as a tax-exempt organization as defined in Section 501(c)(3) of the Internal Revenue Code (the "Code") and is generally exempt from federal income taxes on related income pursuant to Section 501(a) of the Code, except for taxes on unrelated business income. The Organization did not have any unrelated business income activities during the years ended December 31, 2020 and 2019.

As a not-for-profit entity, the Organization is subject to unrelated business income tax, if applicable. In accordance with FASB ASC 740, *Income Taxes*, the Organization applies the "more likely than not" threshold to the recognition and derecognition of tax positions for its financial statements. Management has reviewed all open tax years and jurisdictions and concluded that no adjustments are necessary due to uncertain tax positions. The Organization's policy is to include accrued interest and penalties from uncertain tax positions in operating expenses. There were no accrued interest or penalties for the years ended December 31, 2020 and 2019.

### Recently adopted accounting pronouncements

### Revenue

In May 2014, FASB issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers ("ASU 2014-019"), which requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This ASU replaced most existing revenue recognition guidance in U.S. GAAP, including industry-specific guidance, when it became effective. The Organization adopted ASU 2014-09 on January 1, 2019, and no material changes resulted from the adoption of this ASU.

### Contributions

In June 2018, FASB issued ASU No. 2018-08, Clarifying the Scope and Accounting Guidance for Contributions Received and Contributions Made ("ASU 2018-08"), which provides guidance for determining whether a transaction should be accounted for as a contribution or an exchange transaction, and whether a contribution is conditional or unconditional. The Organization adopted ASU 2018-08 on January 1, 2019, and no material changes resulted from the adoption of this ASU.

### NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recently issued but not yet effective accounting pronouncements

### Leases

In February 2016, FASB issued ASU No. 2016-02, Leases ("ASU 2016-02"). This update requires all leases with a term greater than 12 months to be recognized on the statements of financial position through a right-of-use asset and a lease liability and the disclosure of key information pertaining to leasing arrangements. This new guidance was amended in June 2020 by ASU No. 2020-05, Revenue from Contracts with Customers (Topic 606) and Leases (Topic 842): Effective Dates for Certain Entities ("ASU 2020-05"), deferring the effective date of ASU 2016-02 to years beginning after December 15, 2021, with early adoption permitted. SuitUp has adopted ASU 2020-05 and is therefore deferring adoption of ASU 2016-02. The Organization is evaluating the effect that ASU 2016-02 will have on its financial statements and related disclosures.

### Subsequent events

The Organization has evaluated subsequent events through October 5, 2021, the date the financial statements were available to be issued. Except as disclosed in Note 9, there were no material subsequent events requiring recognition or disclosure in the financial statements.

### NOTE 3. LIQUIDITY AND AVAILABILITY

The following represents SuitUp's financial assets available to meet general expenditures for the next 12 months as of December 31, 2020 and 2019:

		<u>2020</u>		<u>2019</u>
Financial assets at year end:				
Cash and cash equivalents	\$ <u></u>	191,984	\$_	140,556

There are no restrictions on the Organization's cash; the financial assets are available for the general operating obligations of the Organization. As part of SuitUp's operational budget and financial plan, cash is held to cover general expenditures incurred in connection with the operations and mission of the Organization.

### NOTE 4. GOVERNMENT GRANT PROCEEDS

On August 12, 2020, the Organization received loan proceeds of \$23,382 under the Paycheck Protection Program (the "PPP"). The PPP, which was established as part of the Coronavirus Aid, Relief and Economic Security Act (the "CARES Act"), provides for loans to qualifying businesses for amounts up to 2.5 times certain average monthly payroll expenses of the qualifying business. The loan and accrued interest, or a portion thereof, may be forgiven after eight to 24 weeks so long as the borrower uses the loan proceeds for eligible purposes including payroll, benefits, rent, mortgage interest and utilities, and maintains its payroll levels, as defined by the PPP. At least 60% of the amount forgiven must be attributable to payroll costs, as defined by the PPP.

### NOTE 4. GOVERNMENT GRANT PROCEEDS (CONTINUED)

The PPP loan was set to mature five years from the date of first disbursement of proceeds to the Organization (the "PPP Loan Date") and accrued interest at a fixed rate of 1%. Payments were deferred for at least the first six months and payable in 54 equal, consecutive monthly installments of principal and interest commencing upon expiration of the deferral period of the PPP Loan Date. The Organization used the proceeds for purposes consistent with the PPP.

U.S. GAAP does not contain authoritative accounting standards for forgivable loans provided by governmental entities. Absent authoritative accounting standards, interpretative guidance issued and commonly applied by financial statement preparers allows for the selection of accounting policies amongst acceptable alternatives. Based on the facts and circumstances, the Organization has determined it most appropriate to account for the PPP loan proceeds under the conditional contribution model within ASC 958-605. Under the conditional contribution model, the Organization recognizes the proceeds received as a refundable advance, and subsequently recognizes grant revenue as the conditions are met. Conditions are deemed to be met as the allowable expenses are incurred. The Organization deemed the conditional contribution model to be the most appropriate accounting policy for this arrangement based on the nature of the PPP loan program. As of December 31, 2020, \$23,382 is included in "Grants" in the accompanying statement of activities.

The Organization applied for PPP loan forgiveness and received approval from the Small Business Administration ("SBA") in December 2020. If it is determined that the Organization was not eligible to receive the PPP loan or that the Organization has not adequately complied with the rules, regulations and procedures applicable to the SBA's Loan Program, the Organization could be subject to penalties and could be required to repay the amounts previously forgiven.

### NOTE 5. RETIREMENT PLAN

Commencing during the year ended December 31, 2020, the Organization established a 401(k) plan and trust ("401(k)") for its employees. Substantially all of the Organization's employees may elect to defer a portion of their annual compensation in the 401(k). The Organization makes matching percentage contributions. The amount charged to expense for this plan was \$3,447 for the year ended December 31, 2020.

### NOTE 6. <u>LEASE AGREEMENT</u>

The Organization subleases office space under an operating lease agreement. As of May 1, 2019, the lease agreement is on a month-to-month basis. The latest amendment to the lease agreement provides for monthly charges of \$300 per staff member in need of desk space and \$54 per staff person for operational overhead, resulting in \$354 per person utilizing the rental space each month. For the years ended December 31, 2020 and 2019, rental expense was \$7,769 and \$3,186, respectively.

### NOTE 7. CONCENTRATIONS AND CREDIT RISK

### Revenues and support

Three grantors contributed a total of \$49,083 or 56% of total grant revenue received during the year ended December 31, 2020. For the year ended December 31, 2020, one corporate partner contributed \$39,000 or 21% of total competition fees.

For the year ended December 31, 2019, two donors contributed \$7,150 or 49% of total silent auction proceeds and one donor contributed \$5,750 or 12% of total contributions received. Four sponsors provided the funds which comprised the sponsorship fees revenue for the year ended December 31, 2019.

### Credit risk

SuitUp manages deposit concentration risk by placing its cash in a bank deposit account with a financial institution believed by the Organization to be creditworthy. At times, amounts on deposit may exceed insured limits. SuitUp has not experienced any losses in these accounts. At each December 31, 2020 and 2019, the cash balance did not exceed the Federal Deposit Insurance Corporation insured limit.

### NOTE 8. RISKS AND UNCERTAINTIES

During March 2020, the World Health Organization declared the outbreak of a strain of coronavirus ("COVID-19") to constitute a "Public Health Emergency of International Concern." Disruptions to business operations have occurred and could continue to develop as a result of quarantines of employees, corporate partners, contributors, grantors, and vendors in areas affected by the outbreak. In light of COVID-19, the board of directors and management have postponed their annual fundraising gala. In response to this postponement, SuitUp has launched additional advertising and marketing campaigns to solicit corporate partners and donors. The Organization has also converted its programming to operate in an entirely remote environment, which has resulted in an increase in corporate partners and donors eager to participate in a virtual community service. However, decreases in funding subsequent to year end could occur. Given the uncertainty of the situation, the duration of the business disruption and related financial impact cannot be reasonably estimated at this time.

### NOTE 9. <u>SUBSEQUENT EVENT</u>

In January 2021, the Organization received loan proceeds of \$32,030 under the second draw of the PPP ("PPP2"). The PPP2 provides for loans to qualifying businesses for amounts up to 2.5 times certain average monthly payroll expenses of the qualifying business under similar terms to those businesses PPP loans. The PPP2 loan and accrued interest, or a portion thereof, may be forgiven after eight to 24 weeks so long as the borrower uses the loan proceeds for eligible purposes including payroll, benefits, rent, mortgage interest and utilities, and maintains its payroll levels, as defined by the PPP2. At least 60% of the amount forgiven must be attributable to payroll costs, as defined by the PPP.

### NOTE 9. SUBSEQUENT EVENT (CONTINUED)

The PPP2 loan was set to mature five years from the date of the first disbursement of proceeds to the Organization (the "PPP2 Loan Date") and accrued interest at a fixed rate of 1%. Payments were deferred for at least the first six months and payable in 54 equal, consecutive monthly installments of principal and interest commencing upon expiration of the deferral period of the PPP2 Loan Date. The Organization used the proceeds for purposes consistent with the PPP2.

The Organization applied for PPP2 loan forgiveness and received approval from the SBA in June 2021. If it is determined that the Organization was not eligible to receive the PPP2 loan or that the Organization has not adequately complied with the rules, regulations and procedures applicable to the SBA's Loan Program, the Organization could be subject to penalties and could be required to repay the amounts previously forgiven.