

FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT

FOR THE YEAR ENDED DECEMBER 31, 2019 WITH COMPARATIVE SUMMARIZED TOTALS FOR THE YEAR ENDED DECEMBER 31, 2018

FINANCIAL STATEMENTS

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TABLE OF CONTENTS

INDEPENDENT AUDITOR'S REPORT	1
FINANCIAL STATEMENTS	
STATEMENTS OF FINANCIAL POSITION	3
STATEMENTS OF ACTIVITIES	4
STATEMENTS OF FUNCTIONAL EXPENSES	5
STATEMENTS OF CASH FLOWS	6
NOTES TO THE FINANCIAL STATEMENTS7	'–15



INDEPENDENT AUDITOR'S REPORT

To the Board of Directors Tampa Bay Watch, Inc. St. Petersburg, Florida

We have audited the accompanying financial statements of Tampa Bay Watch, Inc. (a Not-For-Profit Entity), which comprise the statement of financial position as of December 31, 2019, 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.

Auditor's 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 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 financial position of Tampa Bay Watch, Inc. as of December 31, 2019, 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.

Other Matter – Report on Summarized Comparative Information

The financial statements of Tampa Bay Watch, Inc. as of and for the year ended December 31, 2018 were audited by a predecessor auditor. The predecessor auditor's report, dated November 11, 2019, expressed an unmodified opinion. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2018 is consistent, in all material respects, with the audited financial statements from which it was derived.

Tampa, Florida November 9, 2020

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TAMPA BAY WATCH, INC. STATEMENTS OF FINANCIAL POSITION **AS OF DECEMBER 31, 2019 AND 2018**

	2019	2018
ASSETS		
Cash and cash equivalents	\$ 1,789,981	\$ 1,218,605
Investments	613,565	538,977
Unconditional promises to give, net	625,502	792,194
Grants and other receivables	-	51,585
Prepaid expenses	47,560	45,141
Note receivable, net	30,850	33,524
Construction in progress - Discovery Center leasehold improvements	947,593	-
Property and equipment, net	1,955,294	2,029,929
Gifted property	421,669	437,191
Total assets	\$ 6,432,014	\$ 5,147,146
LIABILITIES AND NET ASSETS		
Liabilities		
Accounts payable	\$ 327,692	\$ 21,896
Accrued payroll expense	117,596	94,297
Deposits	51,850_	54,400
Total liabilities	497,138	170,593
Net assets		
Without donor restrictions:		
Operating	3,259,777	2,788,834
Property and equipment - board designated		60,457
Total without donor restrictions	3,259,777	2,849,291
With donor restrictions	2,675,099	2,127,262
Total net assets	5,934,876	4,976,553
Total liabilities and net assets	\$ 6,432,014	\$ 5,147,146

TAMPA BAY WATCH, INC. STATEMENTS OF ACTIVITIES FOR THE YEAR ENDED DECEMBER 31, 2019 (WITH COMPARATIVE TOTALS FOR 2018)

	Without Donor	With Donor	With Donor Total	
	Restrictions	Restrictions	2019	2018
PUBLIC SUPPORT AND OTHER REVENUES & GAINS				
Public support				
Contributions	\$ 277,203	\$ 1,326,207	\$ 1,603,410	\$ 1,763,102
Membership dues	231,733	-	231,733	150,670
Government grants	213,549	-	213,549	135,438
Special events, net of direct costs of \$79,948	180,728	-	180,728	139,989
In-kind contributions	1,800	-	1,800	28,958
Total public support	905,013	1,326,207	2,231,220	2,218,157
Other revenues and gains				
Community center use	202,400	-	202,400	233,000
Investment return, net	118,996	-	118,996	(46,836)
Other	107,211		107,211	78,369
Total other revenues and gains	428,607		428,607	264,533
Net assets released from restrictions	778,370	(778,370)		
Total public support and other revenues & gains	2,111,990	547,837	2,659,827	2,482,690
EXPENSES				
Program services				
Marine restoration and education Support services	1,323,659	-	1,323,659	1,232,071
Management and general	195,423	_	195,423	189,778
Fundraising	182,422		182,422	169,552
Total expenses	1,701,504		1,701,504	1,591,401
Change in net assets	410,486	547,837	958,323	891,289
Net assets, beginning of year	2,849,291	2,127,262	4,976,553	4,085,264
Net assets, end of year	\$ 3,259,777	\$ 2,675,099	\$ 5,934,876	\$ 4,976,553

TAMPA BAY WATCH, INC. STATEMENTS OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2019 (WITH COMPARATIVE TOTALS FOR 2018)

	Program Services			Supporting Services Total			Supporting Services		Total E	xpens	ses
		Marine storation and Education	Management and General		_Fı	Fundraising		Total upporting Services	2019		2018
Personnel expenses	\$	819,429	\$	105,055	\$	126,066	\$	231,121	\$ 1,050,550	\$	974,861
Other expenses											
Insurance		123,386		6,855		6,855		13,710	137,096		118,936
Marine restoration and education		85,213		-		-		-	85,213		127,815
Office		54,810		8,021		4,010		12,031	66,841		54,627
Advertising		36,090		2,005		2,005		4,010	40,100		1,124
Postage, printing, and photo supplies		23,167		-		9,929		9,929	33,096		38,856
Utilities		19,921		2,915		1,458		4,373	24,294		22,427
Vehicle and boat		20,865		2,318		-		2,318	23,183		24,376
Fundraising		-		-		16,788		16,788	16,788		11,136
Travel		14,866		1,119		-		1,119	15,985		18,529
Professional		7,750		7,750		-		7,750	15,500		19,428
Other		7,190		43,145		7,191		50,336	57,526		62,230
Total expenses before non-cash items		1,212,687		179,183		174,302		353,485	1,566,172		1,474,345
Depreciation		98,244		14,377		7,189		21,566	119,810		101,534
Amortization on in-kind rent		12,728		1,863		931		2,794	15,522		15,522
Total functional expenses	\$	1,323,659	\$	195,423	\$	182,422	\$	377,845	\$ 1,701,504	\$	1,591,401

TAMPA BAY WATCH, INC. STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

		2019		2018
CASH FLOWS FROM OPERATING ACTIVITIES:				
Change in net assets	\$	958,323	\$	891,293
Adjustments to reconcile change in net assets				
to net cash flows from operating activities:				
Depreciation		119,810		101,534
In-kind rent amortization		15,522		15,522
In-kind contributions of property and equipment		-		(8,500)
Investment return, net		(118,996)		76,791
Loss on sale of equipment		-		387
(Increase) decrease in assets:				
Unconditional promises to give		166,692		(747,211)
Grants and other receivables		51,585		27,001
Prepaid expenses and other assets		(2,419)		(3,593)
Increase (decrease) in liabilities:				
Accounts payable		305,796		(1,237)
Accrued payroll expenses		23,299		9,082
Deposits		(2,550)		(16,800)
Net cash provided by operating activities		1,517,062		344,269
CASH FLOWS FROM INVESTING ACTIVITIES:				
Sale (Purchase) of investments		44,408		(73,585)
Purchase of construction in progress - Discovery Center leasehold improvements		(947,593)		-
Purchase of property and equipment		(45,175)		(72,418)
Proceeds from the sale of property and equipment		-		650
Collection of principal on note receivable		2,674		2,674
Net cash used in investing activities		(945,686)		(142,679)
Not shows in each and each assistants		F74 07C		204 500
Net change in cash and cash equivalents		571,376		201,590
Cash and cash equivalents, beginning of year		1,218,605		1,017,015
Cash and cash equivalents, end of year	Ф	1,789,981	<u> </u>	1,218,605
NONCASH TRANSACTION:				
In-kind contributions of property and equipment (at fair value)	\$	1,800	\$	8,500

NOTE 1 NATURE OF ORGANIZATION

Tampa Bay Watch, Inc. (the "Organization") is a Florida tax-exempt Not-For-Profit entity dedicated exclusively to the protection and restoration of the marine and wetland environments of the Tampa Bay estuary through scientific and educational programs. Funding is provided through federal, state, and local government grants, as well as by local fundraising activities and membership dues.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Organization's financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP") and, accordingly, reflect all significant receivables, payables and other liabilities.

Basis of Presentation

The Organization has adopted the Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 958, *Not-for-Profit Entities* ("ASC 958"). Under ASC 958, the Organization is required to provide financial statements which are prepared to focus on the Organization as a whole and to present balances and transactions according to the existence or absence of donor-imposed restrictions. As such, the Organization reports information regarding its financial position and activities according to two classes of net assets: without donor restrictions and, if applicable, with donor restrictions.

Revenue Recognition

Gifts and contributions are recorded at their fair market value on the date of receipt. The Organization reports contributions restricted by donors as increases in net assets without donor restrictions if the restrictions expire (that is, when a stipulated time restriction ends or purpose restriction is accomplished) in the same reporting period in which the revenue is recognized. All other donor-restricted contributions are reported as increases in net assets with donor restrictions, depending on the nature of the restrictions. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the Statements of Activities as net assets released from restrictions.

Support arising from donated, or in-kind, goods, property, and services is recognized in the financial statements at its fair value. GAAP requires recognition of in-kind services, if such services (1) create or enhance nonfinancial assets or (2) require specialized skills and are provided by individuals possessing those skills, who would typically charge a fee. For the years ended December 31, 2019 and 2018, volunteers provided services to assist the Organization's and fundraising functions for which no amount has been recorded in the financial statements because the services did not meet the criteria for recognition under GAAP.

Cash and Cash Equivalents

The Organization considers all highly liquid instruments with maturities of three months or less when purchased to be cash equivalents.

Investments

The Organization invests in mutual funds. The investments in securities are stated at fair value. Realized and unrealized gains and losses and interest income are reflected in the Statements of Activities, net of the administrative costs directly associated with managing the investments. Fair value is determined by market quotations.

Donated investments are recorded at fair value at the time of receipt.

Property and Equipment

Property and equipment are recorded at cost or, if donated, the estimated fair value at the date of donation. The Organization has a policy of capitalizing expenditures for property and equipment with costs above a predetermined threshold. Depreciation is provided using the straight-line method over the estimated useful lives of assets which range from 5 to 39 years.

Impairment of Long-Lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amounts of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment loss to be recognized is measured by the amount by which the carrying amount of the asset exceeds its fair value.

Fair Value Measurements

In accordance with FASB ASC 820, Fair Value Measurements and Disclosures, the Organization measures fair value using a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability, and are developed based on the best information available in the circumstances.

The objective of a fair value measurement is to determine the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). Accordingly, the fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The Organization may use valuation techniques consistent with the market income and cost approaches to measure fair value.

The inputs used to measure fair value are categorized into the following three categories:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Organization has the ability to access.

Level 2 Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in inactive markets. Inputs other than quoted prices that are observable for the asset or liability and inputs that are derived principally from or corroborated by observable market data are also included. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The method described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Organization believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Leases

In accordance with FASB ASC 840, *Leases*, the Organization recognizes reductions in rental expenses and rental revenues in lease arrangements for which it is the lessee and lessor, respectively, on a straight-line basis over the term of the lease.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Functional Allocation of Expenses

The costs of providing the various programs and other activities have been detailed in the Statements of Functional Expenses and summarized on a functional basis on the Statements of Activities. Expenses that can be identified with a specific program or supporting service are charged directly to such services according to their natural expenditure and classification. Certain costs have been allocated among program, management, and fundraising services based on management's estimates of the benefit derived by each activity.

The expenses allocated include the following:

Expense	Method of Allocation
Personnel	Time and effort
Insurance	Directly identifiable
Marine restoration and education	Directly identifiable
Office	Square footage
Advertising	Directly identifiable
Postage, printing, and photo supplies	Directly identifiable
Utilities	Square footage
Vehicle and boat	Directly identifiable
Fundraising	Directly identifiable
Travel	Directly identifiable
Professional	Directly identifiable
Depreciation	Square footage
Amortization on in-kind rent	Square footage
Other	Directly identifiable

Reclassifications

Certain amount in the prior year financial statements were reclassified to conform to the presentation in the current year. These reclassifications had no change on prior year reported changes in net assets or end of year net assets.

Comparative Financial Information

The financial statements include certain prior year summarized comparative total amounts. Such information does not include sufficient detail to constitute a presentation in conformity with GAAP. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended December 31, 2018, from which the summarized information was derived.

Income Tax

The Organization is exempt from federal and state income taxes under Section 501(c)(3) and, accordingly, no provision for income taxes has been made in the financial statements. Management has evaluated the Organization's tax position and concluded that no uncertain tax positions have been taken that would require adjustment to the financial statements to comply with the provisions of the Income Tax Topic of the FASB ASC. With few exceptions, the Organization is subject to income tax examinations for up to three years after tax returns are filed.

Recent Accounting Pronouncements Adopted

In August 2016, ASU No. 2016-14, "Presentation of Financial Statements of Not-for-Profit Entities" ("ASU 2016-14") was issued. The amendments in ASU 2016-14 affect NFPs and the users of their general-purpose financial statements. These amendments are intended to improve the current net asset classification requirements and the information presented in financial statements and notes about a NFP's liquidity, financial performance, and cash flows. This ASU will supersede the financial statement presentation requirements in ASC 958 and most industry-specific guidance.

ASU 2016-14 is effective for annual reporting periods beginning after December 15, 2017 and therefore has been implemented for the presentation of these financial statements.

Subsequent Events

In accordance with FASB ASC 855, the Organization evaluated subsequent events through November 9, 2020, the date the financial statements were available for issue.

NOTE 3 AVAILABILITY AND LIQUIDITY

The following represents the Organization's financial assets at December 31:

	2019	2018
Financial assets at year-end		
Cash and cash equivalents	\$ 1,789,981	\$ 1,218,605
Unconditional promises to give, net	625,502	792,194
Grants receivable and other receivables	-	51,585
Note receivable, net	30,850	33,524
Investments	613,565	538,977
	3,059,898	2,634,885
Less amounts not available for use within one year		
Net assets with donor restrictions	1,360,899	1,839,312
Long-term portion of note receivable	30,242	30,850
Board-designated assets		60,457
	1,391,141	1,930,619
Financial assets available to meet expenditures		
over the next 12 months	\$ 1,668,757	\$ 704,266

As part of the Organization's liquidity management plan, it invests cash in excess of daily requirements in money market funds. The Organization's cash position is monitored by executive management to ensure sufficient funds are available to meet daily requirements. Daily requirements are based on the budget, contracts, payroll, and invoice schedules.

NOTE 4 INVESTMENTS

Major categories of investments as of December 31 are summarized below:

	2019		2018
Mutual funds and exchange-traded products	_	_	
Equity funds	\$ 434,009		\$ 444,101
Fixed income funds	179,556		94,876
	\$ 613,565		\$ 538,977

Investment returns are as follows for the years ended December 31:

	 2019		2018
Net realized/unrealized gain (loss)	\$ 83,777	\$	(76,791)
Interest and dividend income	40,115		39,179
Investment expenses	 (4,896)		(9,224)
	\$ 118,996	\$	(46,836)

NOTE 5 FAIR VALUE MEASUREMENTS

The Organization's investments measured at fair value on a recurring basis as follows as of December 31, 2019:

,	Quot	ed Prices of
	Identi	cal Products
	in Ac	tive Markets
December 31, 2019	(Level 1)
Mutual funds and exchange-traded products	\$	613,565

The Organization's investments measured at fair value on a recurring basis as follows as of December 31, 2018:

	Quot	ed Prices of
	Identi	cal Products
	in Ac	tive Markets
December 31, 2018	(Level 1)
Mutual funds and exchange-traded products	\$	538,977

There were no significant transfers between levels.

NOTE 6 RECEIVABLES

Unconditional Promises to Give

Unconditional promises to give due in more than one year are reflected at the present value of estimated future cash flows discounted at a rate of approximately 2%. Promises to give are scheduled to be received in the following periods at December 31:

	 2019		2018
Less than one year	\$ 366,607	\$	287,950
One to five years	272,900		542,700
Less unamortized discount	 (14,005)		(38,456)
	\$ 625,502	\$	792,194

Grants Receivable

Grants receivable consist of funds due from various governmental agencies for marine restoration and education programs.

Other Receivables

Other receivables consist primarily of funds due from use of the community room.

Allowance for Uncollectibles

As of December 31, 2019 and 2018, management considered all receivables to be collectible. As such, no provision for uncollectible accounts was recorded.

NOTE 7 NOTE RECEIVABLE

Note receivable consists of the remaining balance outstanding on a 7.25% note receivable donated to the Organization in April 2011. Monthly payments on the note receivable consist of principal and interest of approximately \$330 and continue until maturity of the note in April of 2032.

NOTE 8 PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

	Estimate		
	Useful Lives	2019	2018
Buildings	39 years	\$ 2,920,450	\$ 2,953,839
Boats and equipment	5-7 years	360,222	358,515
Office furniture and equipment	5 years	186,545	109,781
Vehicles	5 years	100,159	100,159
		\$ 3,567,376	\$ 3,522,294
Less: accumulated depreciation		(1,612,082)	(1,492,365)
Total property and equipment, ne	t	\$ 1,955,294	\$ 2,029,929

Depreciation expense for the year ended December 31, 2019 was approximately \$120,000.

NOTE 9 GIFTED PROPERTY

The land on which the Organization's facilities are situated was contributed by the State of Florida under a zero value, 46-year lease agreement expiring in 2047, for the construction of an administration building. In-kind rent expense for each of the years ended December 31, 2019 and 2018 was approximately \$16,000. In the event that the Organization ceases to use the property for its original intent as stated in the lease, the land and building would revert back to the donor. Gifted leasehold interest represents the present value of the aggregate fair rental value of the land lease, which approximates the fair value of the land at lease inception.

The fair value of the land lease and recognition of rent expense is summarized as follows:

Balance at December 31, 2017	\$ 452,713
Recognition of rent expense	(15,522)
Balance at December 31, 2018	437,191
Recognition of rent expense	 (15,522)
Balance at December 31, 2019	\$ 421,669

NOTE 10 DISCOVERY CENTER ON ST. PETE PIER

In May 2018, the Organization entered into a lease agreement with the City of St. Petersburg to operate an education center on the currently under construction new St. Pete Pier (the "Discovery Center"). The lease was subsequently amended in 2019 to extend the lease term to 10 years. The lease agreement requires the Organization to construct and operate the Discovery Center. The lease requires an aggregate rent of \$10 for the lease term, and additional rent in the form of annual CAM charges in the amount of approximately \$10,000 to be paid in even monthly amounts during the lease term. The term commences when the construction is completed.

As of December 31, 2019, the Discovery Center was not operational. In 2019, the Organization incurred approximately \$948,000 in costs related to building and improving the Discovery Center and has recorded construction in progress – Discover Center leasehold improvements on the Statements of Financial Position as of December 31, 2019.

Per the terms of the lease agreement, the City of St. Petersburg will reimburse the Organization for costs of approximately \$150,000.

NOTE 11 NET ASSETS

Net assets with donor restrictions were as follows as of December 31:

	2019	2018
Subject to purpose and passage of time:		
Discovery Center	\$ 1,944,088	\$ 1,350,103
Property used in operations	421,669	437,191
Marine restoration	219,406	203,341
Education	45,342	99,722
Other	44,594	36,905
	\$ 2,675,099	\$ 2,127,262

Net assets released from net assets with donor restrictions were as follows for the years ended December 31:

	2019		_	2018	
Satisfaction of restricted purpose	\$	474,898		\$	312,105
Expiration of time restrictions		303,472	_		60,505
			-		
	\$	778,370	_	\$	372,610

NOTE 12 FUNDING AND CREDIT CONCENTRATION

Cash and Investments

Financial instruments that potentially subject the Organization to concentrations of credit risk consist primarily of bank deposits. The Organization maintains cash and investment balances at several financial institutions. Cash and investment accounts are insured by the Federal Deposit Insurance Corporation (FDIC) and the Securities Investor Protection Corporation (SIPC) up to certain limits. The Organization has not experienced any losses on such accounts and believes it is not exposed to any significant risk on these accounts.

Unconditional Promises to Give

The Organization received 97% of its promises to give for the year ended December 31, 2018 from one donor. No such concentration existed at December 31, 2019.

Funding

The Organization receives significant funding from federal, state, and local sources. The continuation of the Organization's program services is significantly dependent upon the support of these entities. All of the Organization's grants receivable are due from government funding sources.

NOTE 13 RELATED PARTY TRANSACTIONS

Contributions recorded for the years ended December 31, 2019 and 2018 include donations from several board members.

NOTE 14 COMMITMENTS

The Organization entered into several contractual agreements, generally cancelable with 7 to 30 days written notice, with outside vendors and service providers.

NOTE 15 SUBSEQUENT EVENTS

In March 2020, the World Health Organization declared a novel strain of coronavirus (COVID-19) a global pandemic and recommended containment and mitigation measures worldwide. As of the date these financial statements were available to be issued, the Organization cannot reasonably estimate the length or severity of this pandemic, or the extent to which the disruption may materially impact the Organization's operations or cash flows in the near term.