

onePULSE FOUNDATION, INC.
Financial Statements
December 31, 2019
With Independent Auditor's Report

onePULSE Foundation, Inc.
Table of Contents
December 31, 2019

Independent Auditor's Report	1-2
Financial Statements	
Statement of Financial Position	3
Statement of Activities	4
Statement of Cash Flows	5
Statement of Functional Expenses	6
Notes to Financial Statements	7-15

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors,
onePULSE Foundation, Inc.:

Report on the Financial Statements

We have audited the accompanying financial statements of onePULSE Foundation, Inc., which comprise the statement of financial position as of December 31, 2019, and the related statements of activities, cash flows, and functional expenses 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 OnePULSE Foundation, 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.

Emphasis of Matter

Pandemic

As disclosed in Note 12 of the financial statements, management is currently evaluating the impact of the COVID-19 virus on its operations and has concluded that while it is reasonably possible that COVID-19 could have a negative impact on the Foundation's financial condition and results of operations, the specific impact is not readily determinable as of the date of these financial statements. Our opinion is not modified with respect to this matter.

A handwritten signature in blue ink that reads "Withum Smith + Brown, PC". The signature is written in a cursive, flowing style.

May 13, 2020

onePULSE Foundation, Inc.
Statement of Financial Position
December 31, 2019

Current assets	
Cash and cash equivalents	\$ 482,308
Grants receivable	75,000
Unconditional promises to give	
Without donor restrictions	290,398
With donor restrictions	823,485
Donated facilities use - current portion	41,639
Merchandise inventory	<u>16,508</u>
Total current assets	<u>1,729,338</u>
Noncurrent assets	
Long-term unconditional promises to give with donor restrictions	556,733
Property and equipment, net	3,757,151
Donated facilities use - noncurrent portion	141,266
Other assets	<u>27,599</u>
Total noncurrent assets	<u>4,482,749</u>
 Total assets	 <u>\$ 6,212,087</u>
 Liabilities and Net Assets	
Current liabilities	
Account payable and accrued expenses	\$ 169,886
Line of credit	<u>221,000</u>
Total current liabilities	<u>390,886</u>
Net assets	
Without donor restrictions	482,418
With donor restrictions	<u>5,338,783</u>
Total net assets	<u>5,821,201</u>
 Total liabilities and net assets	 <u>\$ 6,212,087</u>

The Notes to Financial Statements are an integral part of this statement.

onePULSE Foundation, Inc.
Statement of Activities
Year Ended December 31, 2019

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
Support and revenues			
Support			
Contributions			
Individuals	\$ 208,884	\$ 91,166	\$ 300,050
Businesses	1,312,283	644,291	1,956,574
Foundations and trusts	1,000	85,160	86,160
Grant revenue	503,631	3,505,734	4,009,365
In-kind donations	431,440	182,905	614,345
Releases from restriction	<u>248,163</u>	<u>(248,163)</u>	<u>-</u>
Total support	<u>2,705,401</u>	<u>4,261,093</u>	<u>6,966,494</u>
Revenue			
Special events, net of expenses	107,809	-	107,809
Merchandise sales	87,722	-	87,722
Investment income	7,448	-	7,448
Other	<u>26,307</u>	<u>46,070</u>	<u>72,377</u>
Total revenue	<u>229,286</u>	<u>46,070</u>	<u>275,356</u>
Total revenue and support	<u>2,934,687</u>	<u>4,307,163</u>	<u>7,241,850</u>
Expenses			
Program services	<u>2,130,099</u>	<u>-</u>	<u>2,130,099</u>
Supporting services			
General and administrative	204,807	-	204,807
Fundraising	<u>217,125</u>	<u>-</u>	<u>217,125</u>
	<u>421,932</u>	<u>-</u>	<u>421,932</u>
Total expenses	<u>2,552,031</u>	<u>-</u>	<u>2,552,031</u>
Changes in net assets	382,656	4,307,163	4,689,819
Net assets			
Beginning of year	<u>99,762</u>	<u>1,031,620</u>	<u>1,131,382</u>
End of year	<u>\$ 482,418</u>	<u>\$ 5,338,783</u>	<u>\$ 5,821,201</u>

The Notes to Financial Statements are an integral part of this statement.

onePULSE Foundation, Inc.
Statement of Cash Flows
Year Ended December 31, 2019

Operating activities

Changes in net assets	\$ 4,689,819
Adjustments to reconcile changes in net assets to net cash and cash equivalents provided by operating activities	
Depreciation	40,084
Amortization	2,062
Amortization of discounts on unconditional promises to give	(46,070)
Contributions of property and equipment	(3,505,734)
Contribution of facilities use	(193,425)
Amortization of donated facilities use	10,520
Changes in	
Grants receivable	(75,000)
Unconditional promises to give	(653,540)
Merchandise inventory	(3,793)
Other assets	(10,504)
Accounts payable and accrued expenses	<u>113,772</u>
Net cash provided by operating activities	<u>368,191</u>

Investing activities

Purchase of property and equipment	<u>(29,033)</u>
Net cash used in investing activities	<u>(29,033)</u>

Financing activities

Proceeds from line of credit	294,000
Payments on line of credit	<u>(220,146)</u>
Net cash provided by financing activities	<u>73,854</u>

Net change in cash and cash equivalents 413,012

Cash and cash equivalents

Beginning of year	<u>69,296</u>
End of year	<u>\$ 482,308</u>

Supplemental information

Interest paid during the year	<u>\$ 4,107</u>
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The Notes to Financial Statements are an integral part of this statement.

onePULSE Foundation, Inc.
Statement of Functional Expenses
Year Ended December 31, 2019

	<u>Supporting Services</u>				<u>Total</u>
	<u>Program</u>	<u>General and Administrative</u>	<u>Fundraising</u>	<u>Subtotal</u>	
Salaries and wages	\$ 482,583	\$ 53,756	\$ 74,525	\$ 128,281	\$ 610,864
Payroll taxes	35,816	3,990	5,531	9,521	45,337
Employee benefits	20,535	2,287	3,171	5,458	25,993
Other payroll costs	2,947	328	455	783	3,730
Design and construction	632,046	-	-	-	632,046
Accounting	5,775	17,325	-	17,325	23,100
Legal fees	-	39,317	-	39,317	39,317
Advertising and promotion	157,609	-	107,658	107,658	265,267
Merchandise expenses	30,982	-	-	-	30,982
Contract labor	44,251	2,603	5,206	7,809	52,060
Public relations	65,797	-	-	-	65,797
Office expense	106,575	11,887	16,614	28,501	135,076
Information technology	59,147	24,411	-	24,411	83,558
Occupancy	22,862	2,550	3,564	6,114	28,976
Business operations	2,571	287	401	688	3,259
Conferences, conventions, and meetings	-	23,105	-	23,105	23,105
Interest expense	-	4,107	-	4,107	4,107
Depreciation and amortization	28,401	13,745	-	13,745	42,146
Insurance	1,510	266	-	266	1,776
Community awareness and marketing	187,289	-	-	-	187,289
Bank charges and merchant fees	2,872	2,950	-	2,950	5,822
Memorial operations	199,119	-	-	-	199,119
Taxes and licenses	35,243	-	-	-	35,243
Employee relations and education	5,679	1,893	-	1,893	7,572
Dues and subscriptions	490	-	-	-	490
	<u>\$ 2,130,099</u>	<u>\$ 204,807</u>	<u>\$ 217,125</u>	<u>\$ 421,932</u>	<u>\$ 2,552,031</u>

The Notes to Financial Statements are an integral part of this statement.

onePULSE Foundation, Inc.
Notes to Financial Statements
December 31, 2019

1. ORGANIZATION AND PURPOSE

onePULSE Foundation (the “Foundation”) is the official 501(c)(3) nonprofit incorporated to manage the design and construction of the permanent national memorial and museum dedicated to the PULSE tragedy. Its mission is to create and support a memorial that opens hearts, a museum that opens minds, educational programs that open eyes and legacy scholarships that open doors. Its vision is to establish a sanctuary of healing and a beacon of hope by memorializing the lives taken, the lives saved, and all the lives affected by the Pulse nightclub tragedy of June 12, 2016 – ensuring Pulse’s legacy of love lives on forever.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The presentation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Basis of Preparation

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”). According to U.S. GAAP, the Organization is required to report information regarding its financial position and activities according to two classes of net assets: net assets without donor restrictions and net assets with donor restrictions. Accordingly, net assets of the Foundation and changes therein are classified and reported as follows:

Without donor restrictions: Net assets that are not subject to donor-imposed stipulations. These assets may, however, be subject to Board designation and unavailable for use at management’s discretion.

With donor restrictions: Net assets subject to donor-imposed stipulations. These stipulations either require the Foundation to maintain the net asset permanently, generally permitting all or part of the income earned on related investments for general or specific purposes, or be met either by the completion of a stipulated action and/or the passage of time that may or will be met, either by actions of the Foundation and/or the passage of time.

The financial statements of the Foundation include program services and supporting services. Program services expenses include primarily staff salaries, benefits, payroll taxes, rent, and professional fees to support the Foundation’s programs. Supporting services expenses include program development and general and administrative expenses which include staff salaries, benefits, payroll taxes, professional fees, insurance, and other general expenses required to administer program services.

Accounting Pronouncements Adopted in Current Year

Revenue Recognition

The Financial Accounting Standards Board (“FASB”) issued new guidance that created Accounting Standards Codification Topic (“ASC”) 606, *Revenue from Contracts with Customers*, as amended, that supersedes or replaces nearly all GAAP revenue recognition guidance. ASC 606 established a core principle that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which an entity expects to be entitled in exchange for those goods or services. The Foundation adopted the requirements of the new guidance as of January 1, 2019, utilizing the modified retrospective method of transition with no effect on net assets.

onePULSE Foundation, Inc.
Notes to Financial Statements
December 31, 2019

Contributions

In June 2018, the FASB issued ASU 2018-08, *Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made* (“ASU 2018-08”). This standard assists entities in evaluating whether transactions should be accounted for as contributions or exchange transactions and determining whether a contribution is conditional or unconditional. The Foundation adopted ASU 2018-08 retrospectively, with no effect on net assets.

Restricted Cash

In November 2016, the FASB issued ASU No. 2016-18, *Statement of Cash Flows* (Topic 230): *Restricted Cash* (“ASU 2016-18”). ASU 2016-18 requires the inclusion of restricted cash and restricted cash equivalents with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The Foundation adopted the provisions of ASU 2016-18 as of January 1, 2019, which resulted in the inclusion of the Foundation’s restricted cash balances along with cash in the Foundation’s statement of cash flows.

Revenue Recognition

Contributions, including unconditional promises to give, are recorded as made. All contributions are reported as an increase in net assets without donor restrictions unless specifically restricted by the donor. Contributions that are restricted by the donor are reported as increases in net assets without donor restrictions if the restrictions expire in the fiscal year in which the contributions are recognized. Donor-restricted support is reported as an increase in net assets with donor restrictions depending on the nature of the restriction. When a restriction is satisfied or expires, net assets with donor restrictions are reclassified to net assets without donor restrictions. Conditional promises to give are recognized when the conditions on which they depend are substantially met. Unconditional promises to give due within one year are recorded at their net realizable value. Unconditional promises to give due after one year are reported at the present value of their net realizable value, using risk-free interest rates applicable to the years in which the promises are to be received.

Grant revenues are recognized as costs are incurred and as invoiced in accordance with the terms of the grant or as received in the absence of grant requirements. Costs incurred for which payment has not been received are accrued as grants receivable.

Special event revenues consist primarily of registration and sponsorship fees and represent exchange transactions based on benefits received. The Foundation’s performance obligation is satisfied and revenue is recognized upon completion of the scheduled event.

Merchandise sales are recorded when the customer receives the promised goods in exchange for consideration.

Cash and Cash Equivalents

Cash and cash equivalents include funds in checking and money market accounts. The Foundation considers all highly liquid investments available for current use with an initial maturity of three months or less to be cash equivalents.

Included in cash and cash equivalents are funds segregated and held for future use in donor-restricted activities, including scholarships and construction of the onePULSE museum and memorial of \$182,910 and \$88,191, respectively. Additionally, the board of directors has elected to designate 2% of all contributions in excess of \$25,000 to a reserve fund for future use at the discretion of the investment committee. At December 31, 2019, the reserve balance was \$25,327.

onePULSE Foundation, Inc.
Notes to Financial Statements
December 31, 2019

Grants Receivable

Grants receivable are stated at net realizable value. The Foundation writes off grants receivable at the time they are deemed to be uncollectible. At December 31, 2019, management considers all grants receivable to be collectible.

Merchandise Inventory

Inventory of promotional clothing and accessories is stated at the lower of cost (first-in, first-out basis) or net realizable value.

Property and Equipment

The Foundation capitalizes property and equipment over \$5,000. Lesser amounts are expensed. Purchased property and equipment is capitalized at cost. Donations of property and equipment are recorded as contributions at estimated fair value. Such donations are reported as contributions without donor restrictions unless the donor has restricted the donated asset to a specific purpose. Assets donated with explicit restrictions regarding their use and contributions of cash that must be used to acquire property and equipment are reported as contributions with donor restrictions.

Absent donor stipulations regarding how long those donated assets must be maintained, the Foundation reports expirations of donor restrictions when the donated or acquired assets are placed in service. The Foundation reclassifies net assets with donor restrictions to net assets without donor restrictions at that time. Property and equipment are depreciated using the straight-line method over the following estimated useful lives:

<u>Description</u>	<u>Estimated Life (Years)</u>
Interim Memorial	3 – 10 years
Leasehold improvements	Shorter of estimated useful life or lease term
Computer equipment, website, and software	3 years

Other Assets

Other assets consist of various deposits, documentary costs which are amortized over a five-year period, and logo and trademark costs, the fair value of which is annually evaluated by management and adjusted for impairment. Amortization expense for the year ended December 31, 2019 was \$2,062.

In-Kind Contributions

In-kind contributions consisting of advertising, facilities usage, contributed services, and other goods and services are recognized as support and expenses in the statements of activities at their estimated fair values at the date of the donation.

A number of volunteers have contributed significant amounts of their time to the Foundation's programs and support. Contributions of services are recorded if the services received (a) create or enhance nonfinancial assets or (b) require specialized skills that are provided by individuals possessing those skills and would typically need to be purchased if not provided by donation.

Income Taxes

The Foundation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and is classified as an other-than-private foundation within the meaning of Section 509(a) of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the financial statements.

onePULSE Foundation, Inc.
Notes to Financial Statements
December 31, 2019

Management analyzed its various federal and state filing positions and believes that its income tax filing positions and deductions are well documented and supported. Additionally, management believes that no accruals for tax liabilities related to uncertain income tax positions are required. Therefore, no reserves for uncertain tax positions have been recorded. When applicable, interest and penalties will be reported as income tax expense.

Advertising

Advertising and promotion costs are expensed as incurred. Advertising expenses totaled \$137,810 for the year ended December 31, 2019.

Functional Expenses

The costs of providing various programs and other activities have been summarized on a functional basis in the statements of activities. Certain costs have been charged to program services or supporting services based on a combination of specific identification and allocation by management.

Directly identifiable expenses are charged to programs and supporting services. Management and general administrative expenses include those expenses that are not directly identifiable with any other specific function but provide for the overall support of the Foundation. Such expenses have been allocated across Program and Supporting Services based on an estimate of actual time spent or an allocation based on estimated time spent in each area for all employees.

Subsequent Events

The Foundation has evaluated subsequent events through May 13, 2020, the date which the financial statements were available to be issued. Except as disclosed in Note 12, the Foundation's management has determined that no subsequent events occurred which require adjustment to or disclosure in the financial statements.

3. PROPERTY AND EQUIPMENT

At December 31, 2019, property and equipment consist of the following:

Land	\$ 3,505,734
Interim memorial	253,060
Leasehold improvements	12,000
Computer equipment, website, and software	<u>39,024</u>
	3,809,818
Accumulated depreciation and amortization	<u>(52,667)</u>
Total property and equipment, net	<u>\$ 3,757,151</u>

Depreciation and amortization expense of property and equipment for the year ended December 31, 2019 was \$40,084.

During 2019, land with an approximate cost of \$3,500,000 was acquired under a grant agreement with Orange County, Florida, as the site of a future museum. Under the terms of this contract, the County may exercise the option to repossess the land if it ceases to be used for its intended purpose.

onePULSE Foundation, Inc.
Notes to Financial Statements
December 31, 2019

4. LINE OF CREDIT

The Foundation has a \$300,000 bank line of credit collateralized by certain assets of the Foundation. Interest is payable monthly at a rate equal to the prime rate plus 2% (6.75% at December 31, 2019), and is due on demand. If no demand is made, the outstanding principal and interest is due April 2021. At December 31, 2019, the outstanding balance on the line was \$221,000. Interest expense for the year ended December 31, 2019 totaled \$4,107.

5. NET ASSETS WITH DONOR RESTRICTIONS

At December 31, 2019, restrictions on net assets consist of the following:

Capital Campaign	
Land acquisition and design costs	\$ 3,505,734
Memorial and museum construction	97,691
Programs	
Scholarship	307,870
onePULSE Academy	544,291
Special Event	
Community Run	25,000
Pledges and contributions which are time restricted for use in future periods	<u>858,197</u>
	<u>\$ 5,338,783</u>

Capital Campaign

The Foundation intends to construct a museum as a memorial to the victims of the Pulse nightclub mass shooting. On October 30, 2018, the Foundation and Orange County, Florida entered into a funding agreement to acquire property and pay acquisition and design costs for the construction located in downtown Orlando. The County will provide up to \$10,000,000 through Excess Tourist Development Tax Revenue (TDT) as appropriated for capital projects. As of December 31, 2019, amounts raised for land acquisition, design, and construction are restricted for the permanent museum, including parking and ancillary needs.

Scholarship

The onePULSE Foundation will award 49 scholarships annually, each up to \$10,000 for use at an accredited institution of higher learning, including career and technical schools. Working with the families and loved ones of those killed, onePULSE Foundation has established the scholarships based on the respective victims' interests, careers or aspirations. As an extension of their impact on our world, the scholarships will inspire and empower students who share similar dreams, ambitions and goals.

onePULSE will consider many factors when assessing scholarship applicants, including the applicant's personal story, financial need or independence, strong academic or self-improvement interest, and proven track record of leadership, community involvement and/or work experience. Preference will be given to applicants who are immediate family members of the 49 victims, as well as all of the survivors of the tragedy. The first scholarships will be awarded for use in the 2020-2021 academic year.

onePULSE Foundation, Inc.
Notes to Financial Statements
December 31, 2019

onePULSE Academy

onePULSE Academy is the education arm of the onePULSE Foundation. It is committed to promoting acceptance and inclusion through innovative, reflective, experiential learning methods. Its four specific functions are to provide educational programs that facilitate prosocial behavior; educational platforms that promote acceptance and inclusion; educational site tours that create safer learning communities; and an education hub for knowledge and information on social issues. It aims to positively impact social change at the individual, group and community levels.

CommUNITY Run

The 4.9k CommUNITY Rainbow Run, benefiting the onePULSE Foundation, celebrates the love, hope, unity, acceptance, courage and strength that brought Orlando and the world together during the healing process following the Pulse nightclub tragedy of June 12, 2016. The annual event, held in early June, is presented by Orlando Health and in partnership with the DeVos Sport Business Management Program at UCF. It is the Foundation's signature fundraising event, attracting participants from across the United States and the world.

In 2019, more than 3,000 people participated in the race, including people from across the United States, Canada, Australia, Guatemala, Japan, and the United Kingdom. The farthest virtual runner was from Okinawa, Japan.

6. UNCONDITIONAL PROMISES TO GIVE

At December 31, 2019, unconditional promises to give consist of the following:

	<u>Due in 1 Year</u>	<u>Due in 2 - 3 Years</u>	<u>Total</u>
Pledges receivable			
Individuals	\$ 30,873	\$ 30,000	\$ 60,873
Businesses	600,000	300,000	900,000
Foundations	<u>520,000</u>	<u>310,000</u>	<u>830,000</u>
	1,150,873	640,000	1,790,873
Less			
Discount to present value	<u>(36,990)</u>	<u>(83,267)</u>	<u>(120,257)</u>
	<u>\$ 1,113,883</u>	<u>\$ 556,733</u>	<u>\$ 1,670,616</u>

Unconditional promises to give due in more than one year are recognized at fair value, using present value techniques and a discount rate of 6.75%, in the period the unconditional promise to give is received. Management uses a discount rate which approximates the Foundation's cost of borrowing consistent with that of its bank line of credit (see Note 4). At December 31, 2019, the unamortized discount associated with promises to give collectible beyond one year is \$120,257.

No allowance for doubtful accounts is recorded as management believes all promises to give are collectible.

onePULSE Foundation, Inc.
Notes to Financial Statements
December 31, 2019

7. DONATED FACILITIES USE

During 2019, the Foundation entered into a building lease with the City of Orlando (the "City"). The lease is for a period of five years and calls for annual rent of \$1. The Foundation recorded the discounted present value of the City's contribution of the donated facilities use at \$193,425 on the statement of activities as support with donor restrictions.

The donated facilities use is being amortized over the term of the lease and is included as a component of occupancy expenses in the statement of Functional Expenses. The net balance of the donated facilities use at December 31, 2019, is included in net assets with donor restrictions in the accompanying statement of financial position as follows:

Donated facilities use	\$ 193,425
Less: Accumulated amortization	<u>(10,520)</u>
	182,905
Less: Donated facilities use - current portion	<u>(41,639)</u>
Donated facilities use - noncurrent portion	<u>\$ 141,266</u>

8. IN-KIND CONTRIBUTIONS

Contributed services and facilities reflected in the financial statements as in-kind donations consist of the following:

Billboard, print, and media advertising and supplies	\$ 206,307
Professional services and office supplies	185,533
Office space, net of discount	193,425
Rent of interim memorial site	<u>29,080</u>
	<u>\$ 614,345</u>

9. RELATED PARTY TRANSACTIONS

OnePULSE Foundation, Inc. employs a social media and website services company whose corporate secretary is a Foundation trustee. Total design and social media expenses for the year ended December 31, 2019 was \$87,075, of which \$40,175 is included with in-kind donations and advertising and promotion expense on the accompanying statements of activities and functional expenses, respectively.

The Foundation received in-kind design services related to an office relocation during 2019 from an engineering and architectural firm for which a board member serves as an executive. Design services provided totaled \$62,690 and are included with in-kind donations and office expense on the accompanying statements of activities and functional expenses, respectively.

The Foundation received in-kind legal services from a law firm for which a board member serves as an executive. Total legal fees expenses for the year ended December 31, 2019 was \$39,316 of which \$16,249 is included with in-kind donations and legal fees on the accompanying statements of activities and functional expenses, respectively.

onePULSE Foundation, Inc.
Notes to Financial Statements
December 31, 2019

The Foundation leases real estate on the site of the former Pulse nightclub on which it constructed an interim memorial in use during the year ended December 31, 2019. The underlying property is owned by two limited liability companies whose owners include the Foundation's executive director and another family member. Lease terms provide for a nominal lease payment and lessee's obligation to pay applicable taxes and insurance over a two-year term expiring January 31, 2020. The fair rental value of the property exceeds the amount described in the lease. Accordingly, the Foundation treats the excess of fair value for the use of the property as an in-kind donation management estimates to be approximately \$29,000 (based on 14,500 square feet of land at \$2 per foot for the twelve months of the year it occupied the property). The in-kind donation is offset in the financial statements as rent included in occupancy costs.

The Foundation lease administrative offices on a month to month basis from a limited liability company whose owner has a familial relationship with a trustee. Monthly rental payments under this agreement during the year ended December 31, 2019 totaled \$12,600.

Trustees and other Foundations with whom they are affiliated contributed \$123,426 to the Foundation during the year ended December 31, 2019.

10. COMMITMENTS AND CONTINGENCIES

Concentrations of Credit Risk

Financial instruments which potentially expose the Foundation to concentrations of credit risk consist primarily of bank accounts with balances in excess of amounts insured by the Federal Deposit Insurance Corporation ("FDIC"), grants, and unconditional promises to give. Management evaluates the financial stability of its depositories and considers the risk of loss to be remote. At times during the year ended December 31, 2019, cash balances exceeded FDIC insurance limits. Grants receivable are from governmental entities, and unconditional promises to give are primarily from large medical institutions and foundations. Management considers the risk of loss to be remote.

Revenue and Support

The Foundation receives substantially all of its revenue and support through contributions from foundations, businesses, and individuals. During 2019, the Foundation received approximately 50% and 14% of its total support from two contributors.

The Foundation operates a major portion of its program activity from the Pulse Interim Memorial, which it expects to replace by acquiring and developing a new site for construction of a permanent National Memorial, museum and education center, which will be located approximately one-third of a mile from Pulse, and Orlando Health Survivors Walk. The Foundation has set a \$45 million fundraising goal for the project. Meeting its goal and other operating needs is contingent upon the success of future fundraising endeavors.

onePULSE Foundation, Inc.
Notes to Financial Statements
December 31, 2019

11. FINANCIAL ASSETS AND LIQUIDITY RESOURCES

The Foundation's financial assets available within one year of the financial position date for general expenditures are as follows:

Cash and cash equivalents	\$	482,308
Grants receivable		75,000
Short-term unconditional promises to give		<u>1,113,883</u>
Total financial assets available within one year		1,671,191

Less: Amounts unavailable for general expenditures within one year due to:

Donor restrictions	(1,094,586)
Board designated for specific purposes	<u>(25,327)</u>

Total financial assets available to management for general expenditures within one year	\$	<u>551,278</u>
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As part of the Foundation's liquidity management, it has a policy to structure its financial assets according to their nearness of conversion to cash and liabilities according to the nearness of their maturity and resulting use of cash.

12. SUBSEQUENT EVENT

In March 2020, an outbreak of a novel coronavirus ("COVID-19") necessitated the temporary closure of attractions, public venues, and non-essential businesses throughout the United States in the interest of public health. Management is currently evaluating the impact on the Foundation and has concluded that while it is reasonably possible that COVID-19 could have a negative impact on the Foundation's financial condition and results of operations, the specific impact is not readily determinable as of the date of these financial statements.