

PROJECT HEALTHY CHILDREN, INC.

FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2019

PROJECT HEALTHY CHILDREN, INC.

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Project Healthy Children, Inc.

We have audited the accompanying financial statements of Project Healthy Children, Inc. (a nonprofit organization), which comprise the statement of financial position as of September 30, 2019, and the related statements of activities and change in net assets, 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 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 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.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Project Healthy Children, Inc. as of September 30, 2019, and the change in net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Marcum LLP

Boston, Massachusetts

January 20, 2021

PROJECT HEALTHY CHILDREN, INC.

STATEMENT OF FINANCIAL POSITION

SEPTEMBER 30, 2019

Assets

Cash	\$ 515,424
Unconditional promises to give	25,000
Inventory	494,852
Employee cash advances	646
Prepaid expenses and other current assets	<u>247,382</u>

Total Current Assets 1,283,304

Fixed Assets, Net of Accumulated Depreciation 683,889

Other Assets

Security deposits	<u>3,157</u>
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Total Assets \$ 1,970,350

Liabilities and Net Assets

Liabilities

Accounts payable and accrued expenses	<u>\$ 178,899</u>
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Total Liabilities 178,899

Net Assets

Without donor restrictions	1,616,451
With donor restrictions	<u>175,000</u>

Total Net Assets 1,791,451

Total Liabilities and Net Assets \$ 1,970,350

The accompanying notes are an integral part of these financial statements.

PROJECT HEALTHY CHILDREN, INC.

STATEMENT OF ACTIVITIES AND CHANGE IN NET ASSETS

FOR THE YEAR ENDED SEPTEMBER 30, 2019

	Without Donor Restriction	With Donor Restriction	Total
Public Support and Revenue			
Public support:			
Contributions	\$ 2,027,716	\$ 175,000	\$ 2,202,716
Other revenues:			
Sales of fortification supplies	690,738	--	690,738
Interest income	5,343	--	5,343
Total other revenues	696,081	--	696,081
Total Public Support and Revenue	<u>2,723,797</u>	<u>175,000</u>	<u>2,898,797</u>
Expenses			
Program expense:			
Food fortification	1,657,902	--	1,657,902
Supporting activities:			
General and administration	56,080	--	56,080
Fundraising	53,995	--	53,995
Total supporting activities expense	110,075	--	110,075
Total Expenses	<u>1,767,977</u>	<u>--</u>	<u>1,767,977</u>
Change in Net Assets	955,820	175,000	1,130,820
Net Assets - Beginning of Year	<u>660,631</u>	<u>--</u>	<u>660,631</u>
Net Assets - End of Year	<u>\$ 1,616,451</u>	<u>\$ 175,000</u>	<u>\$ 1,791,451</u>

The accompanying notes are an integral part of these financial statements.

PROJECT HEALTHY CHILDREN, INC.

STATEMENT OF FUNCTIONAL EXPENSES

FOR THE YEAR ENDED SEPTEMBER 30, 2019

	Program Services		Supporting Services		Total
	Food	General and		Supporting	
	Fortification	Administration	Fundraising	Services	Total Expenses
Cost of goods sold - premix	\$ 628,310	\$ --	\$ --	\$ --	\$ 628,310
Overseas payroll and payroll taxes	258,061	--	--	--	258,061
Consultant and professional fees	147,806	44,194	35,287	79,481	227,287
Depreciation	131,630	2,271	--	2,271	133,901
Rent and facilities	94,543	257	--	257	94,800
Payroll and related costs - U.S. based	76,803	--	--	--	76,803
Travel	47,518	--	7,515	7,515	55,033
Stipend	43,460	--	--	--	43,460
Materials - fortification devices	37,982	--	--	--	37,982
Recruiting and training	34,246	100	--	100	34,346
Information technology	18,657	4,474	10,975	15,449	34,106
Employee benefits	29,172	--	--	--	29,172
Fleet	27,841	--	--	--	27,841
Loss on disposal of fixed assets	19,921	--	--	--	19,921
Memberships and fees	18,477	396	--	396	18,873
Equipment and software	11,272	25	95	120	11,392
Research and development	10,005	--	--	--	10,005
Other miscellaneous	9,602	--	--	--	9,602
Insurance	4,108	3,341	36	3,377	7,485
Communications	5,887	1,016	87	1,103	6,990
Office supplies	2,601	6	--	6	2,607
	<u>\$ 1,657,902</u>	<u>\$ 56,080</u>	<u>\$ 53,995</u>	<u>\$ 110,075</u>	<u>\$ 1,767,977</u>

The accompanying notes are an integral part of these financial statements.

PROJECT HEALTHY CHILDREN, INC.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED SEPTEMBER 30, 2019

Cash Flows from Operating Activities

Change in net assets	\$ 1,130,820
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Depreciation	133,901
Loss on disposal of fixed assets	19,921
Increase in assets:	
Unconditional promises to give	(25,000)
Inventory	(319,365)
Prepays and other current assets	(114,211)
Increase in liabilities:	
Accounts payable and accrued expenses	<u>83,075</u>
Total adjustments	<u>(221,679)</u>

Net Cash Provided by Operating Activities	<u>909,141</u>
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Cash Flows from Investing Activities

Purchase of fixed assets	(519,274)
Employee cash advances	4,919
Security deposits	<u>4,313</u>

Net Cash Used in Investing Activities	<u>(510,042)</u>
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Net Increase in Cash	399,099
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Cash, Beginning of Year	<u>116,325</u>
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Cash, End of Year	<u><u>\$ 515,424</u></u>
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The accompanying notes are an integral part of these financial statements.

PROJECT HEALTHY CHILDREN, INC.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2019

NOTE 1 - NATURE OF THE ORGANIZATION

Project Healthy Children, Inc. (the "Organization") is a not-for-profit organization which was organized in 2004. The Organization provides policy development and advocacy, education, and technical and operational support for food fortification programs that improve the health of people around the world. Work is conducted primarily in Tanzania, Rwanda and other African countries. In April, 2018, the policy development and advocacy group of the Organization was combined with a unit of the Center for Disease Control so that the Organization could focus on the Sanku direct small scale food fortification programs in Tanzania and other countries.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements of Project Healthy Children, Inc. are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. Accordingly, revenues and support are recognized when earned and expenses and losses are recognized when incurred, regardless of the timing of cash flows.

NEW ACCOUNTING PRONOUNCEMENT

In August 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities*. The update addresses the complexity and understandability of net asset classification, deficiencies in information about liquidity and availability of resources, and the lack of consistency in the type of information provided about expenses and investment return. The Organization has adjusted the presentation of these statements accordingly. The major changes of the ASU affecting the Organization include (a) requiring representation of only two classes of net assets now entitled "net assets without donor restrictions" and "net assets with donor restrictions"; (b) requiring that all not-for-profits present an analysis of expenses by function and nature in either the statement of activities and change in net assets, in a separate statement, or in the notes to the statements and disclose a summary of the allocation methods used to allocate costs; and (c) requiring the disclosure of quantitative and qualitative information regarding liquidity and availability of resources.

FINANCIAL STATEMENT PRESENTATION

Project Healthy Children, Inc. has presented its financial statements in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for not-for-profit organizations.

PROJECT HEALTHY CHILDREN, INC.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2019

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

FINANCIAL STATEMENT PRESENTATION (CONTINUED)

Under this guidance, 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) based upon the existence or absence of donor-imposed stipulations.

To ensure observance of limitations and restrictions that may be placed on the use of resources available to the Organization, its accounts are maintained in the following net asset categories:

NET ASSETS WITHOUT DONOR RESTRICTIONS

Net assets without donor restrictions represent those assets that are not subject to donor-imposed stipulations or releases from donor restricted net assets designated for stipulated activities or programs. Donor-restricted contributions whose restrictions are met in the same reporting period are also classified as net assets without donor restrictions.

NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions represent those assets that are subject to explicit or implicit donor-imposed stipulations that may or will be met whether by actions of the Organization and/or the passage of time. When the restriction expires, the net assets are reclassified to net assets without donor restrictions. Some donors impose restrictions that are temporary in nature, for example, stipulating that resources be used after a specific date, or for particular programs or services. Other donors impose restrictions, which are perpetual in nature, for example, stipulating that resources be maintained in perpetuity. There are no net assets with donor restrictions that are required to be held in perpetuity.

CASH AND CASH EQUIVALENTS

For purposes of the statement of cash flows, the Organization considers all highly-liquid short-term deposits with original maturities of three months or less as cash equivalents.

PROJECT HEALTHY CHILDREN, INC.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2019

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

UNCONDITIONAL PROMISES TO GIVE

Unconditional promises to give that are expected to be collected within one year are recorded at their net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of estimated future cash flows. The discounts on those amounts are computed using an appropriate discount rate commensurate with the risks involved. Amortization of the discount, if any is included in contribution revenue in the statement of activities and change in net assets. Unconditional promises to give are stated at the amount management expects to collect from outstanding balances. An allowance for uncollectible contributions receivable is provided based upon management's judgment of potential defaults. The determination includes such factors as prior collection history, type of contribution, and nature of fundraising activity. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to receivables.

The Organization considers all grants receivable and unconditional promises to give to be fully collectible; accordingly, the Organization has not provided for an allowance for doubtful accounts as of September 30, 2019.

INVENTORY

Inventory consists of purchased bags and premix for resale, and is valued at net realizable value on first-in, first-out basis.

FIXED ASSETS, NET

Fixed assets are stated at cost at the date of acquisition or fair value at the date of donation, less accumulated depreciation. Depreciation is provided using the straight-line method over the estimated useful lives of the respective assets, ranging from three to five years.

Purchases are determined to be capital expenditures based on the Organization's policy of capitalizing assets acquired at a cost (or, if donated, at fair value) exceeding \$1,000 and an economic life in excess of one year. Those items which are not determined to be capital expenditures are charged to expense as incurred. Expenditures that significantly increase asset values or extend useful lives are capitalized.

Upon retirement, sale or other disposition of fixed assets, the cost and accumulated depreciation are eliminated from the accounts, and gains or losses are included in the statement of activities and change in net assets.

PROJECT HEALTHY CHILDREN, INC.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2019

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

USE OF ESTIMATES

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

DONATED EQUIPMENT AND SERVICES

Donated equipment is recorded as a contribution at fair value at the date of donation. Such donations are reported as increases in net assets 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 Organization reports expirations of donor restrictions when the donated or acquired assets are placed in service as instructed by the donor. The Organization reclassifies them from net assets with donor restrictions to net assets without donor restriction at that time. During the year ended September 30, 2019, the Organization did not receive any donated equipment. Donated services, if any, are computed at the value that contributed services requiring specialized skill represent to the comparable compensation that would be paid if the Organization were charged for these services. During the year ended September 30, 2019, the Organization did not receive any donated services that qualified for recognition in the financial statements.

CONTRIBUTIONS

Unconditional contributions, including unconditional promises to give, are recognized as revenues and other support in the period received or pledged. Conditional promises to give are not recognized until they become unconditional, that is, at the time when the condition on which they depend are substantially met.

PROJECT HEALTHY CHILDREN, INC.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2019

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

CONTRIBUTIONS (CONTINUED)

Unconditional contributions of assets other than cash are recorded at their estimated fair value. Contributions to be received after one year are discounted at an appropriate discount rate commensurate with the risk involved. Amortization of the discount is recorded as additional contribution revenue in accordance with donor-imposed restrictions, if any, on the contributions. The Organization reports gifts of cash and other assets as support with donor restrictions if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statement of activities and change in net assets as net assets released from restrictions.

OTHER REVENUE

Other revenue consists primarily of income from sales of inventory. All inventory is sold on a cash-upon-delivery basis, at which time the related revenue is recognized in the statement of activities and change in net assets.

COMPENSATED ABSENCES

Employees are entitled to paid time off ("PTO") depending on length of service and other factors. The Organization recognizes the cost of compensated absence as it is earned by the employee. Accumulated unpaid PTO totaled approximately \$20,947 as of September 30, 2019, and is included in accounts payable and accrued expenses in the statement of financial position.

RESEARCH AND DEVELOPMENT COSTS

The costs of research, development and product improvement are charged to expense as incurred. Total research and development costs included in program services was \$10,005 for the year ended September 30, 2019.

INCOME TAX STATUS

Project Healthy Children, Inc. is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code (the "Code"). The Organization, however, is subject to the tax on unrelated business income, if any such income exists. The Organization had no unrelated business income during the year ended September 30, 2019.

PROJECT HEALTHY CHILDREN, INC.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2019

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Project Healthy Children, Inc. recognizes and measures its unrecognized tax positions and assesses the likelihood, based on their technical merit, that tax positions will be sustained upon examination based on the facts, circumstances and information available at the end of each period. The measurement of unrecognized tax positions is adjusted when new information is available, or when an event occurs that requires a change. Interest and penalties associated with unrecognized tax positions, if any, would be classified as interest expense and additional income taxes, respectively, in the statement of activities and change in net assets. The Organization did not identify any uncertain tax positions at September 30 2019. The Organization is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any periods pending or in progress.

FUNCTIONAL ALLOCATION OF EXPENSES

The costs of providing the Organization's programs and activities have been summarized on a functional basis in the statement of activities and change in net assets and statement of functional expenses. Salaries, wages, fringe benefits and certain other expenses are allocated based upon employee hours. Expenses that can be identified with a program or support service are allocated directly to that program or support service according to their natural expenditure classification.

SUBSEQUENT EVENTS

Management has evaluated subsequent events through January 20, 2021, the date the financial statements were available to be issued and has determined that no subsequent events have occurred that would affect the information presented in the accompanying financial statements or require additional disclosure, except as disclosed below.

Subsequent to September 30, 2019, the global economy has been impacted by a pandemic outbreak of the COVID-19 virus, including the United States of America, Tanzania, Rwanda and other African countries. This has resulted in the Organization working in a remote environment. The Organization does not yet know the full extent of potential impact, if any, this may have on operations, however, as of the date the financial statements were available to be issued, no specific material adverse matters have been identified. The Organization will continue to monitor the COVID-19 situation closely and revise estimates in future periods, as necessary.

In December, 2020, the Organization formed a single-member LLC, PHC International Holdings LLC ("PHC Holdco"). PHC Holdco will hold investments in international operations as the Organization expands.

PROJECT HEALTHY CHILDREN, INC.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2019

NOTE 3 - EMPLOYEE CASH ADVANCES

Employees who work in or travel to the rural countries of Liberia, Malawi, Rwanda, Burundi, Tanzania, Zimbabwe and Sierra Leone are given cash advances because often there are no credit card transactions available in those locations. Once the money is spent, the employees submit receipts to the United States office and the corresponding expenses are recorded in the statement of activities and change in net assets.

NOTE 4 – UNCONDITIONAL PROMISES TO GIVE

Unconditional promises to give consist of the following at September 30, 2019:

Promises to give expected to be collected in:	
Less than one year	\$ <u>25,000</u>
Unconditional promises to give	\$ <u><u>25,000</u></u>

NOTE 5 – FIXED ASSETS, NET

A summary of fixed assets at September 30, 2019 is as follows:

Furniture and fixtures	\$ 29,336
Equipment	767,998
Computer equipment	29,396
Vehicles	<u>156,884</u>
	983,614
Less: Accumulated depreciation	<u>299,725</u>
Equipment, net	\$ <u><u>683,889</u></u>

Total depreciation expense for the year ended September 30, 2019 was \$133,901.

PROJECT HEALTHY CHILDREN, INC.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2019

NOTE 6 – NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions are available for the following purposes at September 30, 2019:

Subject to expenditure for specific purpose:	
Expansion of food fortification services	\$ 150,000
Subject to time restriction:	
General program and operations support	<u>25,000</u>
	<u>\$ 175,000</u>

NOTE 7 - OPERATING LEASES

The Organization leases office space in Cambridge, Massachusetts on a month to month basis. In April, 2018, the Organization entered into a sublease agreement whereby the subtenant will pay the Organization \$804 per month. The agreement expired November 30, 2018.

In July, 2018, the Organization entered into a lease agreement for building space in Rwanda. The term of the lease is for one year, renewable annually, and was renewed in July, 2019.

In May, 2018, the Organization entered into a lease agreement for property in Morogoro. The term of the lease is for six months, expiring in November, 2018. This lease was renewed in November 2018. The term of the lease is for one year, expiring November 2019.

In May, 2018, the Organization entered into a two-year lease agreement for warehouse space in Dar es Salaam. The lease expires in July, 2020 and required all rent to be paid in full by June, 2018.

In January, 2018, the Organization entered into a two year lease agreement for warehouse space in Tanzania at a rate of \$1,658 per month. The lease expired December 30, 2019.

In January 2019, the Organization entered into a one year lease agreement for space in Iringa at a rate of \$60 per month.

In April 2019, the Organization entered into a one year lease agreement for warehouse space in Tanzania at a rate of \$1,652 per month. The lease expires April 11, 2020.

Rent expense for the year ended September 30, 2019 was approximately \$78,000.

PROJECT HEALTHY CHILDREN, INC.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 2019

NOTE 8 - RELATED PARTY TRANSACTIONS

During the year ended September 30, 2019, various board members and members of management made contributions to the Organization in the amount of \$26,000.

NOTE 9 - CONCENTRATION OF CREDIT RISK

The Organization maintains cash balances at a financial institution located in Massachusetts. Accounts are insured by the Federal Deposit Insurance Corporation up to \$250,000. Bank deposit amounts may, at times, exceed federally insured limits. The Organization also maintains cash deposits at financial institutions in Tanzania, which are uninsured. Management does not believe that it is exposed to significant risk with respect to cash, as balances in Tanzanian accounts are closely monitored and transferred to the financial institution in Massachusetts on a routine basis.

NOTE 10 – LIQUIDITY AND FUNDS AVAILABLE

The following reflects the Organization's financial assets as of the statement of financial position date, reduced by amounts not available for general use because of donor-imposed restrictions within one year of the statement of financial position date.

Financial assets at year end	
Cash	\$ 515,424
Unconditional promises to give	<u>25,000</u>
Subtotal	<u>540,424</u>
Less:	
Amounts subject to donor restrictions	<u>(175,000)</u>
	<u>\$ 365,424</u>

The Organization is substantially supported by contributions. The contributions received may require resources to be used in a particular manner or in a future period. Because of these restrictions, the Organization must maintain sufficient resources to meet those responsibilities to its donors. Thus, financial assets may not be available for general expenditure within one year.

As part of the Organization's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due.