Audited Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

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# LUDWIG KLEWER & RUDNER PLLC

#### INDEPENDENT AUDITOR'S REPORT

To the Board of Directors International Dark-Sky Association, Inc. and Subsidiaries

### Opinion

We have audited the accompanying consolidated financial statements of International Dark-Sky Association, Inc. and Subsidiaries (a nonprofit organization), which comprise the consolidated statement of financial position as of December 31, 2021 and 2020, and the related consolidated statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the consolidated financial statements (collectively, "financial statements").

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of International Dark-Sky Association, Inc. and Subsidiaries as of December 31, 2021 and 2020, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

#### **Basis for Opinion**

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of International Dark-Sky Association, Inc. and Subsidiaries and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

# Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about International Dark-Sky Association, Inc. and Subsidiaries' ability to continue as a going concern within one year after the date that the consolidated financial statements are available to be issued.

# Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements, including omissions, are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.



#### INDEPENDENT AUDITOR'S REPORT, CONTINUED

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to
  fraud or error, and design and perform audit procedures responsive to those risks. Such
  procedures include examining, on a test basis, evidence regarding the amounts and disclosures
  in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 International Dark-Sky Association, Inc. and Subsidiaries' internal
  control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about International Dark-Sky Association, Inc. and Subsidiaries' ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

June 16, 2022

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# CONSOLIDATED STATEMENTS OF FINANCIAL POSITION December 31, 2021 and 2020

# **ASSETS**

		2021		2020
Current assets: Cash Grants and contributions receivable Prepaid expenses	\$	959,397 31,000 12,474	\$	798,488
Total current assets		1,002,871		798,488
Furniture and equipment, net		9,697		8,043
Total assets	\$	1,012,568	\$	806,531
<u>LIABILITIES AND NE</u>	T ASSE	<u>TS</u>		
Current liabilities:				
Accounts payable and accrued expenses Accrued payroll and related expenses Deferred revenue	\$	21,331 96,034 10,000	\$	2,621 49,814
Total liabilities	-	127,365		52,435
Net assets: Without donor restrictions		470.060		440.250
Undesignated  Designated by the Board		179,069 490,000		412,352 169,651
Total net assets without donor restrictions	-	669,069	-	582,003
With donor restrictions: Purpose restrictions Perpetual in nature		184,134 32,000		147,093 25,000
Total net assets with donor restrictions	1	216,134	9=	172,093
Total net assets	78	885,203		754,096
Total liabilities and net assets	\$	1,012,568	\$	806,531

# CONSOLIDATED STATEMENT OF ACTIVITIES For the year ended December 31, 2021

	Without Donor Restrictions					th Donor strictions	5.	Total
Revenues and support:								
Contributions	\$	951,642	\$	260,200	\$	1,211,842		
Program revenue		89,332		8		89,332		
Grants		30,000		=		30,000		
Other income		22,747		2		22,747		
Consulting		5,000		*		5,000		
Interest income		31		-		31		
Loss on disposal of property and equipment		(2,755)		4		(2,755)		
Net assets released from restrictions:								
Satisfaction of donor restrictions		216,159	_	(216,159)	la	-		
Total revenues and support		1,312,156		44,041		1,356,197		
Expenses:								
Program services		912,941		27		912,941		
General and administrative		119,169		. <del></del>		119,169		
Fund-raising		192,980	_			192,980		
Total expenses		1,225,090		ж:		1,225,090		
Change in net assets		87,066		44,041		131,107		
Net assets, beginning of year, reclassified		582,003		172,093		754,096		
Net assets, end of year	\$	669,069	\$	216,134	\$	885,203		

# CONSOLIDATED STATEMENT OF ACTIVITIES For the year ended December 31, 2020

	Without Donor Restrictions		With Donor Restrictions		Total
Revenues and support:					
Contributions	\$ 838,138	\$	123,617	\$	961,755
Grant - Paycheck Protection Program	106,690		1996		106,690
Program revenue	58,382		22		58,382
Other income	10,738		18		10,738
Consulting	7,450		Ψ.		7,450
Interest income	40		=		40
Net assets released from restrictions:					
Satisfaction of donor restrictions	 15,000		(15,000)		<b>.</b> #0
Total revenues and support	1,036,438		108,617		1,145,055
Expenses:					
Program services	649,654				649,654
General and administrative	87,110		<u></u>		87,110
Fund-raising	 144,641				144,641
Total expenses	881,405				881,405
Change in net assets	155,033		108,617		263,650
Net assets, beginning of year, reclassified	426,970		63,476		490,446
Net assets, end of year, reclassified	\$ 582,003	\$	172,093	\$	754,096

# CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES For the year ended December 31, 2021

	Program Services	eneral and ninistrative	Fu	nd-raising	 Total
Payroll Employee benefits	\$ 448,612 50,456	\$ 35,742 3,742	\$	95,311 10,349	\$ 579,665 64,547
Payroll taxes	 35,689	2,470		7,321	 45,480
Total payroll expenses	534,757	41,954		112,981	689,692
Professional fees	79,525	62,712		20,331	162,568
Grants	102,949	-		*	102,949
Computer and software	48,973	4,465		9,043	62,481
Printing and publication	30,267	164		28,209	58,640
Chapter expenses	56,821	-		2	56,821
Occupancy	18,154	1,576		3,724	23,454
Postage and shipping	12,213	1,382		2,325	15,920
Bank fees	3,491	· ·		9,941	13,432
Insurance	9,741	773		1,998	12,512
Miscellaneous	3,712	4,182		3,185	11,079
Travel	5,443	911		280	6,634
Advertising	3,063	=		-	3,063
Depreciation	1,964	302		754	3,020
Office expenses	1,708	748		209	2,665
Conferences and meetings	 160				 160
Total expenses	\$ 912,941	\$ 119,169	\$	192,980	\$ 1,225,090

# CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES For the year ended December 31, 2020

		Program Services	neral and inistrative	Fu	nd-raising		Total
Payroll	\$	395,093	\$ 30,392	\$	81,045	\$	506,530
Payroll taxes	•	32,246	2,480	,	6,615	·	41,341
Employee benefits		25,777	 2,246	14	5,288		33,311
Total payroll expenses		453,116	35,118		92,948		581,182
Professional fees		39,187	43,193		763		83,143
Printing and publication		22,341	3		16,386		38,730
Repairs and maintenance		27,112	1,925		5,135		34,172
Occupancy		20,588	1,513		4,033		26,134
Consulting		21,221	=		-		21,221
Chapter expenses		20,598			=		20,598
Miscellaneous		8,554	2,790		43		11,387
Postage and shipping		7,622	540		1,440		9,602
Bank fees		-	3.7		9,360		9,360
License and permits		₩	æ7		9,303		9,303
Telephone		6,773	586		1,563		8,922
Insurance		6,054	466		1,242		7,762
Travel		4,550	198		293		5,041
Depreciation		3,775	290		775		4,840
Computer and software		2,206	170		452		2,828
Utilities		2,116	167		473		2,756
Office expenses		1,922	131		378		2,431
Advertising		1,658	:23		541		1,658
Dues and subscriptions		261	20		54		335_
Total expenses	\$	649,654	\$ 87,110	\$	144,641	\$	881,405

# CONSOLIDATED STATEMENTS OF CASH FLOWS For the years ended December 31, 2021 and 2020

		2021	2020		
Cash flows from operating activities: Change in net assets	\$	131,107	\$	263,650	
Adjustments to reconcile change in net assets to net cash provided by operating activities:		,		·	
Depreciation		3,020		4,840	
Loss on disposal of property and equipment Changes in operating assets and liabilities:		2,755		9.50	
Grants and contributions receivable		(31,000)		10	
Prepaid expenses		(12,474)		4,878	
Accounts payable and accrued expenses		14,830		(4,372)	
Accrued payroll and related expenses		50,100		6,097	
Deferred revenue	0	10,000		<u> </u>	
Total adjustments		37,231		11,443	
Net cash provided by operating activities		168,338		275,093	
Cash flows from investing activities					
Purchases of property and equipment	0	(7,429)			
Net cash used in investing activities		(7,429)		-	
Cash flows from financing activities		•		-	
Change in cash		160,909		275,093	
Cash, beginning of year		798,488		523,395	
Cash, end of year	\$	959,397	\$	798,488	
Supplemental schedule of cash flow information:					
Cash paid for income taxes	\$	943	\$		

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2021 and 2020

#### Organization

International Dark-Sky Association, Inc. (the Association) was organized as a non-profit corporation in 1988. The purpose of the Association is to eliminate the negative effects of light pollution through increased awareness of the issue and education on the means appropriate to achieve quality outdoor lighting. The Association receives most of its funding through membership and contributions as well as grants from various sources.

Some of the Association's activities are conducted by chapters. As of December 31, 2020, chapters in 11 states have been organized into single-member limited liability companies (LLC). The Association is the sole member of each LLC.

#### 2. Summary of Significant Accounting Policies

#### Basis of Presentation and Accounting

The consolidated financial statements include the accounts of the Association and the LLCs referred to in Note 1 (collectively referred to as the Organization). All intercompany accounts and transactions have been eliminated in the consolidated financial statements.

The consolidated financial statements of the Organization have been prepared on the accrual basis of accounting and, accordingly, reflect all significant receivables, payables and other liabilities. Revenue is recognized when earned and expenses are recognized when incurred.

### **Financial Statement Presentation**

The Organization reports net assets, revenues, gains and losses based on the existence or absence of donor or grantor-imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

- <u>Net assets without donor restrictions</u> net assets available for use in general operations and not subject to donor (or grantor) restrictions. As of December 31, 2021 and 2020, the Board of Directors has designated net assets in the amount of \$490,000 and \$169,651, respectively, as a general operating reserve to help ensure the long-term financial stability of the Association.
- <u>Net assets with donor restrictions</u> net assets subject to donor (or grantor) 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.

### Contributions

Contributions are recognized as revenue when received or unconditionally promised. The Organization reports gifts of cash and other assets as increases in net assets without donor restrictions of the restrictions expire (that is, when stipulated time restriction ends or purpose restriction is accomplished) in the 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 consolidated statement of activities as net asserts released from restrictions.

### Grants and Contributions Receivable

Grants and contributions are recognized as revenue in the period in which the Organization receives notification of a grant or contribution. The Organization provides an allowance for doubtful accounts that is based upon a review of outstanding receivables, historical collection information and existing economic conditions. There was no allowance for doubtful accounts at December 31, 2021.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2021 and 2020

## 2. Summary of Significant Accounting Policies, Continued

#### Cash

For the purposes of the consolidated statement of cash flows, the Organization considers all cash and highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. There are no cash equivalents at December 31, 2021 and 2020. Cash balances are maintained at various financial institutions. The Federal Deposit Insurance Corporation (FDIC) insures cash accounts up to \$250,000 per institution. The National Credit Union Administration (NCUA) insures all cash accounts at credit unions up to \$250,000 per institution. At December 31, 2021 and 2020, the Organization had \$614,396 and \$460,365, respectively, on deposit with a financial institution in excess of FDIC and NCUA limitations.

#### Furniture and Equipment

Purchases of furniture and equipment having a unit cost of \$1,000 or more and an estimated useful life of more than one year are capitalized at cost. Donated property and equipment meeting the same criteria is recorded at estimated fair market value on the date of the donation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets which range from five to ten years.

#### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 these estimates.

### Income Taxes

The Association is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code (IRC). However, net income from advertising activities not directly related to the Association's tax-exempt purpose may be subject to taxation as unrelated business income. There was no income tax expense for such unrelated business income for the years ended December 31, 2021 and 2020. The Association is classified as other than a private foundation under Section 509(a) of the IRC.

The Association is the sole member of each of the chapter limited liability companies. The Internal Revenue Service disregards single-member limited liability companies for income tax reporting purposes. Therefore, the net activity from the chapters is combined and reported on the Association's annual Return of Organization Exempt from Income Tax.

The Organization's policy is to disclose or recognize income tax positions based on management's estimate of whether it is reasonably possible or probable, respectively, that a liability has been incurred for unrecognized income tax positions. As of December 31, 2021, there were no uncertain tax positions that are potentially material. In addition, management is not aware of any matters which would cause the Association to lose its tax-exempt status.

#### Functional Expenses

The consolidated financial statements report certain categories of expense that are attributable to more than one program or supporting function. Therefore, expenses require allocation on a reasonable basis that is consistently applied. The expenses that are allocated include depreciation, rent and other occupancy-related costs, as well as salaries related expenses, travel, office expenses, printing, professional fees and information technology, which are allocated on the bases of time and effort estimates.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2021 and 2020

### 3. Liquidity and Availability of Resources

The Organization structures its financial assets to be available as its general expenditures, liabilities and other obligations become due. Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the consolidated statement of financial position date, are comprised of the following at December 31,:

	,	2021	 2020
Cash	\$	959,397	\$ 798,488
Grants and contributions receivable		31,000	(2)
Total financial assets available within one year		990,397	798,488
Less:			
Amounts unavailable for general expenditure within one year due to:			
Restrictions by donors with purpose restrictions		184,134	147,093
Restrictions by donors with time restrictions		32,000	25,000
Total amounts unavailable for general expenditures within			470.000
one year		216,134	172,093
Amounts unavailable to management without board approval: Designated by the Board		490,000	169,651
Total financial assets available to management for general expenditure within one year	\$	284,263	\$ 456,744

#### 4. Paycheck Protection Program Conditional Grant

On April 7, 2020, the Organization received a loan in the amount of \$106,690 from the Small Business Administration's Paycheck Protection Program ("Program"). Under the terms of the agreement, there are no payments due for six months from the date the loan proceeds are disbursed. Interest will accrue at the rate of 1% per annum during the deferment period. The Organization applied for, and received, full forgiveness of the total loan amount, including accrued interest, during the year ended December 31, 2021 by providing evidence that the loan proceeds were used to fund eligible costs during the covered period and that additional criteria for forgiveness had been met.

The Organization accounted for the proceeds as a conditional contribution under FASB ASC 958-605 Not-for-Profit Entities — Revenue Recognition. Under this guidance, the loan forgiveness is recognized as contribution revenue as the conditions of forgiveness are substantially met. As of December 31, 2020 the Organization had expended 100% of the proceeds for eligible expenses during the date the proceeds were disbursed through December 31, 2020. As a result, the Organization recognized grant revenue in the amount of \$106,690 for the year ended December 31, 2020.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2021 and 2020

# 5. Furniture and Equipment

Furniture and equipment consists of the following at December 31,:

		2021		2020		
Furniture and equipment	\$	17,910	\$	56,607		
Less accumulated depreciation	-	(8,213)		(48,564)		
Furniture and equipment, net	\$	9,697	\$	8,043		

## 6. Net Assets With Donor Restrictions

Net assets with donor restrictions are restricted as follows at December 31,:

	-	2021	2020	
Subject to expenditure for specified purpose:				
UA Lighting and policy database	\$	40,000	\$	50,000
Website and CRM		81,000		40,000
Chapters		48,134		47,093
Lighting demonstration and sky quality monitors		15,000		10,000
		184,134		147,093
Endowments:				
Perpetual in nature	4	32,000		25,000
Total net assets with donor restrictions	\$	216,134	\$	172,093

Activity in net assets with donor restrictions is comprised of the following for the year ended December 31, 2021:

	_Contributions			Releases		
Subject to expenditure for specified purpose:						
UA Lighting and policy database	\$	40,000	\$	(50,000)		
Website and CRM		50,000		(9,000)		
Educational outreach		2,000		(2,000)		
Chapters		156,200		(155, 159)		
Sky quality monitors		5,000		· ·		
		253,200		(216,159)		
Endowments:						
Perpetual in nature		7,000		744		
	\$	260,200	\$	(216,159)		

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2021 and 2020

#### 6. Net Assets With Donor Restrictions, Continued

Activity in net assets with donor restrictions is comprised of the following for the year ended December 31, 2020:

	Co	Contributions		Releases
Subject to expenditure for specified purpose:			-	
UA Lighting and policy database	\$	50,000	\$	-
Website and CRM		40,000		<del></del>
Chapters		18,617		-
Educational outreach		15,000		(15,000)
		123,617		(15,000)
Endowments:				
Perpetual in nature			01	<u> </u>
	\$	123,617	\$	(15,000)

#### 7. Endowments

The Organization's endowments include donor restricted funds. As required by accounting principles generally accepted in the United States of America applicable to nonprofit organizations, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

The Organization has interpreted Arizona's version (Titled the "Management of Charitable Funds Act" (the Act)) of the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Organization classifies as net assets with donor restrictions (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The Board of Directors has appropriated 2021 and 2020 earnings on unrestricted investments and on donor-restricted endowments, which are not subject to donor stipulation, for expenditure.

As a result of this interpretation, when reviewing its donor-restricted endowment funds, the Organization considers a fund to be underwater if the fair value of the fund is less than the sum of (a) the original value of initial and subsequent gift amounts donated to the fund and (b) any accumulation to the fund that are required to be maintained in perpetuity in accordance with the direction of the applicable donor gift instrument. The Organization has interpreted the Act to permit spending from underwater funds in accordance with the prudent measures required under the law.

In accordance with the Act, the Organization considers the following factors in making a determination to appropriate or accumulate endowment funds:

- The duration and preservation of the fund
- The purposes of the organization and the donor-restricted endowment fund
- General economic conditions
- The possible effect of inflation and deflation
- The expected total return from income and the appreciation of investments
- Other resources of the organization
- The investment policies of the Organization

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2021 and 2020

#### 7. Endowments, Continued

### Funds with Deficiencies

From time to time, certain donor-restricted endowment funds may have fair values less than the amount required to be maintained by donors or by law (underwater endowments). We have interpreted UPMIFA to permit spending from underwater endowments in accordance with prudent measures required under law. At December 31, 2021 and 2020, there were no funds with deficiencies.

#### Investment and Spending Policies

The Organization has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by the endowment fund while seeking to maintain the original value of any contributions to the endowment assets. Endowment assets include those assets of donor-restricted funds that the Organization must hold in perpetuity. Investment income on endowment funds is appropriated for expenditure in the year earned, and is, therefore, included in net assets without donor restrictions. During the years ended December 31, 2021 and 2020, the Organization received \$7,000 and \$-0- in donor-restricted endowment contributions.

#### 8. Net Asset Reclassifications

Net assets with donor restrictions have been increased, and net assets without donor restrictions have been decreased by \$47,093 as of December 31, 2020. Net assets with donor restrictions have been increased, and net assets without donor restrictions have been decreased by \$28,476 as of December 31, 2019. These reclassifications were made to reflect the nature of chapter activities as of and for the years ended December 31, 2020 and 2019. There was no impact to the change in net assets, as originally reported, as a result of these reclassifications.

## 9. Operating Leases

During July 2021, the Association renewed its office space lease under a non-cancelable operating lease that will expire during July 2022. Total rent expense for the years ended December 31, 2021 and 2020 was \$16,184 and \$25,429, respectively. Future minimum lease payments due under the lease is \$11,114.

#### 10. Subsequent Events

As of June 16, 2022, management is not aware of any subsequent events having occurred that would have a material impact on the presentation of the Organization's consolidated financial statements.