KIDS ENJOY EXERCISE NOW FOUNDATION, INC. AND AFFILIATES

CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

KIDS ENJOY EXERCISE NOW FOUNDATION, INC. AND AFFILIATES

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Independent Auditors' Report

Board of Directors Kids Enjoy Exercise Now Foundation, Inc. and Affiliates Bethesda, Maryland

We have audited the accompanying consolidated financial statements of Kids Enjoy Exercise Now Foundation, Inc. (a nonprofit organization) and Affiliates, which comprise the consolidated statement of financial position as of December 31, 2018, and the related consolidated statement of activities, functional expenses, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of this consolidated financial statement 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 consolidated 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 consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements referred to above presents fairly, in all material respects, the financial position of Kids Enjoy Exercise Now Foundation, Inc. and Affiliates as of December 31, 2018, 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 - Effect of Adopting New Accounting Standard

As discussed in Note 2, the Foundation adopted the Financial Accounting Standards Board's Accounting Standards Update (ASU) 2016-14, *Not-for-Profit Entities (Topic 958) – Presentation of Financial Statements of Not-for-Profit Entities* as of and for the year ended December 31, 2018. Our opinion is not modified with respect to this matter.

Domko Jones, P.C.

Rockville, Maryland June 10, 2019

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KIDS ENJOY EXERCISE NOW FOUNDATION, INC. AND AFFILIATES CONSOLIDATED STATEMENT OF FINANCIAL POSITION December 31, 2018

Assets

Current Assets	
Cash and cash equivalents	\$ 1,397,610
Pledges receivable	46,642
Prepaid expenses	45,481
Total current assets	1,489,733
Fixed Assets	
Computer equipment (net of \$36,578 in	
accumulated depreciation)	28,951
Total Assets	<u>\$ 1,518,684</u>
Liabilities and Net Assets	
Current Liabilities	
Accounts payable	\$ 34,475
Accrued expenses	61,152
Total current liabilities	95,627
Net Assets	1,423,057
Total Liabilities and Net Assets	<u>\$ 1,518,684</u>

KIDS ENJOY EXERCISE NOW FOUNDATION, INC. AND AFFILIATES CONSOLIDATED STATEMENT OF ACTIVITIES For The Year Ended December 31, 2018

	Without Donor Restrictions	With Donor Restrictions	Total
Support			
Special events			
Golf tournament	\$ 245,976	\$ -	\$ 245,976
Silent auction and dinner events	506,839	-	506,839
In-kind donations	16,054		16,054
Total special events	768,869	-	768,869
Contributions	799,398	139,362	938,760
Donated services, facilities & materials	54,877	-	54,877
Interest income	7,519		7,519
Total support	1,630,663	139,362	1,770,025
Net assets released from restrictions	144,942	(144,942)	
Expenses			
Program services			
Sports programs - general	718,142	-	718,142
Bowling programs	28,765	-	28,765
Swim programs	130,290	-	130,290
Art and music programs	87,878	-	87,878
Special events	354,777		354,777
Total program services	1,319,853		1,319,853
Supporting services			
Management and general	134,176	-	134,176
Fund-raising	127,078		127,078
Total supporting services	261,254		261,254
Total expenses	1,581,107		1,581,107
Increase (decrease) in net assets	194,498	(5,580)	188,918
Net assets, beginning of year	1,171,835	62,304	1,234,139
Net assets, end of year	\$ 1,366,333	\$ 56,724	\$ 1,423,057

KIDS ENJOY EXERCISE NOW FOUNDATION, INC. AND AFFILIATES CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES For The Year Ended December 31, 2018

			 Parent							Affiliates					
	Co	onsolidated			KEEN	KEEN		KEEN		KEEN		KEEN		KEEN	KEEN
		Totals	KEEN	Gi	reater DC	Chicago		St. Louis]	Los Angeles	S	an Francisco	N	lew York	Phoenix
						 	_								
Accounting	\$	27,795	\$ 13,221	\$	14,514	\$ -	\$		\$	-	\$	-	\$	60	\$ -
Advertising		36,736	3,989		32,223	-		150		90		-		263	21
Bad Debt		450	-		450	-		-		-		-		-	-
Bank charges		1,310	5		1,126	25		26		27		49		30	22
Computer expenses		18,746	11,752		4,017	970		442		415		189		734	227
Contract labor		44,675	5,195		30,830	390		4,010		100		-		4,150	-
Credit card processing fees		22,567	1,548		11,401	1,269		2,355		1,539		866		3,560	29
Depreciation		4,507	2,003		2,171	-		154		-		87		92	-
Donated goods and services		32,232	1,400		30,019	733		-		-		-		-	80
Equipment and activities		16,668	-		16,277	-		267		61		63		-	-
Facility rental, incl. donated		274,087	-		228,145	12,398		10,204		8,351		6,963		8,026	-
Insurance		44,703	2,429		11,710	3,958		4,220		4,982		8,938		5,015	3,451
Membership dues		2,292	50		2,123	-		-		-		-		119	-
Miscellaneous		8,429	104		4,999	-		45		150		2,023		900	208
Payroll and benefits		834,359	180,243		351,635	41,614		81,615		44,537		60,000		74,561	154
Payroll taxes		78,531	15,410		33,695	6,307		6,067		4,398		5,270		7,372	12
Postage		6,606	481		4,556	49		145		268		298		304	505
Printing and publications		14,057	1,110		11,440	336		104		201		614		129	123
Refreshments and food		30,537	-		10,418	164		507		440		166		17,342	1,500
State registration fees and taxes		7,112	(43)		1,796	484		414		3,353		255		544	309
Supplies		30,719	752		10,037	405		10,436		1,632		1,047		6,184	226
Telephone		8,009	1,988		5,311	25		305		380		-		-	-
Training		1,276	80		925	7		7		12		245		-	-
Travel and meetings		27,684	11,766		11,590	200		267		961		642		2,258	-
Volunteer recognition		3,311	10		2,531	-		-		20		-		750	-
Volunteer recruitment		103	-		-	99		-		4		-		-	-
Website		3,605	 3,605			 _		-		-		-			 _
	\$	1,581,106	\$ 257,098	\$	833,939	\$ 69,433	\$	6 121,740	\$	71,921	\$	87,715	\$	132,393	\$ 6,867

KIDS ENJOY EXERCISE NOW FOUNDATION, INC. AND AFFILIATES CONSOLIDATED STATEMENT OF CASH FLOWS December 31, 2018

Cash flows from operating activities: Increase in net assets Adjustments to reconcile increase in net assets to	\$ 188,918
net cash provided by operating activities Depreciation	4,507
(Increase) decrease in assets: Pledge receivable	(13,012)
Prepaid expenses Increase (decrease) in liabilities:	3,012
Accounts payable Accrued expenses	 6,822 19,948
Net cash provided by operating activities	 210,195
Cash flows from investing activities:	
Purchase of fixed assets	 (25,127)
Net increase in cash	185,068
Cash and cash equivalents, beginning of year	 1,212,542
Cash and cash equivalents, end of year	\$ 1,397,610

Note 1. Nature of Activities

Nature of Activities

Kids Enjoy Exercise Now Foundation, Inc. (KEEN) was introduced to the United States in February 1992. Its purpose is to provide one-to-one recreation activities to children and young adults with developmental and physical disabilities. KEEN's activities are provided in a non-competitive environment, which encourages the fulfillment of individual goals.

KEEN operates several separate programs to serve young people with disabilities:

- **KEEN Kids:** Program providing one-to-one sports and recreation coaching for children with disabilities.
- **KEEN Teens:** Program that pairs teenagers with disabilities with high school-age peer companions for recreation activities and outings.
- **KEEN Young Adults:** Recreation and sports program for young adults with disabilities.
- **KEEN Swim:** Swimming program for children, teenagers, and young adults with disabilities.
- **KEEN Bowling:** Bowling program for children, teenagers, and young adults with disabilities.
- KEEN Tennis: Tennis program for young adults with disabilities.
- **KEEN Art and Music:** Art, music, and dance programs for children with disabilities.
- **Sport Festivals and Family Fun Days:** Events that invite all participants from all the programs to share activities with parents and volunteers.

KEEN's programs are mostly volunteer-operated and offered at no cost to the athletes or their families. KEEN is supported primarily by donor and foundation contributions, and the net proceeds of funds raised through annual golf tournaments, silent auction galas, and dinner events such as KEENFest.

Note 2. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of KEEN and its affiliates, of which KEEN is the sole member (owner) in each affiliated Limited Liability Company (LLC). KEEN USA (EIN #52-1767631) is an exempt organization under IRS code section 501(c)3, and has obtained a group exemption for all of its affiliates. The following are the affiliates and EIN numbers:

- **KEEN Greater DC (42-1657976):** Organized in 2004 to assume program activities formerly provided by KEEN in the Washington, DC metropolitan area starting in 1992.
- **KEEN Chicago (42-1657978):** Organized in 2004 to provide program activities in the Chicago, Illinois area.
- **KEEN St. Louis (03-0570681):** Organized in 2005 to provide program activities in the St. Louis, Missouri area.
- Kids Enjoy Exercise Now (KEEN) Los Angeles (65-1262462): Organized in 2005 to provide program activities in the Los Angeles, California area.
- Kids Enjoy Exercise Now (KEEN) San Francisco (20-5458028): Organized in 2006 to provide program activities in the San Francisco, California area.
- **KEEN New York (26-1416505):** Organized in 2007 to provide program activities in the New York City area.
- **KEEN Phoenix (61-1552273):** Organized in 2008 to provide program activities in the Phoenix, Arizona area.

Basis of Accounting

The consolidated financial statements of KEEN have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. Revenue is recognized when earned and expenses are recognized when the underlying obligation is incurred.

Basis of Presentation

KEEN 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. Net assets without donor restrictions represent the expendable net assets that are available to support KEEN. Net assets with donor restrictions of KEEN and/or the passage of time and those that are subject to donor-imposed stipulations that KEEN maintain them permanently.

Note 2. Summary of Significant Accounting Policies (continued)

Recent Accounting Pronouncement Adopted

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 ASU amends the current reporting model for nonprofit organizations and enhances their required disclosures. The major changes include: (a) requiring the presentation of only two classes of net assets now entitled "net assets without donor restrictions" and "net assets with donor restrictions", (b) modifying the presentation of underwater endowment funds and related disclosures, (c) requiring the use of the placed in service approach to recognize the expirations of restrictions on gifts used to acquire or construct long-lived assets absent explicit donor stipulations otherwise, (d) requiring that all nonprofits present an analysis of expenses by function and nature in either the statement of activities, a separate statement, or in the notes and disclose a summary of the allocation methods used to allocate costs, (e) requiring the disclosure of quantitative and qualitative information regarding liquidity and availability of resources, (f) presenting investment return net of external and direct internal investment expenses, and (g) modifying other financial statement reporting requirements and disclosures intended to increase the usefulness of nonprofit financial statements.

Cash and Cash Equivalents

For purposes of the consolidated statement of cash flows, KEEN considers all checking accounts, money market, and short term liquid investment accounts to be cash and cash equivalents.

Fixed Assets

Management capitalizes furniture, fixtures, equipment, and software purchases with values in excess of \$ 1,000 at cost. All fixed assets are depreciated using the straight-line method over useful lives of five years.

Donated Services, Facilities, and Materials

KEEN received \$ 54,877 worth of donated services, facility usage, and materials related to programs and special events. These are reflected in the consolidated financial statements. KEEN's other contributed services received do not meet the requirements for financial statement recognition; however, the majority of KEEN's program activities are performed solely by volunteers. It is estimated that there were a total of 40,000 volunteer hours in 2018, with a total value of approximately \$ 1,017,000, when using the Independent Sector's most recent hourly rate.

Note 2. Summary of Significant Accounting Policies (continued)

Functional Allocation of Expenses

The costs of providing various program, fundraising, and administrative services have been summarized on a functional basis in the statement of functional expenses. Expenses that are related to a specific program are charged to the appropriate program. Program expenses attributable to more than one program are allocated on a reasonable basis that is consistently applied.

Expenses attributable to one or more program and one or more supporting function require allocation on a reasonable basis that is consistently applied. These expenses are allocated on the basis of time and effort.

Income Taxes

KEEN is exempt from payment of income taxes on its exempt activities under the provisions of Section 501(c)(3) of the Internal Revenue Code. Under these provisions, no tax is imposed on any income related to KEEN's tax-exempt purpose. KEEN has determined that is does not have any material unrecognized tax benefits or obligations as of December 31, 2018. KEEN is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. KEEN's federal and state income tax returns are subject to examination by the Internal Revenue Service and state tax authorities, generally for a period of three years after the returns are filed.

Use of Estimates

The preparation of consolidated 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 and disclosures. Actual results could differ from those estimates.

Subsequent Events

In preparing its consolidated financial statements, KEEN has evaluated subsequent events and transactions through June 10, 2019, which is the date the consolidated financial statements were available to be issued.

Note 3. Concentration of Credit Risk

KEEN maintains its cash in accounts at institutions with balances that may exceed \$ 250,000, which is the amount insured by the Federal Deposit Insurance Corporation. KEEN has not experienced any losses in such accounts and monitors the creditworthiness of the financial institutions with which it conducts business. Management believes that KEEN is not exposed to any significant credit risk with respect to its cash balances.

Note 4. Net Assets with Donor Restrictions

Net assets with donor restrictions as of December 31, 2018 totaled \$ 56,724 and are restricted for 2019 operations and programs.

During 2018, \$ 144,942 was released from restriction as donor stipulations were met for purpose and time restrictions. Contributions that were received and had restrictions that were satisfied during the year are shown as restricted contributions in the accompanying consolidated statement of activities.

Note 5. Related Party Transactions

KEEN assesses affiliates an annual affiliate fee of \$ 5,000 after the first two full years of an affiliate's operations. All of the affiliates paid this fee in 2018.

During 2018, KEEN instituted a National Collaborative Development (NCD) program, which partners KEEN's national development director with a local affiliate to collaboratively pursue grants.

Expenses incurred by KEEN that benefit the affiliates' programs are billed to the affiliate based on their program activities. This includes expenses such as insurance. KEEN pays most other expenses for each affiliate and allocates the expenses to each affiliate accordingly. Affiliate net expenses over revenue are temporarily absorbed by KEEN. Affiliates must now pay back any shortages in years three and beyond, once they are established. The payback period to KEEN is over an agreed upon period.

Note 6. Liquidity and Availability

The following reflects KEEN's financial assets as of the statement of financial position date, reduced by amounts not available for general use because of donor imposed restrictions:

Financial assets, at December 31, 2018	\$ 1,444,252
Less: Net assets with donor restrictions	56,724
Financial assets available to meet cash needs for general expenditures within one year	<u>\$ 1,387,528</u>

KEEN manages its liquid position by maintaining adequate net assets without donor restrictions. Contributions and grants are received throughout the year to cover that year's expenses. KEEN maintains its liquid assets in checking and money market accounts.



Independent Auditors' Report on Supplementary Information

Board of Directors Kids Enjoy Exercise Now Foundation, Inc. and Affiliates Bethesda, Maryland

We have audited the consolidated financial statements of the Kids Enjoy Exercise Now Foundation, Inc. and Affiliates as of and for the year ended December 31, 2018, and have issued our report thereon dated June 10, 2019, which contained an unmodified opinion on those consolidated financial statements. Our audit was performed for the purpose of forming an opinion on the consolidated financial statements as a whole.

The supplementary information on pages 12 - 13 is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements the meselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Domko Jones, F.C.

Rockville, Maryland June 10, 2019

KIDS ENJOY EXERCISE NOW FOUNDATION, INC. AND AFFILIATES CONSOLIDATING STATEMENT OF FINANCIAL POSITION December 31, 2018

	Consolidated Totals	Parent KEEN Foundation Inc.	Affiliate KEEN Greater DC LLC
Assets			
Current Assets			
Cash and cash equivalents	\$ 1,397,610	\$ 542,248	\$ 855,362
Pledges receivable	46,642	27,142	19,500
Prepaid expenses	45,481	9,499	35,982
Total Current Assets	1,489,733	578,889	910,844
Fixed Assets			
Computer equipment (net of \$36,578 in			
accumulated depreciation)	28,951	11,097	17,854
Total Assets	<u>\$ 1,518,684</u>	<u>\$ </u>	<u>\$ 928,698</u>
Liabilities and Net Assets			
Current Liabilities			
Accounts payable	\$ 34,475	\$ 13,587	\$ 20,888
Accrued expenses	61,152	32,434	28,718
Total Current Liabilities	95,627	46,021	49,606
Net Assets	1,423,057	543,965	879,092
Total Liabilities and Net Assets	<u>\$ 1,518,684</u>	\$ 589,986	\$ 928,698

KIDS ENJOY EXERCISE NOW FOUNDATION, INC. AND AFFILIATES CONSOLIDATING STATEMENT OF ACTIVITIES For The Year Ended December 31, 2018

				Parent								Affiliates						
	Co	onsolidated				KEEN		KEEN		KEEN		KEEN		KEEN		KEEN		KEEN
		Totals		KEEN	G	reater DC		Chicago		St. Louis	Lo	s Angeles	Sa	n Francisco	N	lew York	P	hoenix
Support																		
Special events	<u>_</u>		<i>•</i>		¢		<u>_</u>		.		<u>_</u>		<u>^</u>		.		<u>.</u>	
Golf tournament	\$	245,976	\$	-	\$	245,976	\$	-	\$	-	\$		\$	-	\$	-	\$	-
Silent auction and dinner events		506,839		-		288,387		36,711		77,139		28,548		-		76,054		-
In-kind donations		16,054				16,054		-				-						-
Total special events		768,869		-		550,417		36,711		77,139		28,548		-		76,054		-
Contributions		938,760		225,556		295,971		30,538		41,597		60,591		160,007		112,513		11,988
Donated services, facilities & materials		54,877		1,400		52,165		1,233		-		-		-		-		80
Interest income		7,519		5,742		1,777		-		-		-		-		-		-
Total support		1,770,025		232,698		900,329		68,482		118,736		89,139		160,007		188,566		12,067
Expenses																		
Program services																		
Sports programs - general		718,142		122,385		372,064		46,741		49,003		27,290		40,468		56,822		3,369
Bowling programs		28,765		-		28,765		-		-		-		-		-		-
Swim programs		130,290		-		41,217		8,041		33,873		9,647		16,897		19,604		1,012
Art and music programs		87,878		-		62,235		1,130		4,501		-		9,824		10,188		-
Special events		354,777		5,250		273,313		5,033		18,191		7,739		9,060		36,191		-
Total program services		1,319,853		127,635		777,594		60,944		105,568		44,676		76,249		122,806		4,381
Supporting services																		
Management and general		134,176		62,824		35,761		5,757		7,559		8,251		5,895		5,691		2,437
Fund-raising		127,078		66,639		20,583		2,732		8,613		18,994		5,571		3,896		50
Total supporting services		261,254		129,463		56,345		8,489	_	16,173		27,245	_	11,466	_	9,588		2,486
Total expenses		1,581,107		257,098		833,939		69,433		121,740		71,921		87,715		132,393		6,867
Transfers eliminated in consolidation				146,928				951		3,004		(17,218)		(72,292)		(56,173)		(5,200)
T		100.010		100 500		66 200												
Increase in net assets		188,918		122,528		66,390		-		-		-		-		-		-
Net assets, beginning of year		1,234,139		410,442		812,704		10,340		290		363				-		
Net assets, end of year	\$	1,423,057	\$	532,970	\$	879,094	\$	10,340	\$	290	\$	363	\$	-	\$	-	\$	-