



Financial Statements
For the Years Ended June 30, 2023 and 2022

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Independent Auditors' Report

To the Board of Directors Oldways Preservation and Exchange Trust, Inc. Boston, Massachusetts

Opinion

We have audited the accompanying financial statements of Oldways Preservation and Exchange Trust, Inc. (a nonprofit organization), which comprise the statements of financial position as of June 30, 2023 and 2022, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Oldways Preservation and Exchange Trust, Inc. as of June 30, 2023 and 2022, 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 Oldways Preservation and Exchange Trust, Inc. 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 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 financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Oldways Preservation and Exchange Trust, Inc.'s ability to continue as a going concern within one year after the date that the 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 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 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.

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 Oldways Preservation and Exchange Trust, Inc.'s 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 Oldways Preservation and Exchange Trust, Inc.'s 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.

KellyVitaleRaffol LLC

Needham, Massachusetts November 20, 2023

Statements of Financial Position As of June 30, 2023 and 2022

		2022			
Assets					
Cash and cash equivalents	\$	596,268	\$	584,034	
Pledges receivable		59,800		61,400	
Prepaid expenses		102,067		77,350	
Fixed assets, net		166,402		80,627	
Investments		485,991		477,405	
Security deposit		12,000		12,000	
Total assets	\$	1,422,528	\$	1,292,816	
Liabilities and Net Assets					
Liabilities:					
Accounts payable	\$	54,918	\$	22,109	
Accrued expenses		149,557		145,017	
Deferred revenue		77,255		43,318	
Total liabilities		281,730		210,444	
Net Assets:					
Without donor restrictions		580,166		516,330	
With donor restrictions		560,632		566,042	
Total net assets		1,140,798		1,082,372	
Total liabilities and net assets	\$	1,422,528	\$	1,292,816	

Statements of Activities For the Years Ended June 30, 2023 and 2022

	2023					2022							
	Without Donor			th Donor			out Donor		ith Donor				
	Re	strictions	Res	strictions	Total	Re	strictions	Re	strictions	Total			
Revenue and Support:					_								
Grants and contributions	\$	31,673	\$	1,173,750 \$	1,205,423	\$	47,671	\$	1,154,249 \$	1,201,920			
Governmental PPP grant		-		-	-		178,018		-	178,018			
Program fees		476,912		-	476,912		249,863		-	249,863			
Publications		79,481		-	79,481		85,713		-	85,713			
Licensing fees		17,573		-	17,573		13,540		-	13,540			
Net investment income		8,649		-	8,649		(38,819)		-	(38,819)			
Net assets released from restrictions		1,179,160		(1,179,160)			1,156,392		(1,156,392)	-			
Total revenue and support		1,793,448		(5,410)	1,788,038		1,692,378		(2,143)	1,690,235			
Expenses and losses:													
Program services		1,504,012		-	1,504,012		1,290,146		-	1,290,146			
General and administrative		217,272		-	217,272		223,625		-	223,625			
Fundraising		8,328		-	8,328		28,507		-	28,507			
Total expenses		1,729,612		-	1,729,612		1,542,278		-	1,542,278			
Loss from disposal of website		-		-			8,800		-	8,800			
Total expenses and losses		1,729,612		-	1,729,612		1,551,078		-	1,551,078			
Changes in net assets		63,836		(5,410)	58,426		141,300		(2,143)	139,157			
Net assets, beginning of year		516,330		566,042	1,082,372		375,030		568,185	943,215			
Net assets, end of year	\$	580,166	\$	560,632 \$	1,140,798	\$	516,330	\$	566,042 \$	1,082,372			

Statements of Cash Flows For the Years Ended June 30, 2023 and 2022

	2023	2022
Cash Flows from Operating Activities:		
Changes in net assets	\$ 58,426	\$ 139,157
Adjustments to reconcile changes in net assets to net cash provided by (used in) operating activities:		
Depreciation	3,474	4,994
Disposal of equipment	-	8,800
Net realized and unrealized (gain) loss on investments	2,935	48,909
Forgiveness of PPP loans	, <u>-</u>	(178,018)
Interest expense on refundable advance	-	1,032
Changes in:		
Pledge receivable	1,600	(6,100)
Prepaid expenses	(24,717)	56,314
Accounts payable	32,809	8,907
Accrued expenses	4,540	24,433
Deferred revenue	 33,937	 (44,950)
Net cash provided by operating activities	113,004	63,478
Cash Flows from Investing Activities:		
Purchase of investments	(17,430)	(127,141)
Proceeds from sales of investments	5,910	117,114
Investment in fixed assets	 (89,250)	 (85,050)
Net cash used in investing activities	 (100,770)	 (95,077)
Change in cash and cash equivalents	12,234	(31,599)
Cash and cash equivalents, beginning of year	584,034	 615,633
Cash and cash equivalents, end of year	\$ 596,268	\$ 584,034

Statements of Functional Expenses For the Years Ended June 30, 2023 and 2022

		20	23			2022							
	Program Services	 neral and ninistrative	Fu	ndraising	Total		Program Services		neral and inistrative	Fu	ndraising		Total
Salaries	\$ 726,829	\$ 83,025	\$	6,259	\$ 816,113	\$	704,383	\$	98,054	\$	21,417	\$	823,854
Payroll taxes	55,409	6,329		477	62,215		51,424		7,159		1,564		60,147
Fringe benefits	 60,742	6,939		523	68,204		48,714		6,781		1,481		56,976
Personnel Cost	842,980	96,293		7,259	946,532		804,521		111,994		24,462		940,977
Bank fees	10,698	757		-	11,455		8,317		768		-		9,085
Books and publications	429	-		-	429		23		-		-		23
Conferences and events	64,350	-		-	64,350		38,278		-		-		38,278
Consultants	52,660	61,863		-	114,523		58,876		50,602		-		109,478
Contributions	12,500	-		-	12,500		12,918		-		-		12,918
Depreciation	3,094	353		27	3,474		4,270		594		130		4,994
Design	3,581	-		-	3,581		1,558		-		-		1,558
Dues and subscriptions	23,974	1,465		-	25,439		21,348		2,866		-		24,214
Equipment rental and repair	7,800	891		67	8,758		7,144		994		217		8,355
Facility maintenance	1,336	152		12	1,500		983		137		30		1,150
Insurance	1,075	9,508		-	10,583		1,480		9,270		-		10,750
Marketing	1,906	-		-	1,906		2,488		-		-		2,488
Meetings	12,584	9,915		-	22,499		13,006		4,335		-		17,341
Miscellaneous	1,769	500		-	2,269		500		1,532		-		2,032
Office expenses	5,995	256		-	6,251		3,868		941		-		4,809
Parking	3,206	366		28	3,600		3,078		428		94		3,600
Processing fees	7,626	871		66	8,563		6,376		888		194		7,458
Postage and delivery	323	5,800		-	6,123		4,509		415		-		4,924
Printing	24,187	-		-	24,187		20,814		1,539		-		22,353
Professional fees	3,635	14,125		-	17,760		17,523		13,748		-		31,271
Rent	92,778	10,288		776	103,842		104,173		14,172		3,095		121,440
Supplies	1,843	283		-	2,126		1,410		84		-		1,494
Telephone	10,998	1,108		84	12,190		9,880		1,186		259		11,325
Travel	311,399	15		-	311,414		141,178		4,183		-		145,361
Utilities	1,051	120		9	1,180		870		121		26		1,017
Website	 235	2,343		_	2,578		757		2,828		-		3,585
Total expenses	\$ 1,504,012	\$ 217,272	\$	8,328	\$ 1,729,612	\$	1,290,146	\$	223,625	\$	28,507	\$	1,542,278

Notes to Financial Statements For the Years Ended June 30, 2023 and 2022

Note 1. Nature of Activities

The Organization was organized on November 11, 1988 as a not-for-profit corporation under Massachusetts General Laws, Chapter 180. The purpose of the Organization is to preserve and promote the healthy and traditional eating and drinking habits, healthy lifestyles, and good aqua and agricultural practices by providing scientific and educational programs, conferences and publications for consumers, media and health professionals.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

As required by the FASB Accounting Standards Codification, the Organization's net assets, revenues, gains, and losses are classified based on the existence or absence of donor or grantor-imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

Net assets without donor restrictions: Net assets available for use in general operations and not subject to donor (or certain grantor) restrictions.

Net assets with donor restrictions: Net assets subject to donor- or certain grantor- imposed 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. Donor-imposed restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both.

Use of Estimates and Assumptions

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from those estimates.

Concentration of Credit Risk

The Organization occasionally maintains deposits in excess of federally insured limits. Accounting standards generally accepted in the United States of America, identifies these items as a concentration of credit risk requiring disclosure, regardless of the degree of risk. The risk is managed by maintaining all cash accounts in high quality financial institutions insured by the Federal Deposit Insurance Corporation up to \$250,000 and all investments accounts in financial institutions that are insured by the Securities Investor Protection Corporation up to \$500,000. At June 30, 2023 and 2022, the Organization had \$39,505 and \$89,311, respectively, of cash in excess of the FDIC \$250,000 insurance.

Cash and Cash Equivalents

The Organization considers cash and cash equivalents to be cash on hand, cash in operating bank accounts, and money market funds. For the purposes of the Statement of Cash Flows, the Organization considers all highly liquid investments with an initial maturity of three months or less to be cash equivalents.

Notes to Financial Statements For the Years Ended June 30, 2023 and 2022

Note 2. Summary of Significant Accounting Policies (Continued)

Revenue Recognition and Deferred Revenue

Contributions: The Organization recognizes contributions when cash, securities, other assets, an unconditional promise to give, or notification of a beneficial interest are received. Conditional promises to give – that is, those with a measurable performance or other barrier and a right of return – are not recognized until the conditions on which they depend have been met.

Unconditional contributions may or may not be subject to donor-imposed restrictions. Donor-imposed restrictions limit the use of the donated assets but are less specific than donor-imposed conditions. Contributions received and unconditional promises to give are measured at their fair values and are reported as an increase in net assets. The Organization reports gifts of cash and other assets as restricted support if they are received with donor stipulations about the use of the donated assets, or if they are designated as support for future periods.

Exchange transactions: Reciprocal transfers in which each party receives and sacrifices goods or services with approximate commensurate value are recognized as exchange transactions. The Organization adopted Accounting Standards Codification ("ASC") Topic 606, Revenue from Contracts with Customers ("Topic 606") on July 1, 2020 using the modified retrospective method applied to all contracts not completed as of the date of the adoption. The core principle is 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 the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps: (i) identify the contract(s) with a customer, (ii) identify the performance obligations in the contract. (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract and (v) recognize revenue when (or as) the entity satisfies a performance obligation.

The Organization applies Topic 606 to exchange transactions in which it receives consideration for products or services offered. Under U.S. GAAP, these arrangements are exchange transactions between the Organization and the customers participating in the Organization's programs or using their services.

The following is a discussion of key revenue streams within the scope of Topic 606. The Organization provides educational services to customers which have related performance obligations that the Organization completes in order to recognize revenue. The Organization's revenues are generally recognized either immediately upon the completion of the service or over time as the Organization performs the services. Any services performed over time generally require that the Organization render services each period and therefore the Organization measure progress in completing these services based upon the passage of time.

Deferred revenue represents program fee income for future years that was received prior to year-end. These amounts are deferred and recognized over the periods to which the fee relates.

Notes to Financial Statements For the Years Ended June 30, 2023 and 2022

Note 2. Summary of Significant Accounting Policies (Continued)

Revenue Recognition and Deferred Revenue (Continued)

Substantially, all of the Organization's revenue is derived from activities throughout the world by having educational material available on the website or at conference settings. The Organization derived approximately 67% and 82% of its total revenue from contributions, 27% and 15% from program fees, and 6% and 3% from other sources during the years ended June 30, 2023 and 2022, respectively. All revenue is recorded at estimated net realizable amounts.

Fixed Assets

Fixed assets, having a cost in excess of \$1,000 and having an estimated useful life of at least three years, are capitalized at cost. Donations of property and equipment are recorded as support revenue at their estimated fair value. Depreciation is calculated using the straight line method over the estimated useful lives of the assets. The cost of maintenance and repairs is charged to expense as incurred. Significant renewals and betterments are capitalized. Equipment and the website are depreciated over estimated useful lives of three years.

Income Taxes

The Organization qualifies as a tax-exempt organization under the Internal Revenue Service code section 501(c)(3) and as such has no federal income tax liability. In addition, the Organization qualifies for the charitable contribution deduction under section 170(b)(1)(A)(vi) and has been classified as an organization that is not a private foundation.

Functional Allocation of Expenses

The costs of providing various programs and other activities have been summarized on a functional basis in the statement of activities and in the statement of functional expenses. Directly identifiable expenses are charged to programs and supporting services. Expenses related to more than one function are allocated to programs and supporting services. Administration expenses include those expenses that are not directly identifiable with any other specific function but provide for the overall support and direction of the Organization.

Payroll and associated costs are allocated to functions based upon time studies. Occupancy costs and depreciation expense are also allocated based on these percentages, as they reasonably approximate allocations based on square footage. Other expenses allocated based on these percentages include: equipment rental and repair, and telephone.

Investments

The Organization reports investments in equity securities with readily determinable fair values in the statements of financial position at fair value. Investment income is included in the change in net assets as a change in net assets without donor restrictions.

Notes to Financial Statements For the Years Ended June 30, 2023 and 2022

Note 2. Summary of Significant Accounting Policies (Continued)

Adopted Accounting Policy

The Organization has reviewed the implementation of ASU No. 2016-02 *Leases (Topic 842)* for the year end June 30, 2023, which requires the Organization to capitalize any operating leases which are greater than 12-months as an asset and liability on the statement of financial position and amortize the lease over the term of the lease on a straight-line basis. Finance leases have both an interest factor and depreciation of the lease asset. Non-lease components of monthly payment are a consideration, and the standard allows a practical expedient to lessees to no account for non-lease components separately. It was determined that ASU No. 2016-02 does not apply for the year ended June 30, 2023. The Organization will continue to review on a year-to-year basis to determine if capitalization is required.

Note 3. Pledges Receivable

The Organization has received unconditional promises to give related to membership and sponsorship pledges. As of June 30, 2023, all promises to give were expected to be received in one year and any allowance or discount is expected to be immaterial and has not been recorded. The balance as of June 30, 2023 and 2022 was \$59,800 and \$61,400, respectively.

Note 4. Refundable Advance, PPP Loan

The Organization was granted a second round loan from a bank for \$176,275 on February 2, 2021, pursuant to the PPP, which was entirely forgiven during the fiscal year 2022. Therefore, the loan is reported as revenue.

Note 5. Operating Leases

On May 23, 2022 the Organization extended their program and office space lease for an additional two years through June 2024. Rent expense for the years ended June 30, 2023 and 2022 was \$103,842 and \$121,440, respectively. Future minimum lease payments total \$100,668 for the year ended June 30, 2024. The Organization is currently reviewing further extensions at their current location and does not believe that ASU No. 2016-02 *Leases (Topic 842)* applies to the current fiscal year due to the uncertainty of future occupancy.

Note 6. Net Assets with Donor Restrictions

Net assets with donor restrictions consist of resources available to meet future obligations, but only in compliance with the restrictions specified by the donor. As of June 30, 2023 and 2022, net assets of \$560,632 and \$566,042, respectively, are restricted for programmatic purposes that are expected to be met in fiscal year 2024 and were met in 2023, respectively.

Notes to Financial Statements For the Years Ended June 30, 2023 and 2022

Note 7. Defined Contribution Plan

The Organization has a defined contribution pension plan that qualifies as a tax-sheltered account under Section 403(b) of the IRC for the benefit of eligible employees. Salaried employees with 30 hours or more service during any consecutive 12-month period commencing with date of employment, or anniversary date, are eligible to participate in this plan. Under the Plan, benefit eligible employees can invest pre-tax dollars. The employees are not taxed on contributions or earnings until they receive distributions from the account. The Organization is required to match employee contributions up to 3% of the employee's salary. The plan has a five-year vesting window for the employer portion of contributions. During the fiscal year ended June 30, 2023 and 2022, the Organization contributed \$23,944 and \$23,894, respectively, to the employee plans.

Note 8. Liquidity and Availability of Financial Assets

The following reflects the Organization's financial assets at June 30, reduced by any amounts that are not available for general use because of donor-imposed restrictions within one year of the statement of financial position dates:

		2023		2022
Financial assets: Cash and cash equivalents	\$	596,268	\$	584,034
Pledge receivables	Ψ	59,800	Φ	61,400
Investments		485,991		477,405
Financial assets available to meet cash needs for general expenditures within one year	\$	1,142,059	\$	1,122,839

As part of its liquidity management plan, the Organization invests excess cash in interest-bearing and other investment accounts. The Organization relies on annual donations/membership revenue to fund its operations and program activities. The Organization also has various sources of earned revenue (program fees, license fees, and publication sales) as well.

The Organization has certain donor-restricted assets limited to use which are available for general expenditure within one year in the normal course of operation. Accordingly, these assets have been included above.

Notes to Financial Statements For the Years Ended June 30, 2023 and 2022

Note 9. Fair Value Measurements of Investments

Financial Accounting Standards Board Statement ASC 820, Fair Value Measurements, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement). The three levels of the fair value hierarchy under FASB Statement ASC 820 are described below:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets.
 - Quoted prices for identical or similar assets or liabilities in inactive markets.
 - Inputs other than quoted prices that are observable for the asset or liability.
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The assets or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The fair value of investments appearing on the statement of financial position has the following valuation approaches as defined by FASB ASC 820 hierarchy and presented in the following table as of June 30:

	 2023	 2022
Quoted prices in active market for identical assets (Level 1): Investments in securities, at fair value	\$ 460,931	\$ 428,993
Quoted prices in non-active market (Level 2): Corporate bonds, at fair value	\$ 25,060	\$ 48,412

Notes to Financial Statements For the Years Ended June 30, 2023 and 2022

Note 10. Fixed Assets

Property and equipment consist of the following as of June 30:

			2022		
Equipment	\$	59,898	\$	59,898	
Website		257,500		168,250	
		317,398	'	228,148	
Accumulated depreciation		150,996		147,521	
Property and equipment, net	\$	166,402	\$	80,627	

Depreciation expense for the year ended June 30, 2023 and 2022, was \$3,474 and \$4,994, respectively.

Note 11. Subsequent Events

The Organization evaluated events that occurred after June 30, 2023, the date of the statement of financial position, but before the date the financial statements were available to be issued, November 20, 2023, for potential recognition or disclosure in the financial statements. There were no material subsequent events noted that would require disclosure.