



*Report of Independent Auditors and
Financial Statements*

Tides Advocacy

*December 31, 2021 (with comparative totals
for the year ended December 31, 2020)*

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Report of Independent Auditors

The Board of Directors
Tides Advocacy

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Tides Advocacy, which comprise the statement of financial position as of December 31, 2021, and the related statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Tides Advocacy as of December 31, 2021, 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.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). 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 Tides Advocacy and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. 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 Tides Advocacy'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 GAAS 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 GAAS, 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 Tides Advocacy'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 Tides Advocacy'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.

Other Matter

Report on Summarized Comparative Information

We have previously audited the Tides Advocacy 2020 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated April 1, 2022. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2020, is consistent, in all material respects, with the audited financial statements from which it has been derived.



San Francisco, California
December 6, 2022

Financial Statements

Tides Advocacy
Statements of Financial Position
December 31, 2021 and 2020

	<u>2021</u>	<u>2020</u>
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 40,042,241	\$ 49,014,403
Grants and accounts receivable	12,876,714	3,037,404
Other receivables	985,967	332,889
Deposits	<u>22,263</u>	<u>13,300</u>
Total current assets	<u>53,927,185</u>	<u>52,397,996</u>
Prepaid expenses	49,699	154,179
Software development costs	54,356	-
Long-term deposits	55,506	55,808
Mission related investments, held at cost	<u>450,000</u>	<u>275,000</u>
Total assets	<u>\$ 54,536,746</u>	<u>\$ 52,882,983</u>
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 4,976,559	\$ 4,701,622
Grants payable	558,000	306,714
Vacation accrual	<u>1,294,914</u>	<u>865,135</u>
Total current liabilities	<u>6,829,473</u>	<u>5,873,471</u>
NET ASSETS (DEFICIT)		
Without donor restrictions	(5,292,908)	(266,609)
With donor restrictions	<u>53,000,181</u>	<u>47,276,121</u>
Total net assets	<u>47,707,273</u>	<u>47,009,512</u>
Total liabilities and net assets	<u>\$ 54,536,746</u>	<u>\$ 52,882,983</u>

Tides Advocacy
Statements of Activities
For the Year Ended December 31, 2021
(with comparative totals for the year ended December 31, 2020)

	2021		2020	
	Without Donor Restrictions	With Donor Restrictions	Total	Total
SUPPORT AND REVENUE				
Support				
Foundation and corporate	\$ 186,731	\$ 62,887,069	\$ 63,073,800	\$ 126,704,329
Individual contributions	-	10,254,906	10,254,906	22,124,940
Total support	186,731	73,141,975	73,328,706	148,829,269
Revenue				
Program fees	-	4,402,611	4,402,611	3,399,616
Investment income, net	83,280	-	83,280	56,777
Other	-	141,136	141,136	852,724
Total revenue	83,280	4,543,747	4,627,027	4,309,117
Net assets released from donor restrictions	71,961,662	(71,961,662)	-	-
Total support and revenue	72,231,673	5,724,060	77,955,733	153,138,386
EXPENSES				
Program	66,366,849	-	66,366,849	128,063,357
Management and general	5,932,903	-	5,932,903	3,826,472
Fundraising	4,958,220	-	4,958,220	247,468
Total expenses	77,257,972	-	77,257,972	132,137,297
Change in net assets	(5,026,299)	5,724,060	697,761	21,001,089
NET ASSETS, beginning of year	(266,609)	47,276,121	47,009,512	26,008,423
NET ASSETS, end of year	\$ (5,292,908)	\$ 53,000,181	\$ 47,707,273	\$ 47,009,512

Tides Advocacy
Statements of Functional Expenses
For the Years Ended December 31, 2021 and 2020

	2021			
	Program	Management and General	Fundraising	Total
Salaries	\$ 18,949,982	\$ 3,723,542	\$ 3,697,172	\$ 26,370,696
Benefits and taxes	4,618,839	907,570	901,143	6,427,552
Total Personnel	<u>23,568,821</u>	<u>4,631,112</u>	<u>4,598,315</u>	<u>32,798,248</u>
Grants	23,732,971	-	-	23,732,971
Other fees for service	10,697,386	658,276	352,846	11,708,508
Communications	2,843,786	3,808	305	2,847,899
Office expenses and supplies	2,105,794	60,914	592	2,167,300
Travel and meals	917,064	25,916	5,439	948,419
Occupancy	550,095	229,220	-	779,315
Licenses and service fees	468,762	104,739	285	573,786
Legal fees	423,962	94,656	438	519,056
Insurance	264,405	15,000	-	279,405
Conferences and meetings	221,891	19,511	-	241,402
Taxes	524,710	31,329	-	556,039
Accounting fees	8,577	56,130	-	64,707
Miscellaneous	38,625	2,292	-	40,917
Total Expenses	<u>\$ 66,366,849</u>	<u>\$ 5,932,903</u>	<u>\$ 4,958,220</u>	<u>\$ 77,257,972</u>
	2020			
	Program	Management and General	Fundraising	Total
Salaries	\$ 20,117,124	\$ 2,361,219	\$ 29,587	\$ 22,507,930
Benefits and taxes	4,774,194	468,277	1,383	5,243,854
Total Personnel	<u>24,891,318</u>	<u>2,829,496</u>	<u>30,970</u>	<u>27,751,784</u>
Grants	68,756,820	-	-	68,756,820
Other fees for service	23,351,714	418,029	215,286	23,985,029
Communications	4,432,742	36,963	-	4,469,705
Office expenses and supplies	2,573,678	58,201	233	2,632,112
Conferences and meetings	1,390,930	4,329	-	1,395,259
Travel and meals	656,079	13,017	384	669,480
Taxes	551,081	4,032	-	555,113
Occupancy	530,336	185,564	-	715,900
Licenses and service fees	396,498	135,119	595	532,212
Legal fees	347,328	67,445	-	414,773
Insurance	174,991	49,203	-	224,194
Accounting fees	5,609	25,017	-	30,626
Miscellaneous	4,233	57	-	4,290
Total Expenses	<u>\$ 128,063,357</u>	<u>\$ 3,826,472</u>	<u>\$ 247,468</u>	<u>\$ 132,137,297</u>

Tides Advocacy
Statements of Cash Flows
For the Years Ended December 31, 2021 and 2020

	2021	2020
Cash flows from operating activities:		
Change in net assets	\$ 697,761	\$ 21,001,089
Adjustments to reconcile change in net assets to cash (used in) provided by operating activities:		
Changes in assets and liabilities:		
Grants and accounts receivable	(9,839,310)	303,819
Other receivables	(653,078)	(36,606)
Prepaid expenses	104,480	39,213
Deposits	(8,661)	(5,761)
Accounts payable and accrued expenses	274,937	1,401,909
Grants payable	251,286	306,714
Vacation accrual	429,779	438,590
	(8,742,806)	23,448,967
Net cash (used in) provided by operating activities		
Cash flows from investing activities:		
Software development costs	(54,356)	-
Purchase of mission related investments	(175,000)	(150,000)
	(229,356)	(150,000)
Net cash used in investing activities		
Net change in cash and cash equivalents	(8,972,162)	23,298,967
Cash and cash equivalents, beginning of the year	49,014,403	25,715,436
Cash and cash equivalents, end of the year	\$ 40,042,241	\$ 49,014,403

Tides Advocacy

Notes to Financial Statements

NOTE 1 – NATURE OF ACTIVITIES

Tides Advocacy (the Organization) is a California nonprofit public benefit corporation. The purpose of Tides Advocacy is to support advocacy and political programs that promote social justice, public safety, education, and a sustainable, healthy environment.

The Organization receives admin fee revenues from the agencies that are supported through fiscal sponsorship. These admin fee revenues, which would be part of the net assets without donor restriction, are eliminated in these consolidated financial statements.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation – The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP) applicable to not-for-profit organizations. Accordingly, net assets, revenues, gains, and losses are classified based on the existence or absence of donor-imposed restrictions.

Prior year summarized information – The financial statements include certain prior year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with GAAP. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended December 31, 2020, from which the summarized information was derived.

Description of net assets – Net assets are classified based on existence or absence of donor-imposed restrictions as follows:

Without donor restrictions are net assets and activities that represent the portion of expendable funds that are available to support the Organization's operations. A portion of these net assets may be designated for specific purposes by the Organization. As of December 2021 and 2020, no such designations were made.

With donor restrictions is defined as that portion of net assets that consist of a restriction on the specific use or the occurrence of a certain future event. The Organization also receives grants from charitable foundations and local agencies for initiatives and special projects for which purpose restrictions apply. Such grants and contributions are recorded as net assets with donor restrictions until the purpose restrictions are met.

Cash and cash equivalents – For purposes of the statements of cash flows, the Organization considers all money market funds and other highly liquid investments with original maturities of three months or less when purchased to be cash equivalents.

Receivables:

Grants and accounts receivable – Accounts receivable consist of grants and contributions receivable in addition to receivables for program services. The Organization considers all accounts receivable to be fully collectible at December 31, 2021 and 2020. Contribution receivables represent contribution that have been unconditionally promised but which have not been received prior to year-end. Grants receivable represent uncollateralized obligations related to the Organization grant contracts. Grants receivables are due under the terms of the grant agreements. At December 31, 2021, there were no grants receivable outstanding. The Organization considers all grants receivable to be fully collectible at December 31, 2020.

Other receivables – Other receivables consist of amounts owed per the cost sharing agreement with Tides Foundation and Tides Center in addition to receivables related to cost sharing agreements with external entities. The Organization considers other receivables to be fully collectible at December 31, 2021 and 2020.

Allowance for doubtful accounts – An allowance for doubtful accounts is computed based upon management's evaluation of past experiences and analysis of current receivable balances. Management determines the need for an allowance for doubtful accounts by evaluating individual balances and assessing the likelihood of collections. No allowance for doubtful accounts is considered necessary at December 31, 2021 and 2020. Management expects to collect all receivables during the year ended December 31, 2022. If amounts become uncollectible, they are charged to expense in the period in which that determination is made.

Mission related investments – Mission related investments that would not be made were it not for the relationship of the investment to the Organization's programmatic mission. Although the underlying investments may or may not have a profit motive, that is not the primary focus of the investment by the Organization.

Mission related investments are measured at cost less impairment and are adjusted for observable price changes in orderly transactions for the identical or similar investments of the same issuer. There were no adjustments for observable inputs. These investments are evaluated for impairment annually and written down when appropriate. As of December 31, 2021 and 2020, no such write-downs have occurred.

Concentration of credit risk – Financial instruments potentially subjecting the Organization to concentration risk consist primarily of bank demand deposits in excess of Federal Deposit Insurance Corporation (FDIC) insurance thresholds. The Organization has not experienced any credit losses in such accounts in the past.

Contributions – Foundation and corporate contributions and individual contributions received as well as collectible unconditional promises to give are recognized as revenues in the period the contribution is received. Conditional promises to give are not recognized until they become unconditional; that is when the conditions on which they depend are met. Contributions of assets other than cash are recorded at their estimated fair value at the date of contribution. Contributions to be received after one year are discounted at an appropriate rate commensurate with the risks involved. Amortization of the discount is recorded as additional contribution revenue in accordance with donor imposed restrictions, if any, on the contributions.

Tides Advocacy Notes to Financial Statements

All contributions are considered to be available for use unless specifically restricted by the donor for a specified project, which will then be treated as project revenue. All donor-restricted contributions are reported as increases in net assets with donor restrictions, depending on the nature of the restriction. When a 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 as net assets released from restrictions.

The Organization receives donor contributions to its projects and funds to carry out various advocacy programs. Without the generosity of the donors who are motivated by their social welfare intent, the Organization's projects and funds could not fulfill their missions. From time to time, donor funded staff may carry out workshops or other activities resulting in earned revenue that project donors expect to be retained for a project's restricted purpose. Because of this, the Organization considers all revenues generated by its projects and funds to be net assets with donor restrictions and not for general support of the Organization until released from restriction. The Organization releases funds from restriction by incurring expenses satisfying the purposes and intentions specified by donors.

The Organization records certain revenue from contracts with customers in accordance with Accounting Standards Codification (ASC) Topic 606, *Revenue from Contracts with Customers (Topic 606)*. Under Topic 606, the Organization must identify the contract with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract, and recognize revenue when (or as) the Organization satisfies a performance obligation. Significant revenue has not been recognized in the current reporting period that results from performance obligations satisfied in previous periods.

Sources of revenue from contracts with customers that are in the scope of ASC Topic 606 include the following:

Program fee revenue – Program fee revenue is earned from customers for services rendered as the contract transaction occurs. Program fee revenue is charged to customers on an agreed upon basis as noted in the contracts in place with the customers and is recognized as the performance obligations are satisfied or at the end of the service period. The performance obligation is met when services are performed and or when expenses are incurred.

The Organization has evaluated the nature of its contracts with customers and determined that further disaggregation of revenue from contracts with customers into more granular categories beyond what is presented in the statements of activities was not necessary. The Organization generally fully satisfies its performance obligations on its contracts with customers as services are rendered and the transaction prices are typically fixed; charged either on a periodic basis or based on activity. Because performance obligations are satisfied as services are rendered and the transaction prices are fixed, there is limited judgment involved in applying Topic 606 that significantly affects the determination of the amount and timing of revenue from contracts with customers.

Grants made – Grants are recognized when all conditions are met by grantees, all due diligence has been completed, and they are approved by staff or board committee. Conditional grants are expensed and considered payable only in the period the conditions are satisfied. All grants payable are expected to be paid during the year ending December 31, 2022.

Functional allocation of expenses – The costs of providing various programs and other activities have been summarized on a functional basis in the statements of activities and functional expenses based on time spent on these functions by employees as estimated by Organizational management. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Income taxes – The Internal Revenue Service and the California Franchise Tax Board have determined that the Organization is exempt from federal and state income taxes under Internal Revenue Code Section 501(c)(4) and California Revenue and Taxation Code Section 23701f. The Organization has evaluated its current tax positions as of December 31, 2021 and 2020, and is not aware of any significant uncertain tax positions for which a reserve would be necessary. The Organization’s tax returns are generally subject to examination by federal and state taxing authorities for three and four years, respectively, after they are filed.

Estimates – The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Contingencies – World Health Organization declared the novel coronavirus outbreak a public health emergency. The Organization will continue to monitor the situation closely, but given the uncertainty about the situation, the related financial impact and duration cannot be reasonably estimated at this time.

Subsequent events – Subsequent events are events or transactions that occur after the statement of financial position date but before the financial statements are available to be issued. The Organization recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statement of financial position, including the estimates inherent in the process of preparing the financial statements.

The Organization has evaluated subsequent events through December 6, 2022 which is the date that the financial statements were available to be issued, and has concluded that there were no significant subsequent events to disclose.

Reclassification – Certain amounts from the prior year financial statements have been reclassified in order to conform to the current year presentation. Such reclassifications did not change net assets or changes in net assets as reflected in the prior year financial statements.

Tides Advocacy

Notes to Financial Statements

NOTE 3 – LIQUIDITY AND AVAILABILITY

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the date of the statement of financial position, comprise the following:

	<u>2021</u>	<u>2020</u>
Financial assets:		
Cash and cash equivalents	\$ 40,042,241	\$ 49,014,403
Grants and accounts receivable	12,876,714	3,037,404
Other receivables	985,967	332,889
Mission related investments, held at cost	<u>450,000</u>	<u>275,000</u>
Financial assets at December 31, 2021	<u>54,354,922</u>	<u>52,659,696</u>
Less those unavailable for general expenditure within one year, due to:		
Mission related investments, held at cost	(450,000)	(275,000)
Donor restricted net assets	<u>(53,000,181)</u>	<u>(47,276,121)</u>
Financial assets available to meet cash needs for general expenditures within one year	<u>\$ 904,741</u>	<u>\$ 5,108,575</u>

The Organization's policy is to structure its financial assets to be available to cover the following in order of priority: current operations, planned future operations, opportunities to enhance the Organization's mission, unanticipated expenses, and sudden shortfalls in revenues.

NOTE 4 – MISSION-RELATED INVESTMENTS

During 2019, the Organization entered into Simple Agreements for Future Equity (SAFE) with a for-profit corporation. The SAFE agreements have no maturity date and bear no interest. The agreements provide the right of the investor to future equity in the for-profit corporation per the terms of the agreement.

Per the terms of the SAFE agreements entered into, if there is an equity financing before the instrument expires or is terminated, the company will automatically issue to the investors a number of shares of Safe Preferred Stock equal to the Purchase Amount divided by the Discount Price.

If there is a liquidation event before the expiration or termination of the SAFE agreements, the investor will at its option either: (i) receive a cash payment equal to one and one-tenth times (1.1x) the Purchase Amount or (ii) automatically receive from the Company a number of shares of Common Stock equal to the Purchase Amount divided by the Liquidity Price, if the Investor fails to select the cash option.

As of December 31, 2021 and 2020, no SAFE agreements were converted into equity, nor have any terminated or expired based on the terms of the agreements.

NOTE 5 – CONTINGENCIES

Grant awards require the fulfillment of certain conditions as set forth in the instrument of grant. Failure to fulfill the conditions could result in the return of the funds to the grantors. The Organization deems this contingency remote because by accepting the grants and their terms, it has accommodated the objectives of the Organization to the provisions of the grants. The Organization's management is of the opinion that the Organization has complied with the terms of all grants.

NOTE 6 – CONCENTRATIONS

Support – During the years ended December 31, 2021 and 2020, the Organization received approximately 49% and 56%, respectively, of its support from three and two funders, respectively.

NOTE 7 – NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions to various advocacy programs, amounted to \$53,000,181 and \$47,276,121 as of December 31, 2021 and 2020, respectively. Donor-restricted net assets are restricted for the purposes of supporting advocacy and political programs that promote the following: social justice, public safety, education, and a sustainable, healthy environment.

All net assets with donor restrictions are expected to be released from restriction by December 31, 2022.

NOTE 8 – NET ASSETS RELEASED FROM DONOR RESTRICTIONS

Net assets with donor restrictions of \$72,165,034 and \$128,488,076 were released from restrictions by incurring expenses satisfying the purposes specified by donors during the years ended December 31, 2021 and 2020, respectively.

Releases from restriction include amounts agreed to by donors to cover necessary administrative overhead costs, which vary based on a variety of factors including project employment and staffing needs encompassing payroll support, contracting and contract management, and grant making activities. Approximately 7% and 6% of funds released from restriction consisted of such costs for the years ended December 31, 2021 and 2020, respectively.

NOTE 9 – RETIREMENT BENEFITS

The Organization has a 401(k) retirement plan covering all employees. Employees are eligible to make their own contributions after 30 days of employment. Under the plan, the Organization provides an employer safe harbor matching contribution for eligible participants equal to 100% of the first 4% of employee's contribution and 50% of the next 2%, up to a maximum of 5% of salary.

Plan contributions incurred by the Organization for the years ended December 31, 2021 and 2020, were \$574,426 and \$510,928, respectively.

Tides Advocacy

Notes to Financial Statements

NOTE 10 – RELATED-PARTY TRANSACTIONS

The Organization has relationships with Tides Center, Tides Foundation, Tides Network, Tides, Inc., and Tides Two Rivers Fund (the Entities).

The Organization is a fiscal sponsor for projects that may also have related projects with Tides Center. The Organization may, from time to time, receive contributions that originate from donors who also have projects with Tides Center or grant making activities administered by Tides Foundation. The Organization may also occasionally make grants to Tides Foundation and Tides Center. Similarly, the Entities may make grants to the Organization. The Organization shares certain administrative expenses with the Entities, including use of the Entities' employees, facilities, and a portion of overhead costs of the Entities. The Organization reimburses the Entities for these expenses and any direct expenses paid by the Entities on behalf of the Organization.

Payments to the Entities, excluding reimbursement for administrative costs such as employee benefits, were as follows for the years ended December 31:

	<u>2021</u>	<u>2020</u>
Tides Foundation	\$ 1,970,493	\$ -
Tides Center	187,995	182,881
Tides Network	277,555	103,031
Tides, Inc.	212,473	208,879
Tides Two Rivers Fund	13,802	8,506

Contributions from the Entities to the Organization were as follows for the years ended December 31:

	<u>2021</u>	<u>2020</u>
Tides Foundation	\$ 21,420,317	\$ 64,978,982
Tides Center	5,953,435	3,195,108

