SCHALL & ASHENFARB Certified Public Accountants, LLC

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OPEN PLANS, INC.

Audited Financial Statements

December 31, 2021

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Independent Auditors' Report

To the Board of Directors of
Open Plans, Inc.

Opinion

We have audited the accompanying financial statements of Open Plans, Inc. (the "Organization"), 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 the Organization as of December 31, 2021, and the changes in 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 Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Organization 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 the Organization's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

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Auditors' 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 auditors' 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, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users on the basis of these 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 the Organization'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 the Organization'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.

Report on Summarized Comparative Information

We have previously audited the Organization's 2020 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated October 11, 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.

Schall & Ashenfarb

Schall & Ashenfarb
Certified Public Accountants, LLC

October 11, 2022

OPEN PLANS, INC.
STATEMENT OF FINANCIAL POSITION
AT DECEMBER 31, 2021
(With comparative totals at December 31, 2020)

	12/31/21	12/31/20
Assets		
Cash and cash equivalents	$1,961,746	$437,338
Investments (Note 3)	2,079,549	6,975
Pledges receivable	75,000	0
Fixed assets (Note 4)	8,189	3,225
Investment in privately held company (Note 3)	0	2,708,837
Total assets	$4,124,484	$3,156,375
Liabilities and Net Assets		
Liabilities:		
Accounts payable and accrued expenses	$74,103	$57,314
Total liabilities	74,103	57,314
Net assets:		
Without donor restrictions	3,900,381	3,049,061
With donor restrictions (Note 5)	150,000	50,000
Total net assets	4,050,381	3,099,061
Total liabilities and net assets	$4,124,484	$3,156,375

The attached notes and auditors' report are an integral part of these financial statements.

OPEN PLANS, INC.
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED DECEMBER 31, 2021
(With comparative totals for the year ended December 31, 2020)

	Without Donor Restrictions	With Donor Restrictions	Total 12/31/21	Total 12/31/20
Revenue, gains and other support:				
Contributions	$3,017,915	$150,000	$3,167,915	$1,269,151
Consulting fees			0	20,000
Other revenue			0	458
Investment return (Note 3)	(636,232)		(636,232)	624,798
Net assets released from restriction	50,000	(50,000)	0	0
Total revenue, gains and other support	2,431,683	100,000	2,531,683	1,914,407
Expenses:				
Program services	1,403,438		1,403,438	993,645
Supporting services:				
Management and general	151,519		151,519	103,848
Fundraising	25,406		25,406	67,277
Total supporting services	176,925	0	176,925	171,125
Total expenses	1,580,363	0	1,580,363	1,164,770
Change in net assets	851,320	100,000	951,320	749,637
Net assets - beginning of year	3,049,061	50,000	3,099,061	2,349,424
Net assets - end of year	$3,900,381	$150,000	$4,050,381	$3,099,061

The attached notes and auditors' report are an integral part of these financial statements.

OPEN PLANS, INC.
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2021
(With comparative totals for the year ended December 31, 2020)

		Supporting Services				
	Program Services	Management and General	Fundraising	Total Supporting Services	Total Expenses 12/31/21	Total Expenses 12/31/20
Salaries	$896,322	$71,250	$19,250	$90,500	$986,822	$747,558
Payroll taxes and benefits	223,622	17,776	4,803	22,579	246,201	177,444
Total personnel expenses	1,119,944	89,026	24,053	113,079	1,233,023	925,002
Professional fees	228,475	52,237	722	52,959	281,434	169,206
Insurance	10,255	779	222	1,001	11,256	6,936
Telecommunications	26,056	1,441	381	1,822	27,878	21,678
Program expenses	229	87		87	316	10,000
Marketing	1,275			0	1,275	2,104
Occupancy				0	0	5,617
Office expenses	1,281	766	28	794	2,075	1,609
Fees and dues	6,470	2,812		2,812	9,282	9,832
Travel	9,453			0	9,453	2,323
Depreciation		1,257		1,257	1,257	1,075
Other expenses		3,114		3,114	3,114	9,388
Total expenses	$1,403,438	$151,519	$25,406	$176,925	$1,580,363	$1,164,770

The attached notes and auditors' report are an integral part of these financial statements.

OPEN PLANS, INC.
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2021
(With comparative totals for the year ended December 31, 2020)

	12/31/21	12/31/20
Cash flows from operating activities:		
Change in net assets	$951,320	$749,637
Adjustment to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	1,257	1,075
Unrealized loss/(gain) on investments	636,505	(624,492)
Changes in assets and liabilities:		
Pledges receivable	(75,000)	175,000
Accounts payable and accrued expenses	16,789	14,621
Total adjustments	579,551	(433,796)
Net cash flows provided by operating activities	1,530,871	315,841
Cash flows from investing activities:		
Purchase of investments	(242)	(236)
Purchase of fixed assets	(6,221)	0
Net cash flows used for investing activities	(6,463)	(236)
Net increase in cash and cash equivalents	1,524,408	315,605
Cash and cash equivalents - beginning of year	437,338	121,733
Cash and cash equivalents - end of year	$1,961,746	$437,338
Supplemental information:		
Interest paid	$0	$0
Taxes paid	$0	$0

The attached notes and auditors' report are an integral part of these financial statements.

Note 1 - Organization

Open Plans, Inc. (the "Organization") is a non-profit organization dedicated to transforming the streets of New York City to be truly livable for the residents of this city. Open Plans uses tactical urbanism, grassroots advocacy, policy and targeted journalism to promote structural reforms within city government that support livable streets, neighborhoods and the city-at-large.

The Organization has been notified by the Internal Revenue Services that they are exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for income taxes has been reflected in the accompanying financial statements. The Organization has not been designated as a private foundation.

Note 2 - Significant Accounting Policies

a. Basis of Accounting
The financial statements have been prepared on the accrual basis of accounting which is the process of recognizing revenue and expenses when earned or incurred rather than received or paid.

b. Basis of Presentation
The Organization reports information regarding its financial position and activities according to the following classes of net assets:

- *Net Assets Without Donor Restrictions* – represents those resources for which there are no restrictions by donors as to their use. They are reflected on the financial statements as without donor restrictions.

- *Net Assets With Donor Restrictions* – relates to contributions of cash or other assets with donor stipulations that make clear the assets' restriction, either due to a program nature or by the passage of time and/or must remain intact, in perpetuity. The release from restrictions results from the satisfaction of the restricted purposes specified by the donor.

c. Revenue Recognition
The Organization follows the requirements of the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") 958-606 for recognizing revenue from contracts with customers. Consulting fee revenue falls under FASB ASC 958-606. Each different source of revenue is analyzed to determine that it has a contract with the customer that identifies both the performance obligation and the transaction price. Revenue is recognized when the services are performed. Revenue that has been earned but not paid at year end is recognized as a related receivable. Cash that has been received but not earned at year end is recognized as deferred revenue.

The Organization follows FASB ASC 958-605 for recording contributions, which are recognized at the earlier of when cash is received or at the time a pledge becomes unconditional in nature. Contributions are recorded in the net asset classes referred to above depending on the existence and/or nature of any donor-imposed 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. If donor restricted contributions are satisfied in the same period they were received, they are classified as without donor restrictions.

Contributions may be subject to conditions which are defined as both a barrier to entitlement and a right of return of payments, or release from obligations, and are recognized as income once the conditions have been substantially met. There are no conditional contributions at December 31, 2021.

Unconditional promises to give that are expected to be received in less than one year are recorded at net realizable value. Those that are due in greater than one year are recorded at fair value which is calculated using risk adjusted present value techniques. At December 31, 2021, all pledges receivable are expected to be received within one year.

Management assesses the collectability of grants and contributions receivable based upon historical trends and experience with donors and grantors. Based on that review, management has concluded that all receivables are expected to be collected within one year. As such, no allowance for uncollectible accounts was deemed necessary at December 31, 2021.

d. Cash and Cash Equivalents

The Organization considers all liquid investments that have an initial maturity of three months or less to be cash and cash equivalents.

e. Investments

Investments are recorded at fair value, which is defined as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. Realized and unrealized gains and losses and investment fees are included in income on the statement of activities.

f. Fixed Assets

Purchases of computer equipment that exceed predetermined levels are capitalized at cost or at fair value, if donated. Depreciation is computed using the straight-line method over the estimated useful life of the respective asset, or for leasehold improvements over the life of the lease.

g. Concentration of Credit Risk

Financial instruments which potentially subject the Organization to a concentration of credit risk consist of various cash accounts which have been placed with financial institutions that management deems to be creditworthy. At times, and at year end, balances may exceed federally insured limits; however, the Organization has not experienced any losses due to bank failure.

h. Management Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

i. Functional Allocation of Expenses

The costs of providing various programs and other activities have been summarized on a functional basis in the financial statements. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

The following expenses were allocated using time and effort as the basis:

- Salaries
- Payroll taxes and benefits
- Insurance
- Telecommunications
- Occupancy
- Office expenses

All other expenses have been charged directly to the applicable program or supporting service.

j. Advertising Costs

Advertising costs are expensed as incurred.

Accounting for Uncertainty of Income Taxes

The Organization does not believe its financial statements include any material, uncertain tax positions. Tax filings for periods ending December 31, 2018 and later are subject to examination by applicable taxing authorities.

k. Summarized Comparative 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 accounting principles generally accepted in the United States of America. 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.

l. New Accounting Pronouncements

FASB issued Accounting Standards Update ("ASU") No. 2020-07, *Presentation and Disclosures by Not-for-Profit Entities for Contributed Nonfinancial Assets*, which becomes effective for the December 31, 2022 year. This ASU focuses on improving transparency in the reporting of contributed nonfinancial assets and requires a separate line-item presentation on the statement of activities and additional disclosures.

FASB issued ASU No. 2016-02, *Leases*. The ASU which becomes effective for the December 31, 2022 year, requires the full obligation of long-term leases to be recorded as a liability with a corresponding "right to use asset" on the statement of financial position.

The Organization is in the process of evaluating the impact these standards will have on future financial statements.

Note 3 - Investments

Accounting standards have established a fair value hierarchy giving the highest priority to quoted market prices in active markets and the lowest priority to unobservable data. The fair value hierarchy is categorized into three levels based on the inputs as follows:

Level 1 - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Organization has the ability to access.

Level 2 - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

Investments consist of:

	December 31, 2021		
	Level 1	Level 3	Total
Cash equivalents	$1,772	$0	$1,772
Equities	5,719	0	5,719
Equities – Planet Labs	2,072,058	0	2,072,058
Total	$2,079,549	$0	$2,079,549

	December 31, 2020		
	Level 1	Level 3	Total
Cash equivalents	$1,529	$0	$1,529
Equities	5,446	0	5,446
Privately held company – Planet Labs	0	2,708,837	2,708,837
Total	$6,975	$2,708,837	$2,715,812

Level 1 Securities – consists of cash and equities which are valued at the closing price reported on the active market that they are traded on.

Level 3 Investments - in prior years, the Organization invested in a privately held company. This initial company was acquired by a separate private company, which resulted in the Organization obtaining shares of the acquiring company, Planet Labs. The value at December 31, 2020 is based on a 409a valuation, which is an independent appraisal of the fair market value of a private company's common stock. The valuation from section 409a of the IRS IRC determines the cost to purchase a share. On December 8, 2021, Planet Labs began trading publicly. Subsequent to year-end, the Organization sold all of its shares for a total of approximately $2,014,000.

Changes in level 3 investments are as follows:

	12/31/21	12/31/20
Beginning of year	$2,708,837	$2,085,535
Unrealized gain	596,348	623,302
Conversion to publicly traded company	(3,305,185)	0
Net investment income	$0	$2,708,837

Investment return consists of:

	12/31/21	12/31/20
Interest and dividends	$273	$306
Unrealized (loss)/gain – equities	(1,232,853)	1,190
Unrealized gain – privately held company	596,348	623,302
Total	($636,232)	$624,798

Note 4 - Fixed Assets

Fixed assets consist of the following:

	12/31/21	12/31/20
Computer hardware – *5 year life*	$13,859	$7,638
Less: accumulated depreciation	(5,670)	(4,413)
Total fixed assets, net	$8,189	$3,225

Note 5 - Net Assets With Donor Restrictions

Net assets with donor restrictions can be summarized as follows:

	December 31, 2021			
	Balance 1/1/21	Contributions	Released from Restrictions	Balance 12/31/21
Program Restrictions:				
Park 103 project	$50,000	$150,000	($50,000)	$150,000

	December 31, 2020			
	Balance 1/1/20	Contributions	Released from Restrictions	Balance 12/31/20
Program Restrictions:				
Park 103 project	$20,000	$50,000	($20,000)	$50,000
Time	175,000	0	(175,000)	0
Total	$195,000	$50,000	($195,000)	$50,000

Note 6 - Availability and Liquidity

The following reflects the Organization's financial assets at December 31, 2021 that are available to meet cash needs for general expenditures within one year:

Financial assets at year-end:		
Cash and cash equivalents	$1,961,746	
Investments	2,079,549	
Pledges receivable	75,000	
Total financial assets		$4,116,295
Less amounts not available for general expenditures:		
Donor contributions restricted to specific purposes		(150,000)
Financial assets available to meet cash needs for general expenditures within one year		$3,966,295

The Organization maintains cash on hand to be available for its general expenditures, liabilities, and other obligations for on-going operations. As part of its liquidity management, the Organization operates its programs within a board approved budget and relies on grants and contributions to fund its operations and program activities.

Note 7 - Significant Concentrations

Contributions from three donors amounted to 98% and 97% of the Organization's total contributions for the years ended December 31, 2021 and 2020, respectively.

Note 8 - Subsequent Events

Subsequent events have been evaluated through October 11, 2022, the date the financial statements were available to be issued. Adjustments and disclosures have been made for all subsequent events that have occurred.

Note 9 - Other Matters

On January 30, 2020, the World Health Organization declared the coronavirus outbreak a "Public Health Emergency of International Concern" and on March 10, 2020, declared it to be a pandemic. Actions taken around the world to help mitigate the spread of the coronavirus include restrictions on travel, quarantines in certain areas, and forced closures for certain types of public places and businesses. The coronavirus and actions taken to mitigate it have had and are expected to continue to have an adverse impact on the economies and financial markets of many countries, including the geographical area in which the Organization operates. As of the date of these financial statements, many of the travel restrictions and stay at home orders have been lifted; however, supply chains remain impacted. Management continues to monitor the outbreak; however, as of the date of these financial statements, the potential impact cannot be quantified.