# THE OCEAN FOUNDATION FINANCIAL STATEMENTS

JUNE 30, 2012

THE OCEAN FOUNDATION
FINANCIAL STATEMENTS
JUNE 30, 2012

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#### INDEPENDENT AUDITOR'S REPORT

Board of Directors The Ocean Foundation Washington, DC

We have audited the accompanying statement of financial position of The Ocean Foundation (a nonprofit organization) as of June 30, 2012, and the related statements of activities, functional expenses, and cash flows for the year then ended. These financial statements are the responsibility of the management of The Ocean Foundation. Our responsibility is to express an opinion on these 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 financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Ocean Foundation as of June 30, 2012 and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

KRONZEK, FISHER & LOPEZ, PLLC

Certified Public Accountants

November 8, 2012

EXH	IIBIT	'A'
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# STATEMENT OF FINANCIAL POSITION

# JUNE 30, 2012

# **ASSETS**

CURRENT ASSETS		
Cash and cash equivalents	\$	1,555,878
Grants and accounts receivable		1,920,585
Prepaid expenses and other current assets		74,665
		3,551,128
PROPERTY AND EQUIPMENT		
Equipment and software		94,307
Furniture and fixtures		2,041
		96,348
Less: accumulated depreciation		78,832
		17,516
OTHER ACCETO		
OTHER ASSETS Security Deposits	Φ.	0.44
Security Deposits		341
		341
TOTAL ASSETS	\$	3,568,985
<u>LIABILITIES AND NET ASSETS</u>		
CURRENT LIABILITIES		
CURRENT LIABILITIES	•	100 017
Accounts payable & accrued expenses	_\$_	162,947
TOTAL LIABILITIES		162,947
		102,341
NET ASSETS		
Unrestricted - Non Designated 23,836		
- Board Designated 1,450,873		1,474,709
Temporarily Restricted		1,931,328
TOTAL NET ASSETS		0.400.007
TOTAL NET AGGETG	<del></del>	3,406,037
TOTAL LIABILITIES AND NET ASSETS	\$	3,568,985

See accompanying notes to financial statements.

# STATEMENT OF ACTIVITIES

# FOR THE YEAR ENDED JUNE 30, 2012

	U	nrestricted	emporarily Restricted	 Total
REVENUE & SUPPORT Grants & contributions Program service revenue Interest income	\$	451,927 338,655 2,036	\$ 4,300,150	\$ 4,752,076 338,655 2,036
Net assets released from restriction: Satisfaction of program restrictions		792,617 5,068,068	4,300,150 (5,068,068)	5,092,767
Total revenue & support	•	5,860,685	 (767,919)	 5,092,767
EXPENSES Program Services Protecting Marine Habitats Protecting Species of Concern Building Marine Community Capacity Ocean literacy Total program expenses  Support Services Management & general Fundraising		729,454 1,898,808 548,653 1,378,916 4,555,832 376,383 160,520	- - - - -	729,454 1,898,808 548,653 1,378,916 4,555,832 376,383 160,520
Total support expenses		536,903	-	536,903
Total expenses		5,092,735	 _	 5,092,735
CHANGE IN NET ASSETS (DEFICIT)		767,950	(767,919)	31
Beginning net assets		706,759	 2,699,247	 3,406,006
Ending net assets	\$	1,474,709	\$ 1,931,329	 3,406,037

THE OCEAN FOUNDATION
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED JUNE 30, 2012

	Mari	Protecting Marine Habitats	T 00 -	Protecting Species of Concern	Build O	Building Marine Community Capacity	<u>п</u> 90	Expanding Ocean Literacy		Total Program	Management & General	<u> </u>	Fundraising	-	Total Expenses
Grants awarded	↔	271,891	€	806,533	€9	221,107	€9	178,520	€9	1,478,050	, €	€9	•	€9	1,478,050
Salaries & wages		55,878		253,522		45,524		338,818		693,742	204,800		83,798		982,340
Payroll taxes		4,862		19,326		3,693		24,687		52,568	17,930		5,977		76,474
Employee benefits		6,527		23,039		4,903		52,624		87,093	24,073		8,024		119,190
Training & development		854		6,046		216		1,161		8,277	937		312		9,527
Travel & carbon offsets		81,067		75,822		59,636		150,128		366,653	10,801		17,944		395,398
Conferences & meetings		8,872		39,290		10,079		31,624		89,865	3,210		2,740		95,814
Project & field expenses		20,139		81,260		1,253		17,941		120,592	33		=		120,636
Educational merchandise		•		•		497		•		497	8		•		497
Scientific & technical consultants		90,000		140,663		,		1,654		202,317	•		•		202,317
Research & advocacy fees				2,577		4,105		32,996		39,678	t				39,678
Communications & design fees		639		25,080		8,781		31,674		66,174	2,358		786		69,318
Web hosting, design & maint		30,275		8,455		19,202		30,196		88,128	6,574		2,192		96,894
Program mgt & support fees		160,472		241,247		135,726		384,137		921,582	30,650		13,016		965,248
Legal fees		2,859		6,345		2,481		4,808		16,492	8,941		2,980		28,414
Accounting & bookkeeping svcs		4,837		12,659		3,633		10,869		31,999	17,839		5,946		55,785
Insurance		2,718		7,113		2,042		5,138		17,011	10,024		3,341		30,377
Office expenses, supplies, equip		1,189		65,252		8,901		19,062		94,404	2,312		77.1		97,486
Occupancy		7,740		16,398		2,651		18,529		45,318	21,908		7,302		74,528
Telephone & Internet		1,834		6,430		1,322		3,410		12,995	1,163		388		14,546
Printing & duplicating		855		10,598		430		5,943		17,826	626		913		19,677
Postage & delivery		674		5,092		545		3,831		10,138	209		129		10,477
Dues, books & subscriptions		1,325		37,063		2,424		8,572		49,384	2,041		713		52,139
Bank & donation processing fees		1,379		3,374		763		17,547		23,064	1,718		595		25,376
Depreciation		1,599		4,184		1,201		3,022		10,006	5,896		1,965		17,868
Advertising		12		93		7,138		901		8,081	43		14		8,139
Licenses, taxes & fees		928	- 1	1,408		404		1,127		3,897	1,984		661		6,542
	မှာ	729,454	မှာ	1,898,808	φ	548,653	₩.	1,378,916	မာ	4,555,831	\$ 376,383	€9	160,520	မှာ	5,092,735

### EXHIBIT 'D'

# THE OCEAN FOUNDATION

### STATEMENT OF CASH FLOWS

# FOR THE YEAR ENDED JUNE 30, 2012

Cash flows from operating activities: Cash received from grants & contributions Cash received from program service revenue Interest received Cash paid to contractors and vendors	\$ 4,752,076 338,655 2,036 (5,092,735)
Net cash used by operating activities	31
Cash flows from investing activities: Acquisition of equipment	 (13,481)
Net increase in cash and cash equivalents	(13,450)
Cash and cash equivalents - July 1, 2011	1,341,879
Cash and cash equivalents - June 30, 2012	 1,328,429
Reconciliation of increase in net assets to net cash used by operating activities:	
Change in net assets	\$ 31
Adjustments to reconcile increase in net assets to net cash used by operating activities:	
Depreciation	17,868
Changes in assets and liabilities: Decrease in grants receivable Decrease in prepaid expenses Increase in accounts payable & accrued expenses	784,531 25,592 24,798
Net cash used by operating activities	 852,820

#### NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2012

#### **NOTE 1 - ORGANIZATION**

The Ocean Foundation is a non-profit organization, incorporated in California in 2001 and is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code. The organization is a publicly supported organization under Section 509(a)(1) of the Internal Revenue Code and Subsection 170(b)(A)(vi).

#### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Standard – The organization follows Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 105-10, *FASB Codification*. The FASB Codification is the single source of authoritative U.S. generally accepted accounting principles (GAAP). Accordingly, references to GAAP have been updated for the appropriate Codification reference.

<u>Basis of accounting</u> - The financial statements of the organization have been prepared on the accrual basis of accounting.

Revenue Recognition – Unconditional grants and contributions are recognized as revenue when awarded. Conditional grants and contributions are recognized as revenue when the condition is met. Restricted revenue is classified in the temporarily restricted fund until the provisions of the restriction are satisfied. Unrestricted grants & contributions are classified in the unrestricted fund when recognized.

<u>Cash and Cash Equivalents</u> – The organization considers cash equivalents to be highly liquid investments with original maturities at time of purchase of less than 90 days.

<u>Furniture</u>, <u>Equipment & Software</u> – Furniture, Equipment & Software is recorded at cost of acquisition or fair market value of donation. Depreciation on such fixed assets is determined by the straight-line method based on an estimated useful life of three to seven years.

<u>Functional expenses</u> - The organization accounts for its expenses on a functional basis. Functional expenses include certain allocated overhead costs (rent, telephone, insurance, etc).

<u>Fair Value of Financial Instruments</u> - The financial instruments of the organization are reported on the statement of financial position at market or fair values, or at carrying amounts that approximate fair values because of the short maturity of the instruments. See Note 5 for a description of financial instruments carried at fair value.

<u>Estimates</u> - The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

#### NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2012

### NOTE 3 - COMMITMENTS AND CONTINGENCIES

The organization subleases office space located at 1990 M Street, NW, Suite 250, Washington DC under a seven-year lease effective June 1, 2007 and expiring May 31, 2014. Effective September 1, 2010, the organization entered an agreement to amend its sublease to increase its office space to 1,566 square feet. Monthly base rent payments under the amended sublease are \$5,411, provided however, that the amount of the monthly base rent shall automatically increase by 2.5% on each anniversary of the commencement date of the sublease. The minimum lease commitment contained in the lease is \$66,706 for the fiscal year ending June 30, 2013 and \$62,546 for the fiscal year ending June 30, 2014.

#### NOTE 4 - TEMPORARILY RESTRICTED AND BOARD DESIGNATED NET ASSETS

The organization's purpose is to encourage and facilitate a variety of philanthropic and programmatic work to preserve the health of the Oceans, globally. To further this goal, the organization manages a variety of funds some of which actively conduct programs and some of which raise and grant money to further various important Ocean conservation goals.

The organization designates its Net Assets in three categories: Temporarily Restricted, Unrestricted - Board Designated, and Unrestricted. The organization has no permanently restricted net assets.

It uses the category of "Unrestricted - Board Designated" for two types of situations. In the first type of situation, a fund will generate program service revenue, which, as earned income rather than support, is not restricted, but the Board has designated that funds may keep their revenues, and therefore that part of a fund's balance is characterized as Unrestricted - Board Designated. In the second situation, the organization has a donor advised fund which has goals which are as broad as the world's Oceans, identical to the exempt purpose of the organization itself. However, since a key strategy in encouraging philanthropic support for the Oceans is to nurture and develop various types of funds including donor advised funds, the organization has designated the broad donor advised fund's net assets as "Unrestricted - Board Designated."

Temporarily Restricted and Unrestricted – Board Designated Net Assets are available for the following purposes:

	Temporarily Restricted Purpose	Unrestricted Board Designated	Fund <u>Total</u>
Protecting Marine Habitats			
Coral Reef	\$ -	\$ 5,171	\$ 5,171
Polar Seas	37,994	-	37,994
SeaGrass Grow	6,830	-	6,830
Cuba Marine Rsrch & Cons	40,522	-	40,522
LSIESP	80,691	-	80,691
Surfers Without Borders	7,425	-	7,425

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

# JUNE 30, 2012

	Temporarily Restricted Purpose	Unrestricted Board Designated	Fund <u>Total</u>
Protecting Marine Habitats (cont.)			
Guanaja Mangrove Restoration High Seas Alliance CAF	5,085 -	159,110	5,085 159,110
Belize DAF	_	117,378	117,378
Watershed Project	20	-	20
Friends of GA Strait Alliance Friends of Seaflower	123 128	-	123 128
Friends of Seaflower Friends of Eco Alianza Loreto	3,912	-	3,912
Friends of Lco Alianza Edieto Friends of Jamaica Enviro. Trust	506	25	531
SURMAR-ASIMAR	33,235	-	33,235
W. Henry Coral Reef DAF	222,253	_	222,253
Deborah Williams DAF	38,611	_	38,611
Coastal CODE DAF	<u>11,770</u>	<del>_</del>	11,770
Sub-total Protecting Marine Habitats	\$489,105	\$281,684	\$770,789
Protecting Species of Concern		•	
Marine Mammal	\$ 249	\$ -	\$ 249
Sea Turtle FIF	120	-	120
Eastern Pacific Hawksbill Initiative	6,467	117,900	124,367 121,073
Shark Advocates International	57,658 224,228	63,415 301,134	525,362
ProCaguama Tag-A-Giant	224,220	99,412	99,412
Atlantic Salmon-Lost at Sea	2,003	33,412	2,003
Sea Stewards Healthy Oceans	26,403	_	26,403
Friends of La Tortuga Viva	6,387		6,387
Friends of Grupo Tortuguero	-	7,199	7,199
Friends of Tortugueros Las Playitas	3,078	· -	3,078
Friends of Iemanya	2,380	-	2,380
PLF Marine Mammal Research DAF	94,139	-	94,139
Boyd N. Lyon Sea Turtle CAF	41,411		41,411
ISSF Sea Turtle	<u>47,156</u>	-	<u>47,156</u>
Sub-total Protecting Species of Concern	n \$ 511,679	\$ 589,060	\$1,100,739
Dida Maria a Carara Canacita			
Bldg Marine Comm Capacity World Oceans FIF	\$ 21,295	\$ 2,282	\$ 23,577
Gulf Restoration Fund	14,530	φ 2,202	14,530
Marine Ecosystems Service Plan	20,107	_	20,107
Blue Cloud Spatial	115,620	_	115,620
Blue Climate Solutions	53,970	· •	53,970
Ocean Conservation Research	-	64,756	64,756
SEEtheWILD	50,863	- ,	50,863
SEE Turtles	30,081	1,109	31,190
Anonymous		224,989	224,989
Sub-total Bldg Marine Comm Capacity	\$306,466	\$293,136	\$599,602

### NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### JUNE 30, 2012

	Temporarily Restricted Purpose	Unrestricted Board <u>Designated</u>	Fund <u>Total</u>
Expanding Ocean Literacy			
Blue Legacy	\$ -	\$ 2,583	\$ 2,583
The Ocean Project - General	150,173	· · · · · ·	150,173
The Ocean Project - Opinion Research	103,915	241,153	345,068
Ocean Connectors	22,678	18,070	40,748
Ocean Doctor	2,470	-	2,470
Ocean Revolution	136,786	(1,503)	135,283
The Art of Coral	7,001	-	7,001
The Sea Around You	3,865	-	3,865
Oceans are Talking	-	308	308
Friends of Casa Hogar	405	-	405
The Science Exchange	81,533	25,653	107,186
The Last Ocean Project	72,818	-	72,818
Colorado Ocean Coalition	13,866	730	14,596
LivBlue	28,567	_	<u>28,567</u>
Sub-total Expanding Ocean Literacy	\$ 624.077	\$ 286.994	<u>\$ 911.071</u>
Total Net Assets	<u>\$1,931,327</u>	<u>\$1,450,874</u>	<u>\$3,382,201</u>

Net assets were released from donor restrictions by incurring expenses or satisfying the purpose of time restriction specified by donors as shown below. In the case of the Anonymous Donor Advised Fund, the amount shown as released includes the reclassification of the fund from Temporarily Restricted to Unrestricted – Board Designated based on the broad purposes discussed above.

Protecting Marine Habitats	
Coral Reef	\$ 51,259
Polar Seas	72,509
Coast & Beaches	2,124
Coastal Coordination	20,025
SeaGrass Grow	3,830
Cuba Marine Rsrch & Cons	219,323
LSIESP	94,974
Surfers Without Borders	3,848
Guanaja Mangrove Restoration	6,509
High Seas Alliance CAF	161,895
Belize DAF	32,622
Watershed Project	3,860
Friends of GA Strait Alliance	22
Friends of Seaflower	9
Friends of Eco Alianza Loreto	1,900
Friends of Jamaica Envt Trust	5,996
SURMAR-ASIMAR	3,993

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

# JUNE 30, 2012

# Protecting Marine Habitats (cont.)

W. Henry Coral Reef DAF Deborah Williams DAF Coastal CODE DAF Lateral Line	_	19,000 2,291 34,432 9,112
Sub-total Protecting Marine Habitats	\$	749,533
Protecting Species of Concern Marine Mammal Sea Turtle Eastern Pacific Hawksbill Initiative Shark Advocates International ProCaguama Tag-A-Giant Atlantic Salmon-Lost at Sea Sea Stewards Healthy Oceans Friends of La Tortuga Viva Friends of Grupo Tortuguero Friends of Tortugueros Las Playitas Friends of Iemanya PLF Marine Mammal Rsrch DAF Boyd N. Lyon Sea Turtle ISSF Sea Turtle	\$	66 7,395 112,486 116,718 234,685 525,532 57,902 15,955 18,459 11,157 547 85,020 522,692 2,748 107,925
Sub-total Protecting Species of Concern	\$ 1	1,819,287
Bldg Marine Comm Capacity World Ocean Gulf Restoration Fund Marine Ecosystems Service Plan Blue Cloud Spatial Blue Climate Solutions Ocean Conservation Research SEEtheWILD - GEN SEE Turtles JSCK DAF Pro Peninsula Sub-total Bldg Marine Comm Capacity	\$	197,743 28,133 12,626 84,498 22,261 74,896 67,681 52,136 593,879 39,944
Expanding Ocean Literacy Blue Legacy The Ocean Project - GEN The Ocean Project - Opinion Research	\$	79,112 134,525 398,347

#### NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2012

Expanding Ocean Literacy (cont.)	
Ocean Connectors	71,083
Ocean Doctor	13,980
Ocean Revolution	181,581
The Art of Coral	11,053
The Seas Around You	8,135
Oceans are Talking	72,474
Friends of Casa Hogar	1,020
The Science Exchange	31,116
The Last Ocean Project	68,361
Colorado Ocean Coalition	33,350
LivBlue	97,278
Deep Surface	(640)
Eye of the Whale	6
Friends of Ocean Gate	25,000
Striper Wars	1,898
Sonar and Whales	20,843
Weird and Wild in the Sea	42,786
Sub-total Expanding Ocean Literacy	\$ 1,291,308
Total Purpose Restricted Net Assets	
Released and Reclassified	\$ 5,033,925

#### NOTE 5 - FAIR VALUE MEASUREMENTS

The organization follows FASB ASC 820-10 for financial assets (and liabilities) measured on a recurring basis, effective January 1, 2008. FASB ASC 820-10 clarifies fair value, establishes a framework for measuring fair value under generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. FASB ASC 820-10 emphasizes that fair value is a market based measurement, not an entity-specific measurement and, therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. FASB ASC 820-10 established a fair value hierarchy based upon the transparency of the inputs to the valuation of an asset or liability. These inputs may be observable, As a basis for considering market participant assumptions in fair value measurements, whereby the market participant assumptions are developed based on market data obtained from independent sources, and unobservable, whereby assumptions about market participant assumptions are developed by the reporting entity based on the best information available in the circumstances. The three levels of the fair value hierarchy under FASB ASC 820-10 are described as follows:

Level 1 – inputs based on quoted prices (unadjusted) in active markets for identical assets or liabilities accessible at the measurement date.

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset and liability, either directly or indirectly, through corroboration with observable market data (market corroborated inputs).

### NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2012

Level 3 – unobservable inputs for the asset or liability including inputs that reflect the reporting entity's own assumptions in determining the fair value measurements.

The following table summarizes the Organization's assets and liabilities measured at fair value on a recurring basis as of June 30, 2012:

#### Assets Measured at Fair Value

		Quoted
		Prices in
		Active
		Markets for
		Identical
Description	Fair Value	(Level 1)
Money Market Fund	\$10,059	\$10,059

The Organization used the following methods and significant assumptions to estimate fair value for assets and liabilities recorded at fair value.

Market Fund – is valued using the net asset value provided by the administrator of the fund. The net asset value is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. Money Market Funds seek a stable \$1.00 net asset value. The net asset value is a quoted price in an active market and classified within Level 1 of the valuation hierarchy.

### NOTE 6 - CONCENTRATION OF CREDIT RISK

The organization maintains cash balances in excess of \$250,000 in accounts, which are insured by the Federal Deposit Insurance Corporation up to \$250,000. At June 30, 2012, the organization's cash balance in excess of FDIC insurance totaled \$988,425.

#### NOTE 7 - RETIREMENT PLAN

The Organization offers eligible employees the option of investing in a tax-deferred 401(k) retirement plan. Employee elective deferrals are allowed after one year of service. The Organization will contribute, at its sole discretion, an amount determined from year to year on a pro rata basis. The employer contributions vest over a five year period. Pension expense for the fiscal year ended June 30, 2012 was \$56,486.

### NOTE 8 - IN-KIND DONATION

The Organization received a donation for the usage of a vessel for its program activities valued at \$30,044. The donation has been recognized respectively under "grants and contributions" and "office expense, supplies, equipment".

#### NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2012

#### **NOTE 9 – INCOME TAXES**

The organization is exempt from income taxes under Internal Revenue Code 501 (c) (3) and applicable DC statutes. No provision for income taxes is required at June 30, 2012, as the Organization had no net unrelated business income.

The organization follows FASB ASC 740-10, Income Taxes the authoritative guidance relating to accounting for uncertainty in income taxes. These provisions provide consistent guidance for the accounting for uncertainty in income taxes recognized in an entity's financial statements and prescribe a threshold of "more likely than not" for recognition and derecognition of tax positions taken or expected to be taken in a tax return. The Organization performed an evaluation of uncertain tax positions for the year ended June 30, 2012, and determined that there were no matters that would require recognition in the financial statements or which may have any affect on its tax-exempt status. As of June 30, 2012, the statute of limitations for tax years 2009 through 2011 remains open with federal and DC authorities.

#### NOTE 10 - SUBSEQUENT EVENTS

The organization's management has evaluated subsequent events through November 8, 2012, the date the financial statements were available to be issued. There were no subsequent events identified through November 8, 2012, required to be disclosed in these financial statements.