

Galveston Bay Foundation, Inc.

Financial Statements
and Independent Auditors' Report
for the years ended December 31, 2021 and 2020

Galveston Bay Foundation, Inc.

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Independent Auditors' Report

To the Board of Directors of
Galveston Bay Foundation, Inc.:

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Galveston Bay Foundation, Inc. (the Foundation), which comprise the statements of financial position as of December 31, 2021 and 2020, and the related statements of activities, of functional expenses, and of cash flows for the years 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 Foundation as of December 31, 2021 and 2020, 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 and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. 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 Foundation 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 the Foundation's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

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 and *Government 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.

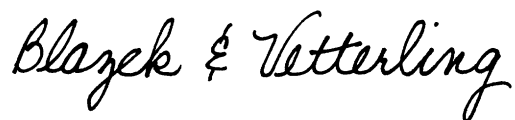
In performing an audit in accordance with generally accepted auditing standards and *Government Auditing Standards*, we:

- 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 Foundation'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 Foundation'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 Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated May 23, 2022 on our consideration of the Foundation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Foundation's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Foundation's internal control over financial reporting and compliance.



May 23, 2022

Galveston Bay Foundation, Inc.

Statements of Financial Position as of December 31, 2021 and 2020

	<u>2021</u>	<u>2020</u>
ASSETS		
Current assets:		
Cash (Note 3)	\$ 2,877,823	\$ 2,092,687
Prepays and other receivables	55,301	152,494
Contributions and grants receivable (Note 4)	842,925	986,032
Contributed use of property (Note 5)	<u>55,831</u>	<u>55,831</u>
Total current assets	3,831,880	3,287,044
Cash held for board-designated reserves (Note 3)	440,000	230,000
Cash restricted for capital campaign (Note 3)	3,242,727	2,116,202
Contributions receivable for capital campaign, net (Note 4)	1,063,279	1,003,153
Contributed use of property – long-term portion (Note 5)	16,767	72,598
Property, net (Note 5)	<u>19,227,935</u>	<u>11,682,818</u>
TOTAL ASSETS	<u>\$ 27,822,588</u>	<u>\$ 18,391,815</u>
LIABILITIES AND NET ASSETS		
Current liabilities:		
Accounts payable and other accrued liabilities	\$ 188,059	\$ 309,250
Construction payable	48,754	7,144
Refundable advances	89,940	41,092
Notes payable – current portion (Note 7)	<u>14,394</u>	<u>113,717</u>
Total current liabilities	341,147	471,203
Funds held for others	155,476	155,476
Notes payable – long-term portion (Note 7)	<u>579,025</u>	<u>593,420</u>
Total liabilities	<u>1,075,648</u>	<u>1,220,099</u>
Net assets:		
Without donor restrictions (Note 8)	19,426,201	11,794,694
With donor restrictions (Note 9)	<u>7,320,739</u>	<u>5,377,022</u>
Total net assets	<u>26,746,940</u>	<u>17,171,716</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 27,822,588</u>	<u>\$ 18,391,815</u>

See accompanying notes to financial statements.

Galveston Bay Foundation, Inc.

Statement of Activities for the year ended December 31, 2021

	WITHOUT DONOR RESTRICTIONS	WITH DONOR RESTRICTIONS	TOTAL
OPERATING REVENUE:			
Contributions and grants:			
Grant revenue (Note 10)		\$ 15,620,502	\$ 15,620,502
Other contributions	\$ 1,244,561	1,373,614	2,618,175
Donated conservation easements (Note 6)	625,405		625,405
Special events	641,621		641,621
Costs of direct donor benefits	(179,255)		(179,255)
Program fees and other income	<u>91,864</u>		<u>91,864</u>
Total operating revenue	2,424,196	16,994,116	19,418,312
Net assets released from restrictions:			
Program expenditures	16,740,973	(16,740,973)	
Time-restricted	6,600	(6,600)	
Capital campaign expenditures	<u>210,200</u>	<u>(210,200)</u>	
Total	<u>19,381,969</u>	<u>36,343</u>	<u>19,418,312</u>
OPERATING EXPENSES:			
Program services:			
Conservation	9,186,389		9,186,389
Education	802,375		802,375
Advocacy	393,487		393,487
Research	<u>122,414</u>		<u>122,414</u>
Total program services	10,504,665		10,504,665
Supporting services:			
Management and general	502,607		502,607
Fundraising	<u>853,984</u>		<u>853,984</u>
Total operating expenses	<u>11,861,256</u>		<u>11,861,256</u>
CHANGES IN NET ASSETS FROM OPERATIONS	7,520,713	36,343	7,557,056
OTHER CHANGES IN NET ASSETS:			
Capital campaign contributions		2,018,168	2,018,168
Forgiveness of debt	100,000	(100,000)	
Capital property additions	<u>10,794</u>	<u>(10,794)</u>	
CHANGES IN NET ASSETS	7,631,507	1,943,717	9,575,224
Net assets, beginning of year	<u>11,794,694</u>	<u>5,377,022</u>	<u>17,171,716</u>
Net assets, end of year	<u>\$ 19,426,201</u>	<u>\$ 7,320,739</u>	<u>\$ 26,746,940</u>

See accompanying notes to financial statements.

Galveston Bay Foundation, Inc.

Statement of Activities for the year ended December 31, 2020

	WITHOUT DONOR RESTRICTIONS	WITH DONOR RESTRICTIONS	TOTAL
OPERATING REVENUE:			
Contributions and grants:			
Grant revenue (<i>Note 10</i>)		\$ 5,838,366	\$ 5,838,366
Other contributions	\$ 1,301,983	1,072,324	2,374,307
Donated conservation easement (<i>Note 6</i>)	1,600,000		1,600,000
Special events	388,489		388,489
Costs of direct donor benefits	(24,711)		(24,711)
Program fees and other income	<u>176,864</u>		<u>176,864</u>
Total operating revenue	3,442,625	6,910,690	10,353,315
Net assets released from restrictions:			
Program expenditures	6,867,296	(6,867,296)	
Time-restricted	100,000	(100,000)	
Capital campaign expenditures	<u>168,823</u>	<u>(168,823)</u>	
Total	<u>10,578,744</u>	<u>(225,429)</u>	<u>10,353,315</u>
OPERATING EXPENSES:			
Program services:			
Conservation	7,260,117		7,260,117
Education	634,384		634,384
Advocacy	341,125		341,125
Research	<u>114,243</u>		<u>114,243</u>
Total program services	8,349,869		8,349,869
Supporting services:			
Management and general	415,598		415,598
Fundraising	<u>699,365</u>		<u>699,365</u>
Total operating expenses	<u>9,464,832</u>		<u>9,464,832</u>
CHANGES IN NET ASSETS FROM OPERATIONS	1,113,912	(225,429)	888,483
OTHER CHANGES IN NET ASSETS:			
Capital campaign contributions		1,143,176	1,143,176
Release from restrictions for debt payments	<u>1,940,300</u>	<u>(1,940,300)</u>	
CHANGES IN NET ASSETS	3,054,212	(1,022,553)	2,031,659
Net assets, beginning of year	<u>8,740,482</u>	<u>6,399,575</u>	<u>15,140,057</u>
Net assets, end of year	<u>\$ 11,794,694</u>	<u>\$ 5,377,022</u>	<u>\$ 17,171,716</u>

See accompanying notes to financial statements.

Galveston Bay Foundation, Inc.

Statement of Functional Expenses for the year ended December 31, 2021

EXPENSES	CONSERVATION	EDUCATION	ADVOCACY	RESEARCH	TOTAL PROGRAM SERVICES	MANAGEMENT AND GENERAL	FUNDRAISING	TOTAL
Salaries and related expenses	\$ 538,837	\$ 405,720	\$ 192,754	\$ 57,835	\$ 1,195,146	\$ 333,631	\$ 484,983	\$ 2,013,760
Grants of land and conservation easements	3,751,446			12,485	3,763,931	10		3,763,941
Contracted materials and services	3,467,281	74,578	77,406	29,986	3,649,251	13,400	44,702	3,707,353
Conservation easement consideration	1,089,696				1,089,696			1,089,696
Supplies and materials	98,464	50,500	234	6,913	156,111	18,826	69,240	244,177
Event fees and supplies	30,048	127,519		135	157,702	1,275	11,354	170,331
Depreciation	50,711	28,920	6,436	5,806	91,873	28,010	19,954	139,837
Professional and technical services	45	40			85	12,151	120,083	132,319
External communications and advertising	1,214	3,856	104,602	1,759	111,431	11	4,592	116,034
Occupancy	84,093	16,085	2,269	2,379	104,826	4,569	5,412	114,807
Insurance	23,532	20,559	3,460	3,121	50,672	27,880	8,184	86,736
Legal and accounting services	24,280	227	400	180	25,087	60,424		85,511
Interest expense		28,920			28,920			28,920
Printing and publications	2,507	5,629	406	459	9,001	167	15,102	24,270
Postage and shipping	1,162	118	6		1,286	664	22,303	24,253
Membership dues and subscriptions	11,450	150	4,650	250	16,500	800	4,786	22,086
Travel, meals and entertainment	5,240	12,588	754	317	18,899	253	1,048	20,200
Conferences and workshops	2,585	724	110	160	3,579	224	757	4,560
Other	3,798	26,242		629	30,669	312	41,484	72,465
Total expenses	<u>\$ 9,186,389</u>	<u>\$ 802,375</u>	<u>\$ 393,487</u>	<u>\$ 122,414</u>	<u>\$10,504,665</u>	<u>\$ 502,607</u>	<u>\$ 853,984</u>	11,861,256
Costs of direct donor benefits								<u>179,255</u>
Total								<u>\$12,040,511</u>

See accompanying notes to financial statements.

Galveston Bay Foundation, Inc.

Statement of Functional Expenses for the year ended December 31, 2020

EXPENSES	CONSERVATION	EDUCATION	ADVOCACY	RESEARCH	TOTAL PROGRAM SERVICES	MANAGEMENT AND GENERAL	FUNDRAISING	TOTAL
Salaries and related expenses	\$ 487,979	\$ 422,791	\$ 266,229	\$ 69,205	\$ 1,246,204	\$ 301,185	\$ 457,453	\$ 2,004,842
Grants of land and conservation easements	3,844,019			6,321	3,850,340			3,850,340
Contracted materials and services	1,090,644	31,053	39,116	25,392	1,186,205	1,800	10,129	1,198,134
Conservation easement consideration	1,600,000				1,600,000			1,600,000
Supplies and materials	70,124	46,580	795	3,146	120,645	4,571	32,733	157,949
Event fees and supplies	2,253	39,526	5,892		47,671	20	7,734	55,425
Depreciation	24,043	21,958	6,323	2,899	55,223	13,661	11,560	80,444
Professional and technical services		365			365	270	95,937	96,572
External communications and advertising	798	1,106	270	38	2,212		2,833	5,045
Occupancy	83,003	24,019	7,213	3,561	117,796	7,759	12,749	138,304
Insurance	18,135	20,894	4,969	2,236	46,234	19,259	7,042	72,535
Legal and accounting services	14,736				14,736	33,326	10,131	58,193
Interest expense						31,634		31,634
Printing and publications	2,323	14,010	870	180	17,383	381	14,195	31,959
Postage and shipping	56	769	7	13	845	594	5,102	6,541
Membership dues and subscriptions	9,050	200	6,150	212	15,612	367	5,602	21,581
Travel, meals and entertainment	5,776	3,021	2,131	487	11,415	335	2,976	14,726
Conferences and workshops	3,955	627	1,108	129	5,819		1,247	7,066
Other	3,223	7,465	52	424	11,164	436	21,942	33,542
Total expenses	<u>\$ 7,260,117</u>	<u>\$ 634,384</u>	<u>\$ 341,125</u>	<u>\$ 114,243</u>	<u>\$ 8,349,869</u>	<u>\$ 415,598</u>	<u>\$ 699,365</u>	9,464,832
Costs of direct donor benefits								<u>24,711</u>
Total								<u>\$ 9,489,543</u>

See accompanying notes to financial statements.

Galveston Bay Foundation, Inc.

Statements of Cash Flows for the years ended December 31, 2021 and 2020

	<u>2021</u>	<u>2020</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Changes in net assets	\$ 9,575,224	\$ 2,031,659
Adjustments to reconcile changes in net assets to net cash provided by operating activities:		
Depreciation	139,837	80,444
Forgiveness of note payable	(100,000)	
Contributed use of property	55,831	55,831
Easement transferred to conservation partner	3,716,106	
Capital campaign contributions	(2,018,168)	(1,143,176)
Changes in operating assets and liabilities:		
Prepays and other receivables	97,193	(107,092)
Contributions and grants receivable (excluding capital campaign)	143,107	(110,551)
Accounts payable and other accrued liabilities	(121,191)	(10,754)
Refundable advances	48,848	26,272
Funds held for others	<u>25,216</u>	<u>25,216</u>
Net cash provided by operating activities	<u>11,536,787</u>	<u>847,849</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property	(11,359,450)	(2,000,104)
Proceeds from truck insurance	<u>15,084</u>	<u>15,084</u>
Net cash used by investing activities	<u>(11,359,450)</u>	<u>(1,985,020)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from capital campaign contributions	1,958,042	2,028,479
Payments on notes payable	<u>(13,718)</u>	<u>(11,975)</u>
Net cash provided by financing activities	<u>1,944,324</u>	<u>2,016,504</u>
NET CHANGE IN CASH	2,121,661	879,333
Cash, beginning of year	<u>4,438,889</u>	<u>3,559,556</u>
Cash, end of year	<u>\$ 6,560,550</u>	<u>\$ 4,438,889</u>
<i>Reconciliation of cash balances:</i>		
Cash	\$ 2,877,823	\$ 2,092,687
Cash held for board-designated reserves	440,000	230,000
Cash restricted for capital campaign	<u>3,242,727</u>	<u>2,116,202</u>
Total cash	<u>\$ 6,560,550</u>	<u>\$ 4,438,889</u>
<i>Supplemental disclosure of cash flow information:</i>		
Interest paid	\$28,920	\$31,634

See accompanying notes to financial statements.

Galveston Bay Foundation, Inc.

Notes to Financial Statements for the years ended December 31, 2021 and 2020

NOTE 1 – ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization – Galveston Bay Foundation (the Foundation) is a local conservation organization working to preserve and protect Galveston Bay. Programs in land conservation, habitat restoration, environmental education, advocacy and research help ensure Galveston Bay remains a healthy and productive place for generations to come.

Conservation programs work to preserve, protect, and restore important coastal habitats that provide critical ecosystem services and have suffered loss or degradation. The Foundation works closely with numerous partners in land acquisition, land stewardship, habitat restoration, and habitat enhancement activities across Galveston Bay. As an accredited land trust, the Foundation protects natural areas by acquiring real estate and partnering with landowners to establish conservation easements on private lands. Currently, the Foundation owns or holds conservation easements on over 13,800 acres of land around Galveston Bay to ensure it is conserved in perpetuity. Habitat restoration activities work to ensure healthy habitats for productive and sustainable populations of native species. Projects focus on shoreline protection; wetlands, oyster reef, and bird rookery restoration; and removal of marine debris.

Education and outreach programs reach thousands of youth and adults each year. The goal of the programs are to develop a knowledgeable constituency, ranging from school children to public officials, which recognizes the positive quality-of-life benefits that a healthy Galveston Bay system provides for the Houston-Galveston region. Youth-focused programs aim to cultivate life-long stewards of Galveston Bay through environmental education experiences that nurture exploration and inquisition. In 2021, the Foundation continued offering education programs in the classroom and on Galveston Bay, as well as virtually. Beyond youth education, public outreach initiatives consist of campaigns and events aimed at increasing the public’s awareness of the importance of Galveston Bay. Ongoing campaigns educate targeted segments of the population on various Galveston Bay issues of concern. The Foundation continues to host its annual signature education and outreach events, including the family friendly “Bay Day Festival” and the popular “Bike Around the Bay” bike ride that showcases the natural beauty of Galveston Bay while aiming to raise awareness and encourage area citizens to appreciate and visit Galveston Bay. The Foundation also offers rain barrel installation workshops and distributes rain barrels to the public.

Advocacy programs position the Foundation as the guardian of Galveston Bay. The goal is to encourage and actively seek solutions to conflicts among the diverse users of Galveston Bay. The Foundation attempts to balance the multiple uses of Galveston Bay so that the long-term interests of Galveston Bay itself are not compromised. Through initiatives such as the Galveston Bay Report Card (released in partnership with the Houston Advanced Research Center) and the Galveston Bay Action Network (GBAN) pollution reporting app, the Foundation provides tools to enable the public to take positive actions for Galveston Bay.

Research programs focus on the monitoring some of Galveston Bay’s most valuable coastal resources. Several programs utilize trained citizen scientists to augment professional monitoring data and aid in watershed planning. Most monitoring efforts are ongoing in an effort to collect large datasets spanning many years. Some, however, are initiated to allow the Foundation to respond to incidents impacting Galveston Bay. Beyond the research efforts the Foundation takes on, it also regularly advocates for the allocation of research dollars to the region to ensure the health of Galveston Bay and its users.

The Foundation receives significant support from federal, state, and local grants and contracts in support of its education, conservation, research, and advocacy programs. This funding often requires non-federal, voluntary matching funds at a ratio of at least 1:1. The Foundation matches grant funding with state, local, and private funds, in-kind contributions, and volunteer participation.

Federal income tax status – The Foundation is exempt from federal income tax under §501(c)(3) of the Internal Revenue Code and is classified as a public charity under §509(a)(1).

Operating measure – The operating activities of the Foundation exclude revenue and expenses related to donor-restricted contributions and expenditures for long-term purposes, such as property acquisitions, debt reduction, and construction.

Contributions and grants receivable that are expected to be collected within one year are reported at net realizable value. Amounts expected to be collected in more than one year are discounted to estimate the present value of future cash flows. Discounts are computed using risk-free interest rates applicable to the years in which the contributions are received. An allowance for contributions and grants receivable is provided when it is believed accounts may not be collected in full. It is the Foundation's policy to write off receivables against the allowance when management determines the receivable will not be collected.

Property is reported at cost or, in the case of donated property, at estimated fair value at the time of the donation. Property, excluding land and artwork, is depreciated using the straight-line method over the estimated useful lives of the assets, generally from 3 to 20 years.

Net asset classification – Net assets, revenue, gains, and losses are classified based on the existence or absence of donor-imposed restrictions, as follows:

- *Net assets without donor restrictions* are not subject to donor-imposed restrictions even though their use may be limited in other respects such as by contract or board designation.
- *Net assets with donor restrictions* are subject to donor-imposed restrictions. Restrictions may be temporary in nature, such as those that will be met by the passage of time or use for a purpose specified by the donor, or may be perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. Net assets are released from restrictions when the stipulated time has elapsed, or purpose has been fulfilled, or both. Contributions of long-lived assets and of assets restricted for acquisition of long-lived assets are released when those assets are placed in service.

Contributions and grants are recognized as revenue at fair value when an unconditional commitment is received from the donor. Contributions received with donor stipulations that limit their use are classified as restricted support. Conditional contributions, 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.

A portion of the Foundation's contributions are derived from cost-reimbursement federal, state, and other government grant contracts which are conditioned upon certain performance requirements and/or the incurrence of allowable qualifying expenses. Revenue is recognized when the Foundation has incurred expenditures in compliance with specific contract grant provisions. Amounts received prior to incurring qualifying expenditures are reported as refundable advances.

In-kind contributions – Contributed materials, services and use of facilities are recognized as contributions at fair value when an unconditional commitment is received from the donor. The related expense is recognized as contributed materials, services and facilities are used. Contributions of services are recognized when services received (a) create or enhance nonfinancial assets or (b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation.

A substantial number of volunteers have contributed significant amounts of time in connection with programs, administration, and fundraising for which no amount has been recorded in the financial statements because the donated services did not meet the criteria for recognition under generally accepted accounting principles. During the years ended December 31, 2021 and 2020, these volunteers provided donated hours of approximately 6,519 and 6,239, respectively.

Conservation easements represent rights to restrict the use, access, and development of certain properties. In conformity with the practice followed by many land trusts, conservation easements purchased or donated are not recorded as assets in the statement of financial position. The Foundation believes the conservation easements do not have a future value as the property interest held by the Foundation provides no affirmative rights beyond the obligation to monitor and enforce the terms of the easements. Costs incurred in obtaining easements are expensed as incurred. Contributed easements and purchased easements acquired are recognized at the estimated fair value of the easement on the date of donation as conservation contributions and expense in the statement of activities.

Program fees are recognized as revenue at a point in time when the related services are provided or performance obligations are met. Amounts received in advance are reported as deferred revenue. There are no contract assets or deferred liabilities for the last three years.

Advertising costs – Advertising costs are expensed as incurred.

Functional allocation of expenses – Expenses are reported by their functional classification. Program services are the direct conduct or supervision of activities that fulfill the purposes for which the organization exists. Fundraising activities include the solicitation of contributions of money, securities, materials, facilities, other assets, and time. Management and general activities are not directly identifiable with specific program or fundraising activities. Expenses that are attributable to more than one activity are allocated among the activities benefitted. Salaries and related costs are allocated on the basis of estimated time and effort expended. Depreciation of buildings and improvements and occupancy costs are allocated based on square footage and employee estimated time and effort. Information technology costs are allocated based on estimates of time and cost specific technology utilized.

Estimates – Management must make estimates and assumptions to prepare financial statements in accordance with generally accepted accounting principles. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, the reported amounts of revenue and expenses, and the allocation of expenses among various functions. Actual results could vary from the estimates that were used.

Reclassification – Grant revenue and other contributions reported in the statement of activities for the year ended December 31, 2020 were reclassified to be consistent with the current year presentation, which includes reclassifying the federal Paycheck Protection Program revenue of \$325,000 from contributions to grant revenue. In addition, additional special event revenues included with other contributions were reclassified for the year ended December 31, 2020. These reclassifications had no effect on the reported total revenue.

Recent financial accounting pronouncement – In September 2020, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2020-07, *Presentation and Disclosures by Not-for-Profit Entities for Contributed Nonfinancial Assets*. The ASU improves financial reporting by providing new presentation and disclosure requirements about contributed nonfinancial assets for not-for-profit entities, including additional disclosure requirements for recognized contributed services. This ASU is effective for fiscal year ending December 31, 2022 and will be applied on a retrospective basis. Upon adoption, management expects to expand the disclosures related to contributed nonfinancial assets.

NOTE 2 – LIQUIDITY AND AVAILABILITY OF RESOURCES

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use within one year of December 31 comprise the following:

	<u>2021</u>	<u>2020</u>
Financial assets:		
Cash	\$ 6,560,550	\$ 4,438,889
Contributions and grants receivable, net	1,906,204	1,989,185
Other receivables	<u>6,759</u>	<u>411</u>
Total financial assets	8,473,513	6,428,485
Less financial assets not available for general expenditure:		
Funds held for others	(155,476)	(155,476)
Board-designated operating reserves	(440,000)	(230,000)
Donor-restricted for stewardship and legal defense funds	(319,075)	(239,815)
Cash and contributions receivable for capital campaign	(4,306,006)	(3,119,355)
Other donor-restricted funds not expected to be expended in coming year	<u>(287,373)</u>	<u> </u>
Total financial assets available for general expenditure	<u>\$ 2,965,583</u>	<u>\$ 2,683,839</u>

For purposes of analyzing resources available to meet general expenditures over a 12-month period, the Foundation considers expenditures (excluding capital campaign expenditures) related to its ongoing activities to preserve and protect Galveston Bay, including land conservation, habitat restoration, environmental education, outreach, advocacy and research, as well as the conduct of services undertaken to support those activities, to be general expenditures. As part of the Foundation's liquidity management, it structures its financial assets to be available as its general expenditures, liabilities, and other obligations become due.

The Foundation's Board of Directors has designated a portion of its resources without donor restrictions to be set aside as an operating reserve for unexpected financial needs. These funds remain available to be spent at the discretion of the Board of Directors. In addition, when the Foundation accepts a conservation easement, it also requests a donor contribution to the stewardship, administrative, and legal defense funds to support necessary costs to monitor, enforce and defend the Foundation's easement in perpetuity, as they arise.

In January 2021, the Foundation received approximately \$367,200 under a Federal Paycheck Protection Program loan, which was fully forgiven as of August 2021.

The Foundation is conducting a capital campaign, *Charting the Course for Galveston Bay*, to raise \$24.6 million for construction of a new headquarters and nature center in Kemah, Texas. The Foundation has recognized approximately \$13.6 million in cash and contributions receivable through December 31, 2021. In addition, there is \$2 million in conditional promises to give not yet recognized because the conditions have not been met.

NOTE 3 – CASH

At December 31, 2021 and 2020, the Foundation had deposits of \$5,393,927 and \$2,911,628 in a cash management account with a securities brokerage firm. Those deposits were maintained in interest-bearing deposit accounts at various banks not to exceed \$250,000; however, at times, deposits in a single banking institution did exceed \$250,000 and were over the Federal Deposit Insurance Corporation insurance limits. All other cash balances are maintained in deposit accounts with a local nationally chartered bank.

As required by an agreement with the Texas Commission on Environmental Quality (the Commission), the Foundation is required to maintain funds which are contributed by respondents in enforcement actions brought by the Commission in a separate interest-bearing account used exclusively for such funds. These funds total \$51,295 and \$2,089 at December 31, 2021 and 2020.

NOTE 4 – CONTRIBUTIONS AND GRANTS RECEIVABLE

Contributions and grants receivable are as follows:

	<u>2021</u>	<u>2020</u>
Contributions receivable from others	\$ 1,319,348	\$ 1,339,666
Receivable from government contract grants	<u>640,463</u>	<u>705,598</u>
Total contributions and grants receivable	1,959,811	2,045,264
Less: Contributions and grants receivable for operating purposes	<u>(842,952)</u>	<u>(986,032)</u>
Total contributions receivable for capital campaign	1,116,859	1,059,232
Less: Allowance for uncollectible receivables	(40,184)	(48,929)
Discount to present value ranging from 0.27% to 2.20%	<u>(13,396)</u>	<u>(7,150)</u>
Contributions receivable for capital campaign, net	<u>\$ 1,063,279</u>	<u>\$ 1,003,153</u>

Contributions and grants receivable at December 31, 2021 are expected to be collected as follows:

Less than one year	\$ 1,342,711
One to five years	<u>617,073</u>
Total contributions and grants receivable	<u>\$ 1,959,784</u>

Two donors make up 76% of contributions receivable from others at December 31, 2021.

The Foundation received a conditional grant totaling \$5,000,000 for the construction of the new Kemah headquarters and nature center. The grant is conditioned upon certain stages of land development and construction occurring. As of December 31, 2021, \$3,000,000 has been received and recognized as the conditions have been met, and \$2,000,000 remains conditioned upon the stages of the next phase of construction.

The Foundation has been awarded cost-reimbursement government grant awards of approximately \$16,781,000 that have not been recognized at December 31, 2021 because qualifying expenditures have not yet been incurred.

NOTE 5 – PROPERTY

Property owned and used by the Foundation consists of the following:

	<u>2021</u>	<u>2020</u>
Nondepreciable assets:		
Land for headquarters and nature center	\$ 5,490,466	\$ 5,490,466
Land held for conservation purposes	10,740,834	3,708,180
Construction in progress	792,950	338,797
Contributed artwork	9,400	9,400
Depreciable assets:		
Building	2,075,859	2,047,762
Furniture and equipment	<u>435,867</u>	<u>271,812</u>
Total property	19,545,376	11,866,417
Less: Accumulated depreciation	<u>(317,441)</u>	<u>(183,599)</u>
Property, net	<u>\$ 19,227,935</u>	<u>\$ 11,682,818</u>

Land held for conservation

Land held for conservation purposes includes 19 tracts of land totaling 8,316 acres at December 31, 2021 and 17 tracts of land totaling 3,512 acres at December 31, 2020.

Land held for conservation purposes also includes 1,213 acres totaling \$1,837,717 at December 31, 2021 and 1,203 acres totaling \$1,705,403 at December 31, 2020 that were purchased with federal funds. Under the terms of these agreements, the federal agency maintains an interest in the property, and the Foundation must inform the pass-through agencies before selling the land and must repay the grant if the amount is not reinvested in similar conservation land.

Additionally, land held for conservation purposes includes 480 acres in Galveston County that is restricted totaling approximately \$105,000. These acres were donated with a donor and deed restrictions for conservation.

Contributed use of property

The Foundation entered into two lease agreements for the use of property for the oyster restoration project at \$10 a year and for the use of property at the Ecocenter for \$1 a year until June 30, 2023. The fair market value of the contributed use of the property is reported in the statement of financial position as contributed use of property and is amortized over the life of the leases. The amortization of the contributed use of this property is reported in program occupancy expense in the statement of functional expenses.

NOTE 6 – CONSERVATION EASEMENTS

In 2021, the Foundation closed on five new conservation properties and increased conservation land holdings by approximately 67 percent. The first and largest acquisition (fee title) was the Chocolate Bay Preserve, a 4,714-acre tract along Halls Bayou and West Galveston Bay in Brazoria and Chambers Counties, that was purchased at an appraised value of \$10.6 million, funded by donors. The conservation easement on the land was required to be transferred to a conservation partner for in perpetuity stewardship valued at approximately \$3.7 million, which is included in grants of land and conservation easement expense. The Foundation also purchased (fee title) a 10-acre addition to the Flo Hannah Prairie in Brazoria County, in the amount of \$131,314. These two acquisitions increased property balances recorded at December 31, 2021.

The three remaining tracts attained in 2021 were conservation easements, which included a 13-acre expansion of an existing easement near Sweetwater Lake in Galveston County, a 458-acre tract adjacent to the Anahuac NWR in Chambers County, and a 365-acre transfer on Bolivar Peninsula, adjacent to Houston Audubon’s Bolivar Flats Sanctuary. These easements are valued at approximately \$1,090,000 and included in conservation easement consideration expense for 2021.

During 2020, 106-acres at Dollar Bay in Galveston County, appraised at \$3.2 million, was purchased at \$1.6 million with state funds. Contribution revenue totaling \$1.6 million was recorded for the difference between the appraised value and the purchase price. Title of the land was subsequently transferred to Texas City and a conservation easement was placed on the land to be managed by the Foundation. The value of the easement was estimated at 50% of the appraised value, or \$1.6 million, and was recorded as conservation expense for the estimated fair value of the development rights on this property. The amount of \$1.6 million is included in grants to conservation partners for the value of the land transferred to Texas City.

In addition to the land held for conservation purposes disclosed in Note 5, the Foundation also secures conservation easements on properties it does not own. The Foundation holds conservation easements on 15 tracts of land totaling 5,154 acres at December 31, 2021. The Foundation monitors these easements in the normal course of its operations and costs are expensed as incurred.

The Foundation is committed to monitoring the conservation easements on the properties in order to ensure that the terms of the conservation easements are not violated. If any violation of these easements is deemed to have occurred, the Foundation will take the appropriate steps to remedy the situation.

NOTE 7 – NOTES PAYABLE

Notes payable consist of the following:

	<u>2021</u>	<u>2020</u>
Note payable from a bank to refinance the loan from the Conservation Fund that purchased a 17-acre tract of land and building for Trinity Bay nature center; fixed interest rate of 4.75%; principal and accrued interest due at maturity on November 18, 2023; secured by a deed of trust on the property.	\$ 593,419	\$ 607,137
Unsecured, non-interest bearing note payable to Kirby Corporation for \$400,000 to purchase a 30-acre tract of land for new headquarters and nature center; remaining principal payments were forgiven in April 2021.	<u> </u>	<u>100,000</u>
Total notes payable	<u>\$ 593,419</u>	<u>\$ 707,137</u>

Principal payments of notes payable at December 31, 2021 are due as follows:

2022	\$ 14,394
2023	<u>579,025</u>
Total	<u>\$ 593,419</u>

NOTE 8 – NET ASSETS WITHOUT DONOR RESTRICTIONS

Net assets without donor restrictions are comprised of the following:

	<u>2021</u>	<u>2020</u>
Unrestricted property, net of depreciation and related debt	\$ 17,736,338	\$ 10,533,846
Board-designated operating reserves	440,000	230,000
Undesignated	<u>1,249,863</u>	<u>1,030,848</u>
Net assets without donor restrictions	<u>\$ 19,426,201</u>	<u>\$ 11,794,694</u>

NOTE 9 – NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions are restricted as follows:

	<u>2021</u>	<u>2020</u>
Subject to expenditure for specified purpose:		
<i>Charting the Course for Galveston Bay</i> capital campaign	\$ 5,153,036	\$ 3,455,862
Conservation – other	1,283,476	975,411
Conservation – land acquisition	380,700	380,700
Education	261,730	232,811
Advocacy	34,914	85,552
Research	<u>23,808</u>	<u>1,180</u>
Total subject to expenditure for specified purpose	7,137,664	5,131,516
Subject to passage of time:		
Contributed use of facilities	72,598	128,429
Contributions receivable that are not restricted by donors, but which are unavailable for expenditure until due		6,600
Not subject to appropriation or expenditure:		
Land restricted for conservation	105,228	105,228
Other	<u>5,249</u>	<u>5,249</u>
Total net assets with donor restrictions	<u>\$ 7,320,739</u>	<u>\$ 5,377,022</u>

NOTE 10 – GRANT REVENUE

The Foundation is party to grants from federal, state, and local governmental agencies. Should these contracts not be renewed, a replacement for this source of support may not be forthcoming, and related expenses would not be incurred. Funding sources of significant grants recognized include the following:

	<u>2021</u>	<u>2020</u>
Federal awards:		
U. S. Department of the Interior	\$ 866,919	\$ 1,548,004
U. S. Department of Commerce	897,656	460,704
U. S. Environmental Protection Agency	300,660	178,413
U. S. Department of Agriculture	<u>234,826</u>	<u>34,908</u>
Total federal awards	<u>2,300,061</u>	<u>2,222,029</u>
Small Business Administration Paycheck Protection Program	367,200	325,000
State awards:		
Texas General Land Office	41,203	1,609,326
Texas Parks and Wildlife Department	230,000	
Texas Commission on Environmental Quality	<u> </u>	<u>100,000</u>
Total state awards	<u>271,203</u>	<u>1,709,326</u>
Other grants:		
National Fish and Wildlife Foundation	12,398,850	1,472,025
Houston Advanced Research Center		38,855
National Resource Damage Assessment	16,740	18,039
Other	<u>266,448</u>	<u>53,092</u>
Total grant revenue	<u>\$ 15,620,502</u>	<u>\$ 5,838,366</u>

NOTE 11 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through May 23, 2022, which is the date that the financial statements were available for issuance. As a result of this evaluation, no events were identified that are required to be disclosed or would have a material impact on reported net assets or changes in net assets.