Consolidated Financial Statements

Gentle Giants Draft Horse Rescue Society, Ltd.

December 31, 2020

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Steve Mathews, C.P.A. steve.mathews@mathewscripe.com

INDEPENDENT AUDITOR'S REPORT

Tracy Cripe, C.P.A. tracy.cripe@mathewscripe.com

To the Board of Directors of Gentle Giants Draft Horse Rescue Society, Ltd. Mount Airy, Maryland

& Cripe, LLC Certified Public Accountants

We have audited the accompanying consolidated financial statements of Gentle Giants Draft Horse Rescue Society, Ltd. (a Maryland nonprofit organization), which comprise the consolidated statements of financial position as of December 31, 2020, and the related consolidated statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Mathews

Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements 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 entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Gentle Giants Draft Horse Rescue Society, Ltd. as of December 31, 2020, 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.

Report on Summarized Comparative Information

We have previously audited Gentle Giants Draft Horse Rescue Society, Ltd. 2019 consolidated financial statements and we expressed an unmodified audit opinion on those audited consolidated financial statements in our report dated July 31, 2020. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2019 is consistent, in all material respects, with the audited consolidated financial statements from which it has been derived.

Emphasis of a Matter - COVID-19

As more fully described in note L to the financial statements, the Organization has not been negatively impacted by the outbreak of the novel coronavirus (COVID-19), which was declared a global pandemic by the World Health Organization in March 2020.

Mathews & Cripe, LLC

June 30, 2021

Gentle Giants Draft Horse Rescue Society, Ltd. **Consolidated Statements of Financial Position**

December 31, 2020 and 2019

ASS	<u>ETS</u>				
		2020	2019		
CURRENT ASSETS					
Cash	\$	1,820,958	\$	1,121,053	
Marketable securities		50,025		29,872	
Accounts receivable		24,815		29,686	
Employee advances		5,866		-	
Inventory		22,578		514	
Prepaid expenses		111,094		92,426	
Total current assets		2,035,336		1,273,551	
PROPERTY & EQUIPMENT					
Land		4,580,081		4,230,268	
Buildings & improvements		3,402,176		1,805,133	
Vehicles		271,636		220,759	
Equipment		260,538		278,767	
		8,514,431		6,534,927	
Less: accumulated depreciation		(851,057)		(743,461)	
Net property & equipment		7,663,374		5,791,466	
Other assets		100		100	
Total assets	\$	9,698,810	\$	7,065,117	

Gentle Giants Draft Horse Rescue Society, Ltd. Consolidated Statements of Financial Position December 31, 2020 and 2019

LIABILITIES AND NET ASSETS

	2020		 2019
CURRENT LIABILITIES			
Accounts payable & accrued expenses	\$	268,507	\$ 294,890
Line of credit		-	140,470
Current portion of capital leases		11,493	20,297
Current portion of long-term debt		206,000	 115,905
Total Current Liabilities		486,000	571,562
LONG-TERM LIABILITIES			
Capital leases, less current portion		32,763	44,256
Long-term debt, less current portion		4,756,283	 2,651,583
Total Liabilities		5,275,046	 3,267,401
NET ASSETS			
Without donor restrictions		4,235,256	3,615,657
With donor restrictions		-	-
Non-controlling interest in consolidated subsidia	ry	188,508	 182,059
Total Net Assets		4,423,765	 3,797,716
Total Liabilities and Net Assets	\$	9,698,810	\$ 7,065,117

Gentle Giants Draft Horse Rescue Society, Ltd.

Consolidated Statements of Activities & Changes in Net Assets

For the Year Ended, December 31, 2020 with Comparative

Totals for the Year Ended, December 31, 2019

				Total
	Without Donor Restrictions	With Donor Restrictions	2020	Summarized Information 2019
PUBLIC SUPPORT				
Donations:				
Cash	\$ 4,775,278	\$ -	\$ 4,775,278	\$ 4,021,600
Bequests	18,021	-	18,021	28,953
Sponsorships	157,268	-	157,268	122,007
	4,950,567	-	4,950,567	4,172,561
REVENUE				
Boarding & adoption fees	382,328	-	382,328	281,047
Merchandise sales (net)	16,586	-	16,586	(1,665)
Interest & misc.	22,361	-	22,361	35,642
	421,275		421,275	315,024
Total support and net revenue	5,371,842		5,371,842	4,487,585
EXPENSES	2 (1(010		2 (1(010	2 410 070
Program services	3,616,019	-	3,616,019	3,419,870
Support Services				
Management	265,579	-	265,579	272,767
Fundraising	864,196	-	864,196	739,108
Total expenses	4,745,794		4,745,794	4,431,746
Changes in Net Assets Before Non-controlling Interest	626,048	_	626,048	55,840
	020,010		020,010	22,010
Non-controlling interest of				••••••
Subsidiary's (Income) Loss	(6,449)		(6,449)	29,831
Change in Net Assets	619,599	-	619,599	85,671
Net assets - beginning of year	3,615,657		3,615,657	3,529,986
Net assets - end of year	\$ 4,235,256	¢	\$ 4,235,256	\$ 3,615,657
1101 assets - Chu OI year	ψ 4,233,230	\$ -	\$ 4,235,256	\$ 3,615,657

Gentle Giants Draft Horse Rescue Society, Ltd.

Consolidated Statement of Functional Expenses

For the Year Ended, December 31, 2020 with Comparative

Totals for the Year Ended, December 31, 2019

					Total
	Program Services	Suppor	rt Services		Summarized
	Horse Rescue &				Information
	Care	Management	Fundraising	2020	2019
Advertising	\$ -	\$ 4,181	\$-	\$ 4,181	\$ 8,002
Agency fee	159,945	3,497	162,790	326,232	319,713
Auto & truck	22,641	-	-	22,641	18,805
Back-end premiums	19,204	420	19,545	39,169	27,896
Bank & finance charges	-	24,664	-	24,664	18,798
Boarding	2,131	-	-	2,131	4,574
Computer services	31,535	3,557	32,096	67,188	65,547
Contract services	20,559	-	-	20,559	22,346
Depreciation	167,831	-	-	167,831	147,562
Donations	-	5,520	-	5,520	3,535
Dues & registration	-	7,204	-	7,204	6,804
Farm & barn supplies	163,223	-	-	163,223	147,857
Farrier	103,394	-	-	103,394	97,545
Feed, grain, hay & supplements	290,593	-	-	290,593	322,736
Fulfillment	13,461	294	13,701	27,456	22,738
Horse rescue	49,067	-	-	49,067	29,688
Insurance	71,887	28,182	-	100,069	74,664
Legal & accounting	-	35,203	8,407	43,610	31,906
Mail list management	41,507	908	42,245	84,660	66,259
Mailhouse laser	74,872	1,637	76,204	152,713	125,744
Miscellaneous	18,638	403	18,704	37,745	45,401
Occupancy	305,070	16,143	-	321,213	308,394
Office supplies & expense	-	12,554	-	12,554	18,432
Postage & shipping	289,191	6,137	289,823	585,151	520,476
Printing & production costs	197,550	4,311	200,681	402,542	359,081
Repairs & maintenance	97,871	-	-	97,871	93,645
Salaries & wages	1,028,278	99,552	-	1,127,830	1,003,600
Tack & tack supplies	8,882	-	-	8,882	14,841
Taxes	47,174	7,616	-	54,790	64,545
Training	16,379	-	-	16,379	6,565
Travel, meals & lodging	29,710	3,596	-	33,306	56,654
Veterinary care	295,194	-	-	295,194	306,616
Waste disposal	50,232			50,232	70,778
Total Functional Expenses	\$ 3,616,019	\$ 265,579	\$ 864,196	\$ 4,745,794	\$ 4,431,746

Gentle Giants Draft Horse Rescue Society, Ltd. Consolidated Statements of Cash Flows

For the Years Ended	, December 31,	2020 and 2018
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	 2020	 2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	\$ 619,599	\$ 85,672
Adjustments to reconcile change in net assets to net		
cash provided (used) by operating activities Depreciation	167,831	147,562
(Gain) loss on asset disposal	(1,000)	-
Equity income from subsidiary	6,443	(47,162)
Net Change in:	0,115	(17,102)
Accounts receivable	3,950	2,954
Employee advances	(5,645)	650
Prepaid expenses	(18,668)	(69,476)
Inventory	(22,064)	(514)
Accounts payable and accrued expenses	(6,471)	152,451
Boarder deposits	 (15,855)	 4,200
Total adjustments	 108,521	 190,665
Net Cash Provided (Used) by Operating Activities	 728,120	 276,337
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of property & equipment	1,000	-
Purchase of marketable securities	(20,153)	(29,872)
Purchase of Southdown Community stock	-	(270,000)
Purchases of property & equipment	 (149,975)	 (204,534)
Net Cash Provided (Used) by Investing Activities	 (169,128)	 (504,406)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments on line of credit	(153,586)	-
Proceeds from borrowings	1,986,663	-
Payments on capital leases	(20,296)	(18,981)
Payments on long-term debt	 (1,671,868)	 (97,811)
Net Cash Provided (Used) by Financing Activities	 140,913	 (116,792)
NET INCREASE (DECREASE) IN CASH	699,905	(344,861)

Gentle Giants Draft Horse Rescue Society, Ltd. Consolidated Statements of Cash Flows For the Years Ended, December 31, 2020 and 2018

	2020		 2019
CASH AT BEGINNING OF YEAR		1,121,053	 1,465,915
CASH AT END OF YEAR	\$	1,820,958	\$ 1,121,053

SCHEDULE OF NON-CASH INVESTING AND FINANCING TRANSACTIONS

Acquisition of property & equipment	\$ 2,029,975	\$ 959,534
Less: loans used to acquire property & equipment	 (1,880,000)	 (755,000)
Cash Used for Acquisition of Property & Equipment	\$ 149,975	\$ 204,534

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

Cash Paid During the Year for:	
Interest	

\$ 132,812	\$ 109,543

A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION AND NATURE OF ACTIVITIES

Gentle Giants Draft Horse Rescue Society, Ltd. (the Organization) is a Maryland-based non-profit organization, founded in 2005, and is dedicated to the rescue, shelter, feeding, training and rehabilitation of horses that are homeless, abandoned by their owners, at risk of needless slaughter, or are victim of inhumane care and abuse. Horses that are rescued from slaughter or that can be rehabilitated are found new, permanent adoptive homes. The Organization's main support is from donations from the general public and direct-mail donor contributions.

In 2017, the Organization received as a gift, 182 shares of Southdown Community, Inc., (the Corporation) a Virginia-based S-corporation that operates horse stables. In 2019, the Organization purchased 78 shares from the Corporation's shareholders. These transactions resulted in the Organization owning 76.9%% of the outstanding shares of the Corporation. The assets, liabilities, and income and expense items of the Corporation have been consolidated in these financial statements, as required by generally accepted accounting principles.

BASIS OF PRESENTATION

The accompanying consolidated financial statements include the accounts of the Organization and its majority-owned subsidiary, Southdown Community, Inc., and are presented on the accrual basis of accounting, and in accordance with FASB ASC 958, *Not-for-Profit Entities*. All significant intercompany accounts, transactions, and profits have been eliminated in consolidation.

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 generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended, December 31, 2019, from which summarized information was derived.

CONTRIBUTIONS

Contributions received are recorded as with, or without donor restrictions depending on the nature and existence of donor restrictions.

CASH AND CASH EQUIVALENTS

For purposes of the statement of cash flows, the Organization considers all highly liquid debt instruments purchased with original maturities of three months or less to be cash equivalents.

A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

ACCOUNTS RECEIVABLE

Accounts receivable are presented net of the allowance for doubtful accounts of \$-0- at December 31, 2020 and 2019. Management's periodic evaluation of the adequacy of the allowance is based on the Corporation's past loss experience. Accounts receivable are charged off when they are 180 days past due.

INVENTORY

Inventory consists of donor gifts and is carried at cost using the first-in, first-out method (FIFO) method.

PROPERTY AND EQUIPMENT

Property and equipment are capitalized when the total purchase price exceeds \$500 and are carried at cost, less accumulated depreciation. Depreciation is provided using the straight-line method based upon the estimated useful lives of the asset. Furniture, fixtures, equipment and vehicles are depreciated over 5-7 years. Buildings and leasehold improvements are depreciated using the straight-line method over 39 years.

INCOME TAXES

The Organization is a not-for-profit organization that is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code and classified by the Internal Revenue Service as other than a private foundation.

The Organization's forms 990, *Return of Organization Exempt from Income Tax*, for the years 2017, 2018 and 2019 are subject to examination by the IRS, generally for three years after they were filed.

COSTS OF JOINT ACTIVITIES

FASB ASC 958-720-50-2, "Accounting for Costs of Activities That Include Fund Raising", establishes accounting standards for recording costs associated with joint activities (activities which are part fundraising and have elements of one or more other functions, such as program or general and administrative). The pronouncement requires that the criteria of purpose, audience and content be met in order to allocate any portion of the costs of joint activities to a functional area other than fundraising.

ADVERTISING

Advertising costs are expensed as incurred. Advertising expense for the years ended, December 31, 2020 and 2019, was \$4,181 and \$8,002, respectively.

A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

ESTIMATES

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

COMPENSATED ABSENCES

Vacation, personal, and sick pay are considered expenditures in the year paid, and do not carry over from year to year. Therefore, there are no accrued liabilities for compensated absences.

MARKETABLE SECURITIES

The Organization classifies its securities as available for sale and they are carried at fair value. Fair values are generally based upon quoted market prices. Gains and losses are included in earnings.

B. LIQUIDITY AND AVAILABILITY OF FINANCIAL ASSETS

The following reflects the Organization's financial assets as of the balance sheet date, reduced by amounts not available for general use because of contractual or donor-imposed restrictions within one year of the balance sheet date:

	 2020
Financial assets at year-end	\$ 1,820,958
Financial assets available to meet cash needs	
for general expenditures within one year	\$ 1,820,958

C. CONTINGENCY

The Organization maintains cash balances at various financial institutions. Cash balances are insured by the Federal Deposit Insurance Corporation up to \$250,000 per depositor per insured financial institution. Amounts in excess of insured limits at December 31, 2020, was \$1,019,738. Management believes the Organization is not subject to any significant credit risk on cash and cash equivalents.

D. ALLOCATION OF JOINT ACTIVITIES

During the year ended, December 31, 2020, the Organization incurred joint costs of approximately \$1,932,844, for officer and administrative salaries, legal fees, printing, postage and related costs primarily related to fundraising appeals. Pursuant to FASB ASC 958-720-50-2, these costs were allocated to the functional areas as follows:

	2020	
Program Services	\$	947,164
Fund Raising		860,036
Management		125,644
	\$	1,932,844

E. CONCENTRATIONS

Approximately 68% of the Organization's revenue is derived from the fundraising efforts of a professional fundraising company. In the event the professional fundraiser no longer performed services for the Organization, the current level of the Organization's operations and services would be negatively impacted. At December 31, 2020, there is no provision in the financial statements for such an event as a reasonable estimate cannot be made and no losses are anticipated.

F. NON-CONTROLLING INTEREST IN S-CORPORATION

The Organization has reflected a non-controlling interest for the portion of the Organization's assets, liabilities, revenue, and expenses not controlled by the Organization, separately in the consolidated statement of financial position and the consolidated statement of activities and changes in net assets. Below is a reconciliation of the change in net assets:

	Controlling	Non- Controlling
Net assets as of January 1, 2020	\$ 3,615,657	\$ 182,059
Change in net assets	619,599	6,449
Net assets as of December 31, 2020	\$ 4,235,256	\$ 188,508

G. CAPITAL LEASES

The Organization entered into a capital lease agreement for the purchase of a loader. The lease began in 2016 and requires 60 equal monthly payments of \$961. Upon termination, ownership transfers to the Organization with a \$1 payment. The loader is being depreciated over five years using the straight-line method. Total accumulated depreciation related to the loader was \$31,148 at December 31, 2020.

The Organization entered into a capital lease agreement for the purchase of a truck. The lease began in 2019 and requires 84 equal monthly payments of \$788. Upon termination, ownership transfers to the Organization with a \$1 payment. The truck is being depreciated over five years using the straight-line method. Total accumulated depreciation related to the truck was \$20,753 at December 31, 2020.

Future minimum lease payments required under these leases are as follows:

2021	\$ 11,449
2022	9,451
2023	9,451
2024	9,451
2025 and thereafter	 11,026
	50,828
Less amount representing interest	 6,572
Present value of minimum lease payments	44,256
Less: current portion	 11,493
	\$ 32,763

H. LINE OF CREDIT

The Corporation has a \$150,000 bank line of credit available for general operating purposes. The line is payable upon demand with interest payable at 1% over prime (6.5% at December 31, 2020). There are no significant restrictive provisions in the agreement. The balance was \$-0- and \$140,470 at December 31, 2020 and 2019, respectively. The line matures February 20, 2021.

I. MARKETABLE SECURITIES

At December 31, 2020 and 2019, marketable securities consist of:

	2020		2019	
Corporate stocks, at cost Unrealized gains Unrealized losses	\$	48,388 1,637	\$	28,953 919
Total marketable securities at fair value	\$	50,025	\$	29,872

J. FAIR VALUE MEASUREMENTS

Accounting standards define fair value as an exit price, establish a framework for measuring fair value within generally accepted accounting principles and expand disclosures about fair value measurements.

Fair value is an exit price, which represents the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Fair value should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering such assumptions, there is a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1 inputs: quoted market prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 inputs: observable inputs including Level 1 prices that have been adjusted for differences in local markets; quoted prices for similar assets and liabilities; and other inputs corroborated by observable market data.
- Level 3 inputs: unobservable inputs (e.g., a company's own data)

The following table presents the Organization's assets measured at fair value on a recurring basis at December 31, 2020:

	Level 1		Level 2		Level 3	
Marketable securities	\$	50,025	\$	-	\$	

Gentle Giants Draft Horse Rescue Society, Ltd. Notes to Consolidated Financial Statements For the Years ended, December 31, 2020 and 2019

K. LONG-TERM DEBT

Long-term debt consists of the following:				
	2	.020	2019	
Note payable to Fulton Bank in \$7,797 monthly installments including interest at 4.60%; secured by real property; matures March 2037	\$ 1	,088,441	\$ 1,117,456	
Note payable to Fulton Bank in \$6,649 monthly installments including interest at 3.95%; secured by real property; matures March 2035		-	920,083	
Note payable to the Fleming Trust in \$4,620 monthly installments including interest at 5.00%; secured by real property; matures August 2039		-	691,414	
Note payable to Fulton Bank in \$3,047 monthly installments including interest at 4.01%; secured by real property; matures February 2030		295,940	-	
Note payable to Fulton Bank in \$6,481 monthly installments including interest at 2.75%; secured by real property; matures September 2047	1	,474,020	-	
Note payable to Schnider in \$1,910 monthly installments including interest at 4.00%; secured by real property; matures September 2050		398,265	-	
Note payable to Fulton Bank in \$9,816 monthly installments including interest at 2.75%; secured by real property; matures May 2036	1	,487,382	-	
Payroll Protection Program note payable to Fulton Bank including interest at 1.00%; unsecured; matures April 2022		186,663	-	
Note payable to AGCO Finance in \$566 monthly installments including imputed interest at 3.00%; secured by equipment; matures				
November 2025		30,988	36,751	

Gentle Giants Draft Horse Rescue Society, Ltd. Notes to Consolidated Financial Statements For the Years ended, December 31, 2020 and 2019

K. LONG-TERM DEBT (continued)

	2020	2019
Note payable to Sheffield Financial in \$100		
monthly installments including interest at 0%;		
secured by equipment; matures June 2021	584	1,784
	4,962,283	2,767,488
Less: current portion	206,000	115,905
	\$ 4,756,283	\$ 2,651,583

At December 31, 2020, the five-year maturities are as follows:

2021	\$ 206,000
2022	397,907
2023	217,239
2024	223,404
2025 and thereafter	 3,917,733
	\$ 4,962,283

L. SUBSEQUENT EVENTS

The Organization has evaluated subsequent events through June 30, 2021, the date which the financial statements were available to be issued.

On January 30, 2020, the World Health Organization ("WHO") announced a global health emergency because of a new strain of coronavirus originating in Wuhan, China (the "COVID-19 outbreak") and the risks to the international community as the virus spreads globally beyond its point of origin. In March 2020, the WHO classified the COVID-19 outbreak as a pandemic, based on the rapid increase in exposure globally.

The full impact of the COVID-19 outbreak continues to evolve as of the date of this report. As such, it is uncertain as to the full magnitude that the pandemic will have on the Organization's financial condition, liquidity, and future results of operations. Management is actively monitoring the global situation on its financial condition, liquidity, operations, suppliers, industry, and workforce. Given the daily evolution of the COVID-19 outbreak and the global responses to curb its spread, the Organization is not able to estimate the effects of the COVID-19 outbreak on its results of operations, financial condition, or liquidity for fiscal year 2021.