AT THE WELL PROJECT, INC.
(A Delaware Nonprofit Public Benefit Corporation)

FINANCIAL STATEMENTS

For the Year Ended
December 31, 2021

DORAN & ASSOCIATES

C O N T E N T S

DORAN & ASSOCIATES

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
At the Well Project, Inc.
Washington, D.C.

Opinion
We have audited the accompanying financial statements of At the Well Project, Inc. (a nonprofit organization) which comprise the statements 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 financial statements referred to above present fairly, in all material respects, the financial position of At the Well Project, Inc. as of December 31, 2021, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion
We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of At the Well Project, Inc. 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 these 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 At the Well Project, Inc.'s ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with 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 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, 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 At the Well Project, Inc.'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 At the Well Project, Inc.'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.

Doran & Associates

October 14, 2022

AT THE WELL PROJECT, INC.
(A Delaware Nonprofit Public Benefit Corporation)

STATEMENT OF FINANCIAL POSITION
December 31, 2021

ASSETS

Current assets:	
Cash and cash equivalents (Note 1)	$ 495,442
Contributions and grants receivable (Note 1)	61,925
Prepaid expenses	10,236
Total current assets	567,603
Total assets	$ 567,603

LIABILITIES AND NET ASSETS

Current liabilities:	
Accounts payable and accrued expenses	$ 29,180
Total liabilities	29,180
Net assets:	
Without donor restrictions	427,923
With donor restrictions (Note 3)	110,500
Total net assets	538,423
Total liabilities and net assets	$ 567,603

The accompanying notes are an integral part of these financial statements.

AT THE WELL PROJECT, INC.
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STATEMENT OF ACTIVITIES
For the year ended December 31, 2021

	Without Donor Restrictions	With Donor Restrictions	Total
SUPPORT, REVENUE, AND TRANSFERS			
Public support:			
Foundation grants	$ 783,420	$ 122,800	$ 906,220
Donations	59,205	-	59,205
In-kind income (Note 1)	174,079	-	174,079
PPP conditional grant (Note 4)	108,200	-	108,200
Total public support	1,124,904	122,800	1,247,704
Revenue:			
Program fees	119,929	-	119,929
Total revenue	119,929	-	119,929
Net assets released from restrictions, purpose and/or time restrictions fulfilled	37,300	(37,300)	-
Total support, revenue, and transfers	1,282,133	85,500	1,367,633
EXPENSES AND LOSSES			
Program services	670,385	-	670,385
General and administrative	376,723	-	376,723
Fundraising	200,841	-	200,841
Total expenses and losses	1,247,949	-	1,247,949
Change in net assets	34,184	85,500	119,684
Net assets, beginning of year	393,739	25,000	418,739
Net assets, end of year	$ 427,923	$ 110,500	$ 538,423

The accompanying notes are an integral part of these financial statements.

AT THE WELL PROJECT, INC.
(A Delaware Nonprofit Public Benefit Corporation)

STATEMENT OF FUNCTIONAL EXPENSES
For the year ended December 31, 2021

		General and Administraive				
	Program	Other General and Administrative	In-kind	Total	Fundraising	Total
Personnel, taxes, and benefits	$ 303,895	$ 120,754	$ -	$ 120,754	$ 144,566	$ 569,215
In-kind services - start-up legal costs	-	-	174,079	174,079	-	174,079
Professional fees	44,747	17,719	-	17,719	21,295	83,761
Network and volunteer engagement activities	48,351	-	-	-	-	48,351
Program acquisition and outreach	201,222	17,499	-	17,499	-	218,721
Recruiting, HR, and professional development	14,508	23,796	-	23,796	-	38,304
Development/fundraising	-	2,976	-	2,976	29,562	32,538
Website	16,774	8,237	-	8,237	-	25,011
Program product offerings	29,123	174	-	174	-	29,297
Other operating expense	100	2,753	-	2,753	44	2,897
Dues and subscriptions	4,119	5,805	-	5,805	1,960	11,884
Bank and credit card fees	489	2,012	-	2,012	1,925	4,426
Insurance	2,096	830	-	830	997	3,923
Travel and meetings	4,961	89	-	89	492	5,542
Total expenses included in the expenses section on the Statement of Activities	**$ 670,385**	**$ 202,644**	**$ 174,079**	**$ 376,723**	**$ 200,841**	**$ 1,247,949**

The accompanying notes are an integral part of these financial statements.

AT THE WELL PROJECT, INC.
(A Delaware Nonprofit Public Benefit Corporation)

STATEMENT OF CASH FLOWS
For the year ended December 31, 2021

CASH FLOWS FROM OPERATING ACTIVITIES:	
Change in net assets	$ 119,684
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Forgiveness of PPP loan	(37,400)
Changes in assets and liabilities:	
Contributions and grants receivable	(14,751)
Prepaid expenses	26,129
Accounts payable and accrued expenses	17,048
Deferred revenue	(189)
Total adjustments	(9,163)
Net cash provided by operating activities	110,521
Net increase in cash and cash equivalents	110,521
Cash and cash equivalents, beginning of year	384,921
Cash and cash equivalents, end of year	$ 495,442

The accompanying notes are an integral part of these financial statements.

NOTE 1 ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization - At the Well Project, Inc. (the Corporation) is a nonprofit public benefit corporation founded in 2019. The Corporation's purpose is to unify ancient Jewish wisdom, modern health science, and the life experiences of real women into content, events, and products that support holistic self-care.

The Corporation's major sources of revenue are grants, donations, and program fees.

Net Assets - Net assets, revenues, gains, and losses are classified based on the existence or absence of donor or grantor imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

Net Assets Without Donor Restrictions - Net assets available for use in general operations and not subject to donor- (or certain grantor-) imposed restrictions. In addition, these net assets may be designated by the Board of Directors for specific purposes.

Net Assets With Donor Restrictions - Net assets subject to donor- (or certain grantor-) imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. Donor-imposed restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both.

Method of Accounting - The financial statements of the Corporation are prepared using the accrual basis of accounting, which reflects revenue when earned and expenses as incurred.

Cash and Cash Equivalents - Cash is defined as cash in demand deposit accounts as well as cash on hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and investments so near their maturity that the risk of changes in value due to changes in interest rates is negligible. These are generally investments with maturity dates within three months of the acquisition date.

Contributions, Grants and Accounts Receivable - It is the practice of the Corporation to expense uncollectibles only after exhausting all efforts to collect the amounts due. There is no allowance for doubtful accounts and management believe all amounts will be collected in full, or have already been collected subsequent to year-end.

Revenue and Revenue Recognition - The Corporation recognizes contributions when cash, securities, or other assets; an unconditional promise to give; or a notification of a beneficial interest is received. Conditional promises to give - that is, those with a measurable performance or other barrier and right of return - are not recognized until the conditions on which they depend have been met.

Revenue, other than unconditional contributions, bequests, and grants, is recognized in the period in which service is provided.

NOTE 1 ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Functional Expenses - The costs of program activities and supporting services have been summarized on a functional basis in the statement of functional expenses. The statement presents the natural classification of detail of expenses by function. Accordingly, certain costs have been allocated among the programs and supporting services benefitted. Indirect costs such as general and administrative expenses include costs that are not directly identifiable with any specific program, but which provide the overall support and direction of the Corporation. Such expenses which are common to multiple functions that have been allocated among the various functions benefitted, either using square feet of space or personnel time records.

Use of 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 the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Income Taxes - The Corporation is exempt from federal and state taxes under Section 501(c)(3) of the Internal Revenue Service Code, Section 23701d of the California Revenue and Taxation Code, and registration with the States of New York and Delaware, and is considered by the IRS to be an organization other than a private foundation. In the opinion of management, there is no unrelated business income.

ASC 740-10, *Accounting for Uncertainty in Income Taxes* - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Corporation to report information regarding its exposure to various tax positions taken by the Corporation. The Corporation has determined whether any tax positions have met the recognition threshold and has measured the Corporation's exposure to those tax positions. Management believes that the Corporation has adequately addressed all relevant tax positions and that there are no unrecorded tax liabilities. Federal and state tax authorities generally have the right to examine and audit the previous three years of tax returns filed (four years for California). Any interest or penalties assessed to the Corporation are recorded in operating expenses. No interest or penalties from federal or state tax authorities were recorded in the accompanying financial statements.

Fair Value Measurements - Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Corporation determines the fair values of its assets and liabilities based on the fair value hierarchy, which includes three levels of inputs that may be used to measure fair value. Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the Corporation has the ability to access at the measurement date. An active market is a market in which transactions occur with sufficient frequency and volume to provide pricing information on an ongoing basis. Level 2 inputs are significant other observable inputs other than Level 1 inputs, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data. Level 3 inputs are unobservable inputs for the assets or liabilities. Unobservable inputs reflect the Corporation's own assumptions about the assumptions market participants would use in pricing the asset or liability (including assumptions about risk). Unobservable inputs are developed based on the best information available in the circumstances, and may include the Corporation's own data.

NOTE 1 ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value Measurements (Continued) - In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the determination of which category within the fair value hierarchy is appropriate for any given investment is based on the lowest level of input that is significant to the fair value measurement. The Corporation's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the investment.

Donated Services - Donated services are recognized as contributions if the services (a) create or enhance nonfinancial assets or (b) require specialized skills, are performed by people with those skills, and would otherwise be purchased by the Corporation. All donated services and in-kind contributions were recorded at fair value based on the market approach on a non-recurring basis as follows for the year ended December 31, 2021:

	Fair Value Measurements Using			
Description	Quoted Price in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Legal services	$ -	$ 174,079	$ -	$ 174,079

Accounting Standards Update, ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)* - In May 2014, the FASB provided a new five-step process for the analysis of contracts with customers and the recognition of revenue resulting from those contracts. Among other steps is the identification of performance obligations under the contracts and the allocation of a transaction price to those performance obligations. The amendment does not affect contributions or investment income. The Corporation has elected the practical expedient with regard to the application of this new standard. The new standard was effective for fiscal years beginning after December 15, 2019, and did not have an impact on the Corporation's reporting of earned revenue.

Accounting Standards Update, ASU 2020-07, *Presentation and Disclosures by Not-for-Profit Entities for Contributed Nonfinancial Assets* - In September 2020, the FASB amended guidance regarding the way nonprofit organizations report nonfinancial assets, including donated goods and rent, in-kind professional services, etc. The amendment requires contributed nonfinancial assets to be presented separately from cash and other financial assets on the statement of activities, and the footnote disclosure must include a dis-aggregation by type, donor restrictions, if applicable, and other details about the nature and valuation of the nonfinancial assets received. The new standard is effective for fiscal years beginning after June 15, 2021, and could have an impact on the Corporation's reporting of contributed nonfinancial assets.

Accounting Standards, ASU 2016-02, *Leases* - In February 2016, the FASB issued amendments to the way lessees record lease transactions. Upon implementation, lessees will be required to recognize at commencement the right-of-use asset and a lease liability representing the lessee's obligation to make lease payments arising from the lease, as discounted, for all leases except short-term leases. This Standard is effective for annual financial statements issued for fiscal years beginning after December 15, 2021, and early adoption is permitted. Management is currently evaluating the impact the amendments to this ASU will have on the financial statements of the Corporation.

Subsequent Events - Subsequent events have been evaluated through October 14, 2022, which is the date the financial statements were available to be issued.

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 the statement of financial position date, consist of the following:

Cash and short-term investments	$ 495,442
Receivables (net of discounts)	61,925
Less:	
Donor and time-restricted receivables	(40,500)
Donor and time-restricted cash	(70,000)
	$ 446,867

The Corporation has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. At The Well has a goal to maintain financial assets (cash and short-term investments) sufficient to meet 60 days of operating expenses, which is approximately $294,721.

NOTE 3 NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions are restricted by the donor for time and/or purpose and consisted of the following at December 31, 2021:

Bringing Wisdom to the Well	$ 100,500
Time restricted	10,000
	$ 110,500

NOTE 4 PPP CONDITIONAL GRANTS

- In April 2020, the Corporation entered into an unsecured note payable to the Community Reinvestment Fund, USA, as part of the Coronavirus Aid, Relief, and Economic Security (CARES) Act's "Paycheck Protection Program" which is guaranteed by the U.S. Small Business Administration. The loan was for $37,400, was scheduled to mature in April 2022, and bore interest at the fixed rate of 1% per annum. Payments of principal and interest were deferred for six months, then were to be made in eighteen equal payments until maturity. Under the terms of the program, some or all of the loan may be forgiven if funds are used during the covered period for costs identified in the CARES Act: payroll costs, covered rent obligations, and covered utility payments. On April 20, 2021, the loan was forgiven and the conditional grant was recognized as income in FY2021.

- In April 2021, the Corporation entered into an unsecured note payable to the Community Reinvestment Fund, USA, as part of the Coronavirus Aid, Relief, and Economic Security (CARES) Act's "Paycheck Protection Program" which is guaranteed by the U.S. Small Business Administration. The loan was for $70,800, was scheduled to mature in April 2023, and bore interest at the fixed rate of 1% per annum. Payments of principal and interest were deferred for six months, then were to be made in eighteen equal payments until maturity. Under the terms of the program, some or all of the loan may be forgiven if funds are used during the covered period for costs identified in the CARES Act: payroll costs, covered rent obligations, and covered utility payments. On December 23, 2021, the loan was forgiven and the conditional grant was recognized as income in FY2021.

NOTE 5 RETIREMENT PLAN

On January 15, 2021, At the Well Project, Inc. adopted a 401(k) retirement plan. Eligible employees may elect to defer a portion of their compensation, up to the maximum allowed by the Internal Revenue Code. Substantially all employees are eligible to participate. During the year ended December 31, 2021, there were no employer match contributions. Effective March 1, 2022, the Corporation adopted a 3% match on employee contributions to the plan.

NOTE 6 EMPLOYEE BENEFITS

The Corporation's employees are entitled to unlimited paid time off. The amount of paid time off liability at December 31, 2021, could not be determined, and is thus not reflected in the accompanying financial statements. Paid time off is accounted for in the period it is used.

NOTE 7 RISKS, UNCERTAINTIES AND CONCENTRATIONS

- <u>Coronavirus Pandemic</u> - We have always operated as a remote organization, with some in-person programs, but we successfully transitioned our programs to being fully remote during Covid-19. Our mission remains unchanged. We have continued to run virtual programs and have begun introducing in-person programs as possible. This matter has not negatively impacted the Organization's operating results.

- The Corporation relies on a significant amount of funding received in the form of donations and grants from individuals and foundations to support its operations. The current global financial markets may have an impact on the level of funding provided by these funding sources. While it is impracticable to determine the impact of these events, management is taking steps to address potential changes in funding levels and reduce the Corporation's exposure to impact from these events.

- During the year ended December 31, 2021, the Corporation's primary funding was from four grantors totaling approximately $650,500, accounting for 48% of total income for the year. One of those funders had outstanding grants receivable of $30,500, accounting for 49% of grants receivable, at December 31, 2021.

- As of December 31, 2021, the Corporation had exceeded the Federal Depository Insurance Corporation cash limit of $250,000 on its depository accounts. At December 31, 2021, the Corporation had approximately $245,000 on deposit in excess of federally insured limits.

NOTE 8 SUBSEQUENT EVENTS

- In April 2022, the Corporation submitted attestations for retroactive ERTC for 2020 and 2021 to Justworks. The Corporation is awaiting Justworks filing with the IRS. According to internal calculations, the Corporation could be eligible for up to $95,000 in ERTC from 2020 and 2021. As the timeline for such payments is unclear, the potential financial gain is difficult to determine. Because of the conditional nature of these credits, no amounts have been recorded for these potential funds as of December 31, 2021.

- In January 2022, the Corporation began offering short- and long-term disability insurance to all employees. The financial impact was included in the board-approved 2022 budget.

- In March 2022, the Corporation adopted a 3% matching on employee contributions to the 401(k) Plan.