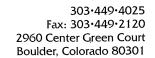
USA CLIMBING FINANCIAL STATEMENTS AUGUST 31, 2019

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August 31, 2019

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors: USA Climbing Boulder, Colorado

We have audited the accompanying financial statements of USA Climbing (a not-for-profit organization), which comprise the statement of financial position as of August 31, 2019, and the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility 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; this includes 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the 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 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 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 financial statements referred to above present fairly, in all material respects, the financial position of USA Climbing as of August 31, 2018, 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.

INDEPENDENT AUDITORS' REPORT (CONTINUED)

Report on Summarized Comparative Information

We have previously audited USA Climbing's August 31, 2018 financial statements, and our report dated January 8, 2019, expressed an unqualified opinion on those audited financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended August 31, 2018, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Middlemet Coust & Company, cpa's F., MIDDLEMIST, CROUCH & CO., CPAS. P.C.

Boulder, Colorado December 2, 2019 FINANCIAL STATEMENTS

USA CLIMBING Statement of Financial Position August 31, 2019

(with summarized financial information for the year ended August 31, 2018)

| | ASSETS | 2019 | | 2018 |
|--|----------------------------|--|------|--|
| CURRENT ASSETS Cash and cash equivalents Accounts receivable Prepaid expenses Total current assets | | \$ 517,275 40,794 22,539 580,608 | \$ | 357,478 71,707 76,572 505,757 |
| PROPERTY AND EQUIPMENT Equipment Less accumulated depreciation Net property and equipment Total assets | | \$ 171,471 (64,544) 106,927 687,535 | \$ | 172,180 (49,857) 122,323 628,080 |
| | LIABILITIES AND NET ASSETS | | | |
| CURRENT LIABILITIES Accounts payable Credit cards payable Accrued payroll liabilities Deferred revenue Total current liabilities | | \$ 93,100 12,087 82,245 260 187,692 | \$ | 15,816 4,896 - 173,539 194,251 |
| NET ASSETS Without Donor Restrictions Total net assets | | 499,843 499,843 | | 433,829 433,829 |
| Total liabilities & net assets | | \$ 687,535 | _\$_ | 628,080 |

Statement of Activities

For the year ended August 31, 2019

(with summarized financial information for the year ended August 31, 2018)

| | 2019 | 2018 |
|--|--|---|
| Public Support and Revenue Entry and sanctioning fees Sponsorship Membership dues Contributions Contributions in-kind Other revenue Merchandise sales, net Gain on disposal of fixed assets Investment income Total public support and revenue | \$ 2,179,536 968,338 827,265 267,198 50,000 24,215 11,351 (1,070) 226 4,327,059 | \$ 1,904,414 531,736 716,826 67,908 43,358 62,436 17,795 - 187 3,344,660 |
| Functional expenses Program services Management and general Fundraising Total functional expenses Increase in net assets without donor restrictions | 3,372,989 792,078 95,978 4,261,045 | 2,744,468 611,215 25,087 3,380,770 (36,110) |
| NET ASSETSBEGINNING OF YEAR | 433,829 | 469,939 |
| NET ASSETSEND OF YEAR | <u>\$ 499,843</u> | \$ 433,829 |

Statement of Functional Expenses

For the year ended August 31, 2019
(with summarized financial information for the year ended August 31, 2018)

| | | Program Services | nagement d General | Fun | draising_ | 2019 Total | 2018 Total |
|--|----|---------------------|-----------------------|-----|-----------|-------------------|-----------------|
| Salaries and wages | \$ | 240,716 | \$ 305,977 | \$ | 16,000 | \$ 562,693 | 408,726 |
| Payroll taxes | • | 10,790 | 46,100 | | 300 | 57,190 | 33,400 |
| Retirement plan | | 909 | 7,207 | | 150 | 8,266 | 8,231 |
| Employee benefits | | 13,829 | 25,468 | | - | 39,297 | 51,401 |
| Payroll processing | | , - | 4,266 | | 50_ | 4,316 | 4,216 |
| Total Personnel Costs | \$ | 266,244 | \$ 389,018 | \$ | 16,500 | \$ 671,762 | \$ 505,974 |
| Administration | | 80,742 | 5,306 | | - | 86,048 | 80,082 |
| Bank fees | | - | 3,653 | | - | 3,653 | 4,296 |
| Computers and telephone | | _ | 51,012 | | - | 51,012 | 56,315 |
| Contract labor | | 270,157 | 70,015 | | - | 340,172 | 254,674 |
| Event competitor expense | | 109,095 | - | | - | 109,095 | 90,587 |
| Insurance | | 108,830 | 20,974 | | - | 129,804 | 91,713 |
| International expenses | | 70,445 | | | - | 70,445 | 87,870 |
| Merchandise | | 6,885 | - | | - | 6,885 | 8,950 |
| Office supplies and postage | | · - | 13,247 | | - | 13,247 | 10,330 |
| Online registration service fees | | 104,496 | 57,923 | | - | 162,419 | 138,747 |
| Professional fees | | 14,040 | 86,385 | | 50,376 | 150,801 | 158,925 |
| Promotion | | 431,717 | 15,582 | | - | 447,298 | 271,549 |
| Rent | | 5,441 | 21,765 | | - | 27,206 | 48,111 |
| Shipping | | 27,238 | - | | - | 27,238 | 21,548 |
| Travel | | 540,664 | 55,670 | | 29,102 | \$ 625,436 | 385,210 |
| Venue | | 1,262,543 | - | | - | 1,262,543 | 1,101,915 |
| Venue supplies | | 58,808 | - | | _ | 58,808 | 46,767 |
| Total expenses before depreciation | \$ | 3,357,344 | \$ 790,549 | \$ | 95,978 | \$ 4,243,871 | \$ 3,363,563 |
| Percentage of expenses before depreciation | | 79.11% | 18.63% | | 2.26% | 100.00% | |
| Depreciation | | 15,645 | 1,529 | | - | 17,174 | 17,207 |
| Total expenses | \$ | 3,372,989 | \$ 792,078 | \$ | 95,978 | \$ 4,261,045 | \$ 3,380,770 |

Statement of Cash Flows

For the year ended August 31, 2019 (with summarized financial information for the year ended August 31, 2018)

| | | 2019 | 2018 | | |
|--|----------|--|----------|--|--|
| OPERATING ACTIVITIES Change in net assets Adjustments to reconcile change in net assets to | \$ | 66,014 | \$ | (36,110) | |
| net cash provided by operating activities Depreciation and amortization Loss on disposal of assets Donations in-kind Expenses in-kind Decrease in accounts receivable (Increase) decrease in prepaid expenses Increase in accounts payable Increase in credit cards payable Increase (decrease) in accrued payroll liabilities | | 17,174 1,070 (50,000) 50,000 30,913 54,033 77,284 7,191 82,245 | | 17,207 (43,358) 43,358 41,070 (8,970) 15,665 4,467 (29,441) | |
| Increase (decrease) in deferred revenue Net cash provided by operating activities | | (173,279) 162,645 | | 104,279 108,167 | |
| CASH FLOWS FROM INVESTING ACTIVITIES: Purchase of property and equipment Net cash (used) by investing activities | | (2,848) (2,848) | | (10,517) (10,517) | |
| NET INCREASE IN CASH | | 159,797 | | 97,650 | |
| CASH AT BEGINNING OF YEAR | | 357,478 | | 259,828 | |
| CASH AT END OF YEAR | \$ | 517,275 | \$ | 357,478 | |
| Supplemental Cash Flow Information: Donated supplies Donated airfare | \$ \$ | 32,000 18,000 | \$ \$ | 43,358 | |

NOTE 1 - NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Nature of Activities

USA Climbing (USAC) is a non-profit corporation licensed pursuant to the laws of the State of Utah. USAC operates for charitable and educational purposes to foster national and international sports competition in the sport of competition climbing. USAC operates consistent with and maintains a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Service. The mission of USAC is to promote the growth and success of the sport of competition climbing in the United States while supporting the well-being of participants and generating sustained competitive excellence for United States athletes in international competition.

On October 16, 2017, the organization was notified by the United States Olympic Committee of their approval of USA Climbing as the National Governing Body for the sport of Sport Climbing in the United States.

As of November 1, 2018, the organization moved its headquarters from Boulder Colorado to Salt Lake City Utah.

Financial Statement Presentation

The financial statements are prepared in accordance with the recommendations of the American Institute of Certified Public Accountants in its industry audit guide, Audits of Not-for-Profit Organizations.

Basis of Presentation

The Organization reports information regarding its financial position and activities according to two classes of net assets: net assets without donor restrictions and net assets with donor restrictions.

Net Assets without Donor Restrictions - These net assets generally result from revenues generated by receiving contributions that have no donor restrictions, membership dues, event entry fees, merchandise sales, and receiving income from investments, less expenses incurred in providing program related services, raising contributions, and performing administrative functions.

Net Assets with Donor Restrictions - These net assets result from contributions that are received with donor stipulations that limit their use until the donor restriction expires, that is until the stipulated time restriction ends or the purpose of the restriction is accomplished.

This presentation is a change from prior periods as required by the Financial Accounting Standard Board (FASB) Accounting Standards Update (ASU) No. 2016-14 effective for fiscal years beginning after December 15, 2017. The new standard changes the following aspects of the Organization's financial statements:

- The unrestricted net asset class has been renamed net assets without donor restrictions.
- The temporarily restricted and permanently restricted net asset classes have been combined into a single net asset class called net assets with donor restrictions.
- The financial statements include a new disclosure about liquidity and availability of resources (Note 7).

Cash and Cash Equivalents

USAC considers all demand deposit and savings accounts and highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Property and Equipment

Property and equipment are recorded at cost or, if donated, at the approximate fair market value at the date of donation and are depreciated over estimated useful lives using the straight-line method. The costs of additions and betterments of at least \$1,000 are capitalized and expenditures for repairs and maintenance are expensed in the period incurred.

Contribution Revenue

Contributions are recognized when received or when the donor makes a promise to give that is, in substance, unconditional. Contributions that are restricted by the donor are reported as increases in net assets without donor restrictions if the restrictions expire within the fiscal year in which the contributions are recognized. All other donor-restricted contributions are reported as an increase in net assets with donor restrictions. When a restriction expires, because the contributed resources are spent in accordance with the donor's instructions or because of passage of time, net assets with donor restrictions are reclassified to net assets without donor restrictions.

Revenue Recognition

Sponsorships, sanctioning and entry fees received in advance for future events are recorded as deferred revenue. Recognition occurs when the event takes place. Membership fees are recognized over the applicable membership period.

Donated Materials and Services

Donated materials and equipment are reflected as contributions at their estimated values at date of receipt. Donated services are recognized at their estimated fair value when they create or enhance nonfinancial assets or they require specialized skills that would need to be purchased if they were not donated.

Accounts Receivable

USAC uses the allowance method to determine uncollectible receivables. USAC considers all receivables at August 31, 2019, to be fully collectible within one year and, therefore, did not provide for an allowance for uncollectible receivables.

Expense Allocation

The costs of providing services have been summarized on a functional basis in the statement of activities and in the statement of functional expenses. Accordingly, expenses by function have been allocated among program and supporting services classifications on the basis of specific identification of actual expenses incurred.

Income Taxes

No provision for taxes on earnings has been made in the financial statements as USAC has qualified as a nonprofit organization under Section 501 (C)(3) of the Internal Revenue Code. In addition, contributions to USAC qualify for the charitable contribution deduction under Section 170(b)(1)(A).

USAC files Form 990 in the U.S. federal jurisdiction. USAC is generally no longer subject to examination by the Internal Revenue Service for years before 2015.

Use of 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.

NOTE 2 - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at August 31:

| <u>2019</u> | <u>2018</u> |
|-------------|--|
| \$ 41,000 | \$ 41,000 |
| 10,103 | 10,813 |
| 120,368 | 120,367 |
| (64,544) | (49,857) |
| \$ 106,927 | \$ 122,323 |
| | \$ 41,000 10,103 120,368 (64,544) |

Depreciation expense for the years ended August 31, 2019 and 2018 was \$17,174 and \$17,207.

NOTE 3 - CONCENTRATIONS OF CREDIT RISK

USAC maintains its cash balances at one financial institution. The balances are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. As of August 31, 2019 the balance on deposit exceeded the FDIC insurance limit by \$267,009 and as of August 31, 2018 by \$107,478. Management does not believe this concentration of cash results in a high level of risk for the Organization.

NOTE 4 - OPERATING LEASES

The Organization leased office space in Boulder Colorado through October 31, 2018. Base rent was \$1,376 per month. As of October 30, 2018, USAC leases office space in Salt Lake City Utah on a month to month basis for \$1,158 per month. Rent expense for office space was \$10,517 and \$15,349 for the years ended August 31, 2019 and 2018, respectively.

The Organization leased storage space in Lafayette Colorado through April 30, 2019. Base rent was \$1,335 per month. As of March 5, 2019, USAC leases warehouse space in Salt Lake City Utah on a month to month basis for \$6,000 per month. Rent expense for storage and warehouse space was \$46,680 and \$16,020 for the years ended August 31, 2019 and 2018, respectively.

USAC signed a non-cancellable operating lease for the Salt Lake City Utah office space which became effective mid-September 2019 and runs for 36 months after the initial partial month. The initial base rent is \$2,710 per month.

Future minimum office lease payments for the years ending August 31 are as follows:

| 2020 | \$31,165 |
|------|----------|
| 2021 | \$33,414 |
| 2022 | \$34,410 |
| 2023 | \$ 2,874 |

NOTE 5 - DONATED MATERIALS AND SERVICES

During the years ended August 31, the contributions in-kind revenue consisted of the following:

| | 2019 | 2018 | |
|-----------------------------|-----------|-----------|--|
| Donated supplies | \$ 32,000 | \$ 43,358 | |
| Donated airfare | 18,000 | - | |
| Total contributions in-kind | \$ 50,000 | \$ 43,358 | |

NOTE 6 - RETIREMENT PLAN

USAC offers a SIMPLE IRA plan to all eligible employees. Each participant may elect to contribute up to the maximum limit by federal law. USAC matches up to 100% of full-time employee contributions up to a maximum of 3% of the employee's salary and bonus compensation. Employer contributions totaled \$8,266 and \$8,231 for the years ended August 31, 2019 and 2018 respectively.

NOTE 7 - LIQUIDITY AND AVAILABILITY OF FINANCIAL ASSETS

The Organization monitors its liquidity so that it is able to meet its operating cash needs and other commitments without the need to borrow funds. The following reflects USAC's financial assets as of the statement of financial position date reduced by amounts not available for general use within one year because of contractual or donor-imposed restrictions or internal designations.

| | 2019 | 2018 |
|---------------------------------------|------------|------------|
| Cash and cash equivalents | \$ 517,275 | \$ 357,478 |
| Accounts receivable | 40,794 | 71,707 |
| Total assets available for operations | \$ 558,069 | \$ 429,185 |

NOTE 8 - RECLASSIFICATION

Certain reclassifications have been made to the prior year's comparative information to conform to the presentation of the current financial statements. The reclassifications have no effect on the classes of net assets or the change in net assets for the prior year.

NOTE 9 - SUBSEQUENT EVENTS

USAC management evaluated its August 31, 2019 financial statements for subsequent events through December 2, 2019, which is the date the financial statements were available to be issued. USAC is not aware of any material subsequent events which would require recognition or disclosure in the financial statements for the year ended August 31, 2019.