Financial Statements and Independent Auditor's Report

December 31, 2022 and 2021

Financial Statements December 31, 2022 and 2021

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Represent.Us

Opinion

We have audited the accompanying financial statements of Represent.Us ("the Organization"), which comprise the statements of financial position as of December 31, 2022 and 2021; the related statements of activities, functional expenses, and cash flows for the years 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 the Organization as of December 31, 2022 and 2021, 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. 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 the Organization 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.



Responsibilities of Management for the Financial Statements (continued)

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 Organization'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, including omissions, 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 the Organization'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 Organization's ability to continue as a going concern for a reasonable period of time.



Auditor's Responsibilities for the Audit of the Financial Statements (continued)

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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.

Vienna, Virginia May 19, 2023

Statements of Financial Position December 31, 2022 and 2021

	 2022	 2021
Assets Cash Grants and contributions receivable Due from affiliate Prepaid expenses and other assets	\$ 1,017,446 10,000 3,056,147	\$ 3,393,697 258,965 659,687 17,391
Total assets	\$ 4,083,593	\$ 4,329,740
Liabilities and Net Assets		
Liabilities Accounts payable and accrued expenses Grants payable Refundable advances	\$ 12,857	\$ 56,189 100,000 300,000
Total liabilities	 12,857	 456,189
Net Assets Without donor restrictions With donor restrictions	 4,060,736 10,000	2,235,954 1,637,597
Total net assets	 4,070,736	 3,873,551
Total liabilities and net assets	\$ 4,083,593	\$ 4,329,740

Statement of Activities For the Year Ended December 31, 2022

	thout Donor testrictions	ith Donor estrictions	Total
Revenue and Support			
Grants and contributions	\$ 2,168,291	\$ 510,000	\$ 2,678,291
Interest income	3,840	-	3,840
Released from restrictions	 2,137,597	(2,137,597)	
Total revenue and support	 4,309,728	 (1,627,597)	 2,682,131
Expenses			
Program services:			
Education and communications	1,411,275	_	1,411,275
Research and planning	22,812	-	22,812
Direct lobbying	434,173	-	434,173
Grassroots lobbying	 44,995	 	 44,995
Total program services	1,913,255	 	 1,913,255
Supporting services:			
Management and general	335,755	_	335,755
Fundraising	235,936		235,936
Total supporting services	571,691		571,691
Total expenses	2,484,946		2,484,946
Change in Net Assets	1,824,782	(1,627,597)	197,185
Net Assets, beginning of year	 2,235,954	1,637,597	3,873,551
Net Assets, end of year	\$ 4,060,736	\$ 10,000	\$ 4,070,736

Statement of Activities For the Year Ended December 31, 2021

	thout Donor estrictions	/ith Donor estrictions		Total
Operating Revenue and Support Grants and contributions In-kind contributions Interest income Released from restrictions	\$ 3,237,576 30,027 913 1,753,118	\$ 3,260,081 - - (1,753,118)	\$	6,497,657 30,027 913
Total operating revenue and support	5,021,634	1,506,963		6,528,597
Expenses Program services:				
Education and communications	4,271,490 91,132	-		4,271,490
Research and planning Direct lobbying	466,216	-		91,132 466,216
Grassroots lobbying	135,646	_		135,646
Other projects	1,195	-		1,195
Total program services	4,965,679			4,965,679
Supporting services:				
Management and general	592,259	-		592,259
Fundraising	 294,558			294,558
Total supporting services	886,817	 		886,817
Total expenses	5,852,496			5,852,496
Change in Net Assets from Operations	(830,862)	1,506,963		676,101
Non-Operating Activity Impairment loss on goodwill	(117,832)	-		(117,832)
Change in Net Assets	(948,694)	 1,506,963	-	558,269
Net Assets, beginning of year	3,184,648	 130,634		3,315,282
Net Assets, end of year	\$ 2,235,954	\$ 1,637,597	\$	3,873,551

Statement of Functional Expenses For the Year Ended December 31, 2022

		Program Services								Supporting Services																			
		Education	Research						Total	Management and		Management		Management		Manageme		Management		Managemen		Management					Total		
		and	and		Direct	Grassroots		Program	Su			Supporting																	
	Cor	nmunications	Planning	I	Lobbying	Lob	bying		Services		General	Fu	ındraising	Š	Services	_	Total												
Personnel	\$	266,263	\$ 6,192	\$	16,232	\$	11,503	\$	300,190	\$	187,216	\$	168,789	\$	356,005	\$	656,195												
Payroll taxes		13,592	430		2,453		887		17,362		13,206		12,833		26,039		43,401												
Grants		3,000	-		125,000		8,000		136,000		-		-		-		136,000												
Consulting		976,053	10,740		231,172		24,500		1,242,465		110,365		-		110,365		1,352,830												
Office expenses		22,231	-		268		-		22,499		10,896		44,482		55,378		77,877												
Communication costs		32,725	-		-		-		32,725		-		6,250		6,250		38,975												
Occupancy		28,850	5,377		116		21		34,364		930		808		1,738		36,102												
Professional fees		2,673	73		144		51		2,941		12,714		2,420		15,134		18,075												
Advertising and promotion		64,544	-		55,000		-		119,544		38		-		38		119,582												
Insurance		59	-		20		33		112		173		158		331		443												
Travel		953	-		3,182		-		4,135		30		42		72		4,207												
Information technology		332	-		586		-		918		187		154		341		1,259												
Total Expenses	\$	1,411,275	\$ 22,812	\$	434,173	\$	44,995	\$	1,913,255	\$	335,755	\$	235,936	\$	571,691	\$	2,484,946												

Statement of Functional Expenses For the Year Ended December 31, 2021

						Program	Serv	/ices			Supporting Services						
		Education	R	Research						Total	M	anagement				Total	
		and		and		Direct	G	rassroots	Other	Program		and			S	upporting	
	Coı	mmunications	s P	Planning	I	Lobbying	I	Lobbying	Projects	Services		General	Fι	undraising		Services	Total
Personnel	\$	577,221	\$	65,271	\$	55,099	\$	47,046	\$ 1,195	\$ 745,832	\$	273,235	\$	213,699	\$	486,934	\$ 1,232,766
Payroll taxes		35,943		5,340		5,721		2,934	-	49,938		18,882		14,886		33,768	83,706
Grants		105,000		5,000		-		-	-	110,000		-		-		-	110,000
Consulting		2,548,045		12,435		362,656		67,830	-	2,990,966		43,771		6,909		50,680	3,041,646
Office expenses		18,110		438		1,116		1,050	-	20,714		66,184		24,621		90,805	111,519
Communication costs		191,185		-		10,882		-	-	202,067		8		7,040		7,048	209,115
Occupancy		33,813		2,071		2,822		10,895	-	49,601		15,869		8,118		23,987	73,588
Professional fees		2,402		270		176		232	-	3,080		164,072		15,760		179,832	182,912
Advertising and promotion		755,668		-		26,576		5,175	-	787,419		6,247		1,754		8,001	795,420
Insurance		2,589		233		155		312	-	3,289		2,197		1,429		3,626	6,915
Travel		64		-		829		10	-	903		64		15		79	982
Information technology		1,450		74		184		162	-	1,870		1,730		327		2,057	3,927
Total Expenses	\$	4,271,490	\$	91,132	\$	466,216	\$	135,646	\$ 1,195	\$ 4,965,679	\$	592,259	\$	294,558	\$	886,817	\$ 5,852,496

See accompanying notes.

Statements of Cash Flows For the Years Ended December 31, 2022 and 2021

	2022	2021
Cash Flows from Operating Activities		
Change in net assets	\$ 197,185	\$ 558,269
Adjustments to reconcile change in net assets to net		
cash (used in) provided by operating activities:		
Impairment loss on goodwill	-	117,832
Change in operating assets and liabilities:		
(Increase) decrease in:		
Grants and contributions receivable	248,965	(258,965)
Due from affiliate	(2,396,460)	(216,453)
Prepaid expenses and other assets	17,391	(13,002)
Increase (decrease) in:		
Accounts payable and accrued expenses	(43,332)	(25,742)
Grants payable	(100,000)	100,000
Refundable advances	(300,000)	 300,000
Net cash (used in) provided by operating activities	(2,376,251)	561,939
Net (Decrease) Increase in Cash	(2,376,251)	561,939
Cash, beginning of year	3,393,697	 2,831,758
Cash, end of year	\$ 1,017,446	\$ 3,393,697

Notes to Financial Statements December 31, 2022 and 2021

1. Nature of Operations

Represent.Us ("the Organization") was incorporated in 2008 as Change Congress, and subsequently conducted business as the Democracy Action Fund, United Republic Action Fund, and United Republic.

The Organization is a national, nonpartisan, nonprofit 501(c)(4) organization with a vision to make America the world's strongest democracy by 2050. The Organization champions political accountability, integrity, representation, and fairness through structural policy reforms. The Organization unites unlikely allies from across the political spectrum to pass powerful anti-corruption laws that fight corruption and make government represent the people.

The Organization's principal program service activities consist of the following:

Public Education and Communications

To fix our democracy, the Organization is mobilizing a massive grassroots movement centered around a suite of smart, bold, common-sense policy solutions. The Organization has the democracy movement's most vibrant and recognizable brand. The Organization has grown the largest and most active online community in the field, with digital content that breaks through the noise and engages diverse audiences. In this way, the Organization recruits and engages an army of politically savvy, impassioned advocates. The Organization executes ambitious public education and marketing campaigns that inspire people to take meaningful action. As new supporters are on-boarded, the Organization provides a continual flow of topical content that emphasizes movement victories, tells stories about remarkable volunteers, and prompts users to engage. The Organization's content shows new supporters that winning is not only possible but happening, and by doing so, empowers social media supporters to take higher-level actions. The Organization's content advances the national conversation about comprehensive political reform, and changes American political culture by increasing the demand for transformative democratic reform.

During 2022, the Organization published original videos to social platforms, accruing more than 15 million views. The Organization's social media channels hit 70 million impressions, and mobilized 44,000 people to sign up and support the Organization's movement. The Organization's social media communities continue to expand and their engagement levels are among the highest in the advocacy field.

Notes to Financial Statements December 31, 2022 and 2021

1. Nature of Operations (continued)

Organizing, Advocacy, and Lobbying

When supporters recruited through the digital program are ready to take action, the Organization brings them into their national digital volunteer network. The network enables activists to communicate with one another and learn about the policies and politics of the reform field. This national community provides online trainings and skills-building workshops, including traditional organizing skills like phone banking, event planning, and writing letters to the editor. The Organization also offers opportunities for activists to learn new media content development, text-banking, online fundraising, and the steps involved in passing a non-binding resolution in their own community. This platform facilitates invaluable connections between activists, organizers, and leaders. It provides opportunities for volunteers to become leaders. More than 12,500 volunteers' activists joined the community in 2022.

The Organization works with grassroots and grass tops leaders to lead reform at the state and local level. The Organization provides sophisticated political, legal, research, digital, and communication strategy, tactics, and support to community leaders looking to craft, run, and win campaigns that are politically viable and will positively impact the democratic structures. The Organization provides in-kind and direct support to ballot and legislative lobbying campaigns, and abides by all registration, filing, and disclosure requirements per the relevant jurisdiction.

2. Summary of Significant Accounting Policies

Basis of Accounting and Presentation

The Organization's financial statements are prepared on the accrual basis of accounting. Net assets are reported based on the presence or absence of donor-imposed restrictions as follows:

• Net Assets Without Donor Restrictions – Net assets available for use in general operations and not subject to donor (or certain grantor) restrictions.

Notes to Financial Statements December 31, 2022 and 2021

2. Summary of Significant Accounting Policies (continued)

Basis of Accounting and Presentation (continued)

• Net Assets With Donor Restrictions – Net assets subject to donor- (or certain grantor-) imposed restrictions. The Organization reports grants and contributions restricted by donors as increases in net assets without donor restrictions if the restrictions expire (that is, when a stipulated time restriction ends or purpose restriction is accomplished) in the reporting period in which the revenue is recognized. All other donor-restricted grants and contributions are reported as increases in net assets with donor restrictions, depending on the nature of the restrictions. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statements of activities as net assets released from restrictions.

Grants and Contributions Receivable

Grants and contributions receivable represent unconditional amounts committed to the Organization. Grants and contributions receivable are reflected at either net realizable value, or at net present value based on projected cash flows. Management determines the allowance for doubtful accounts based upon review of outstanding receivables, historical collection information, and existing economic conditions. No allowance for uncollectible grants and contributions receivable has been established at both December 31, 2022 and 2021, as all amounts are deemed fully collectible.

Property and Equipment

Property and equipment acquisitions with a cost in excess of \$1,000 and a projected useful life exceeding one year are capitalized and recorded at cost. Depreciation is computed using the straight-line method over their estimated useful lives. Repairs and maintenance costs are expensed as incurred. The Organization did not have any property and equipment at both December 31, 2022 and 2021.

Goodwill

During 2011, as part of the business combination, the Organization recognized goodwill in the amount of \$117,832. During the Organization's annual goodwill impairment testing conducted during the year ended December 31, 2021, management concluded that goodwill associated with the Organization's business combination had become impaired as a result of deterioration in the capabilities of the acquired assets. Accordingly, an impairment loss totaling \$117,832, the entire amount of goodwill associated with this reporting unit, was recognized during the year ended December 31, 2021.

Notes to Financial Statements December 31, 2022 and 2021

2. Summary of Significant Accounting Policies (continued)

Grants Payable and Grant Expenses

Grants awarded by the Organization are recognized ratably over the period of performance, as conditions are met, in accordance with the grant agreements. Grant expenses recognized but not paid are recognized as grants payable. Grants paid in advance, if any, are recognized as prepaid expenses. All grants payable are expected to be paid out within one year and are recorded at net realizable value.

Refundable Advances

Amounts received from grantors prior to incurring qualifying expenditures are recorded as refundable advances in the accompanying statements of financial position.

Revenue Recognition

Revenue Accounted for in Accordance with Contribution Accounting

The Organization recognizes grants and 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 a right of return, are not recognized until the conditions on which they depend have been met. The Organization reports gifts of cash and other assets as restricted support if they are received or promised with donor stipulations that limit the use of the donated assets to one of the Organization's programs or to a future year.

Revenue from all other sources is recognized when earned.

In-Kind Contributions

The value of contributions that enhance a nonfinancial asset, which are considered specialized and can be estimated, and would have been purchased if not donated, are reflected in the accompanying statements of activities as in-kind contributions. In-kind contributions are recognized as revenue and expense in the accompanying statements of activities at their estimated fair value, as provided by the donor, at the date of receipt, or calculated fair value of use of property in the period the property is used.

Notes to Financial Statements December 31, 2022 and 2021

2. Summary of Significant Accounting Policies (continued)

In-Kind Contributions (continued)

The Organization also receives services donated by volunteers in carrying out its program services. These donated services are not reflected in the accompanying financial statements since they do not meet the criteria for recognition.

Functional Allocation of Expenses

The costs of program and supporting services activities have been summarized on a functional basis in the statements of activities. The statements of functional expenses present the natural classification detail of expenses by function. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Advertising and Promotion Costs

Advertising and promotion costs are expensed as incurred.

Measure of Operations

The Organization includes in its measure of operations all revenues and expenses that are an integral part of its programs and supporting activities, and excludes impairment loss on goodwill.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Subsequent Events

In preparing these financial statements, the Organization has evaluated events and transactions for potential recognition or disclosure through May 19, 2023, the date the financial statements were available to be issued.

Notes to Financial Statements December 31, 2022 and 2021

3. Liquidity and Availability

The Organization strives to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. Management periodically reviews the Organization's liquid asset needs and adjusts the cash balance as necessary.

Financial assets available for general expenditures, that is, without donor or other restrictions limiting their use, within one year of the statements of financial position date, comprise the following at December 31:

	2022	2021
Cash Grants and contributions receivable Due from affiliate	\$ 1,017,446 10,000 3,056,147	\$ 3,393,697 258,965 659,687
Total financial assets Less: net assets with donor restrictions	 4,083,593 (10,000)	4,312,349 (1,637,597)
Total available for general expenditures	\$ 4,073,593	\$ 2,674,752

4. Concentrations of Risk

Credit Risk

Financial instruments that potentially subject the Organization to significant concentrations of credit risk consist of cash. The Organization maintains cash deposit and transaction accounts with various financial institutions and these values, from time to time, may exceed insurable limits under the Federal Deposit Insurance Corporation (FDIC). The uninsured portions of these accounts are backed solely by the asset of the underlying financial institution. Therefore, the failure of an underlying institution could result in financial loss for the Organization. The Organization has not experienced any credit losses on its cash to date as it relates to FDIC insurance limits. Management periodically assesses the financial condition of these financial institutions and believes that the risk of any credit loss is minimal.

Notes to Financial Statements December 31, 2022 and 2021

4. Concentrations of Risk (continued)

Revenue Risk

For the years ended December 31, 2022 and 2021, a substantial portion of the Organization's revenue was generated from a small number of grantors and donors. For the year ended December 31, 2022, \$400,000 was received from one donor, and for the year ended December 31, 2021, \$3,045,081 was received from two donors. These amounts approximate 15% and 47% of the Organization's total revenue and support for the years ended December 31, 2022 and 2021, respectively.

Any significant reduction in revenue and support may impact the Organization's financial position and operations.

5. Net Assets

Net assets with donor restrictions consist of the following at December 31:

		2022		2021
Purpose restricted: Campaign Accelerator Program	\$	_	\$	706,264
Election Reform Grant Freedom to Vote Act	Ψ	-	Ψ	607,276 74,057
Time restricted		10,000		250,000
Total net assets with donor restrictions	\$	10,000	\$	1,637,597

6. Related Party Transactions

The Organization is affiliated with Represent.Us Education Fund ("the Fund"), a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code (IRC), sharing some common governing body. Consolidated financial statements are not presented as the Fund lacks sufficient controlling financial interest in the Organization as it does not have a majority voting in the Organization's Board.

Notes to Financial Statements December 31, 2022 and 2021

6. Related Party Transactions (continued)

The Organization maintains a cost-sharing agreement with the Fund, whereby the Fund provides personnel, equipment, and facilities to the Organization. Costs associated with these services and the use of the Fund's facilities are allocated to the Fund under the terms of this cost-sharing agreement. For the years ended December 31, 2022 and 2021, the Organization reimbursed the Fund \$2,289,416 and \$1,200,000, respectively, for these costs.

During the years ended December 31, 2022 and 2021, the Organization was awarded unconditional grants from the Fund totaling \$571,447 and \$603,499, respectively, for program services. At December 31, 2022 and 2021, the Organization had a net receivable in the amount of \$3,056,147 and \$659,687, respectively, from the Fund.

7. Grant Contingencies

Grants received by the Organization are governed by various guidelines and contractual agreements, and are subject to audit or review by the applicable funding source that could result in requests for reimbursements for expenditures that are not allowed. Therefore, a contingency to refund amounts received in excess of allowable costs exists. Management is of the opinion that no material liability exists.

8. Allocation of Expenses from Management and General Activities

The financial statements report certain categories of expenses that are attributed to more than one program or supporting function. Therefore, expenses require allocation on a reasonable basis that is consistently applied. The expenses that are allocated include expense categories in the accompanying statements of functional expenses, which are allocated on the basis of estimates of time and effort.

9. Income Taxes

The Organization is exempt from the payment of income taxes on its exempt activities under IRC Section 501(c)(4). No provision for income taxes has been made, as there were no unrelated business activities for the years ended December 31, 2022 and 2021. Management has evaluated the Organization's tax positions and concluded that no uncertain tax positions qualify for either recognition or disclosure in the financial statements.