

FOUNDATION OF ORTHOPEDICS AND COMPLEX SPINE, INC.

FINANCIAL STATEMENTS TOGETHER WITH AUDITOR'S REPORT

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Foundation of Orthopedics and Complex Spine, Inc.:

We have audited the accompanying financial statements of Foundation of Orthopedics and Complex Spine, Inc. (the "Organization", a nonprofit organization), which comprise the statements of financial position as of December 31, 2020 and 2019, and the related statements of activities and changes in net assets, functional expenses and cash flows for the years then ended, and the related notes to 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 audits. We conducted our audits 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 of 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.

Nawrocki Smith

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Foundation of Orthopedics and Complex Spine, Inc., as of December 31, 2020 and 2019, 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.

Hauppauge, New York September 8, 2021

Nawrocki Smith LLP

FOUNDATION OF ORTHOPEDICS AND COMPLEX SPINE, INC. STATEMENTS OF FINANCIAL POSITION AS OF DECEMBER 31, 2020 AND 2019

	2020	2019
ASSETS		
CURRENT ASSETS: Cash and cash equivalents Investments Contributions receivable, net Cash surrender value of life insurance Prepaid expenses	\$ 783,527 96,948 182,990 293,266 5,851	\$ 201,642 134,444 229,390 310,818
Total current assets	1,362,582	876,294
FURNITURE AND EQUIPMENT, NET		1,069
Total assets	\$ 1,362,582	\$ 877,363
LIABILITIES AND NET ASSETS		
LIABILITIES: Accounts payable and accrued expenses Total liabilities	\$ 43,171 43,171	\$ 43,756 43,756
NET ASSETS: Without donor restrictions With donor restrictions	469,187 850,224	439,957 393,650
Total net assets	1,319,411	833,607
Total liabilities and net assets	\$ 1,362,582	\$ 877,363

FOUNDATION OF ORTHOPEDICS AND COMPLEX SPINE, INC. STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

				2020						2019		
		out Donor		th Donor		T.4.1		nout Donor		ith Donor		T-4-1
OPERATING REVENUES:	Res	strictions	Re	strictions		Total	Re	strictions	R	estrictions		Total
Contributions	\$	458,284	\$	981,560	\$	1,439,844	\$	269,070	Ф	1,136,557	Ф	1,405,627
Donated materials	φ	1,823,773	φ	901,300	φ	1,823,773	φ	1,779,834	φ	1,130,337	φ	1,779,834
Special events, net		1,023,773		-		1,023,773		551,069		_		551,069
Net assets released from restrictions		524,986		(524,986)		-		1,286,106		(1,286,106)		-
Total operating revenues		2,807,043		456,574		3,263,617		3,886,079		(149,549)		3,736,530
OPERATING EXPENSES:												
Program services		2,540,468		-		2,540,468		3,232,149		-		3,232,149
Administration		214,441		-		214,441		207,315		-		207,315
Fundraising		73,706		-		73,706		247,588		-		247,588
Total operating expenses		2,828,615				2,828,615		3,687,052				3,687,052
INCREASE (DECREASE) IN NET ASSETS FROM OPERATING ACTIVITIES		(21,572)		456,574		435,002		199,027		(149,549)		49,478
NONOPERATING ACTIVITIES:												
Investment income, net		50,683		_		50,683		3,756		_		3,756
Unrealized gain on investments		119				119		833				833
INCREASE IN NET ASSETS FROM NONOPERATING ACTIVITIES		50,802				50,802		4,589				4,589
CHANGE IN NET ASSETS		29,230		456,574		485,804		203,616		(149,549)		54,067
NET ASSETS, BEGINNING OF YEAR		439,957		393,650		833,607		236,341		543,199		779,540
NET ASSETS, END OF YEAR	\$	469,187	\$	850,224	\$	1,319,411	\$	439,957	\$	393,650	\$	833,607

FOUNDATION OF ORTHOPEDICS AND COMPLEX SPINE, INC. STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2020

				Supporting				
	Program Services		Administration		Fundraising		 Total	
Donated materials	\$	1,823,773	\$	-	\$	-	\$ 1,823,773	
Support of foreign affiliate - FOCOS Hospital Patient Care		496,094		-		-	496,094	
Support of foreign affiliate - FOCOS Hospital Infrastructure and Support		180,549		-		-	180,549	
Salaries		12,894		51,115		51,115	115,124	
Professional fees		2,640		73,159		2,497	78,296	
Payroll taxes and employee benefits		3,888		15,412		15,412	34,712	
Miscellaneous		4,734		18,128		-	22,862	
Information technology		-		16,421		500	16,921	
Bank and interest		59		9,368		1,432	10,859	
Dues and subscriptions		1,187		9,007		-	10,194	
Travel and transportation		9,186		453		538	10,177	
Storage		910		5,290		-	6,200	
Occupancy		724		2,827		2,103	5,654	
Equipment lease		-		4,969		-	4,969	
Insurance		-		4,713		-	4,713	
Postage and delivery		3,719		842			4,561	
Fees and licenses		-		1,197		-	1,197	
Depreciation		-		1,069		-	1,069	
Office supplies		-		336		109	445	
Repairs and maintenance		-		135		-	135	
Conferences and seminars		111		-			 111	
Total expenses	\$	2,540,468	\$	214,441	\$	73,706	\$ 2,828,615	

FOUNDATION OF ORTHOPEDICS AND COMPLEX SPINE, INC. STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2019

	Program			Supporting Services				
			Program Services Administration		Fundraising			Total
	<u> </u>		Aun	IIIISII AIIOII		iliulaisiliy		Total
Donated materials	\$	1,779,834	\$	-	\$	-	\$	1,779,834
Support of foreign affiliate - FOCOS Hospital Patient Care		1,074,147		-		-		1,074,147
Support of foreign affiliate - FOCOS Hospital Infrastructure and Support		321,138		-		-		321,138
Salaries		18,420		73,021		73,021		164,462
Professional fees		-		42,593		93,408		136,001
Information technology		4,746		13,351		20,460		38,557
Travel and transportation		12,714		1,399		17,219		31,332
Payroll taxes and employee benefits		3,155		12,509		12,509		28,173
Bad debt		-		19,888		-		19,888
Occupancy		2,459		9,605		7,146		19,210
Dues and subscriptions		9,475		1,845		5,091		16,411
Printing and reproduction		-		46		8,130		8,176
Bank and interest		72		5,709		1,107		6,888
Office supplies		-		3,764		2,908		6,672
Insurance		-		6,619		-		6,619
Meals and entertainment		-		333		5,187		5,520
Fees and licenses		273		4,903		-		5,176
Miscellaneous		-		4,148		602		4,750
Conferences and seminars		4,051		-		-		4,051
Equipment lease		-		3,749		-		3,749
Postage and delivery		1,665		143		800		2,608
Storage		-		2,569		-		2,569
Depreciation				1,121				1,121
Total expenses	\$	3,232,149	\$	207,315	\$	247,588	\$	3,687,052

FOUNDATION OF ORTHOPEDICS AND COMPLEX SPINE, INC. STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

	2020		2019	
CASH FLOWS FROM OPERATING ACTIVITIES:				
Change in net assets	\$	485,804	\$	54,067
Adjustments to reconcile change in net assets to				
net cash provided (used) by operating activities:				
Provision for bad debts		-		19,888
Depreciation		1,069		1,121
Unrealized gain on investments		(119)		(833)
Decrease in value of investment in life insurance		17,552		4,134
(Increase) decrease in contributions receivable		46,400		(119,358)
Decrease in security deposits		-		2,580
Increase in prepaid expenses		(5,851)		-
Decrease in accounts payable and accrued expenses		(585)		(6,712)
Net cash provided (used) by operating activities		544,270		(45,113)
CASH FLOWS FROM INVESTING ACTIVITIES:				
Purchases of investments		(36,390)		_
Sales of investments		74,005		128,662
Net cash provided by investing activities		37,615		128,662
NET INCREASE IN CASH AND CASH EQUIVALENTS		581,885		83,549
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR		201,642		118,093
CASH AND CASH EQUIVALENTS, END OF YEAR	\$	783,527	\$	201,642

(1) Nature of activities:

Foundation of Orthopedics and Complex Spine, Inc. (the "Organization") was organized and incorporated in 1998. The primary purpose of the Organization is to provide comprehensive and affordable orthopedic care to underserved communities in Africa and throughout the world. By providing direct care at the Foundation of Orthopedics and Complex Spine ("FOCOS Ghana"), West Africa, the Organization services both adult and pediatric patients with varying orthopedic deformities and injuries. The Organization also acquires research and knowledge related to various orthopedic and spinal disorders in order to advance the diagnosis, treatment, and preventative care of injuries and disease to the musculoskeletal system.

(2) Summary of significant accounting policies:

The accompanying financial statements include the assets, liabilities, revenues and expenses of the Organization which are presented under the accrual basis of accounting. The following is a summary of significant accounting policies followed by the Organization.

Basis of accounting and financial statement presentation -

The accompanying financial statements include the accounts of the Organization's programs, administration and fundraising. The Organization presents its financial statements in accordance with U.S. generally accepted accounting principles, which require that the Organization's financial statements distinguish net assets and changes in net assets between those with and without donor restrictions. The Organization's net assets consist of the following:

<u>Without donor restrictions</u> - net assets which have not been restricted by an outside donor or by law and are therefore available for use in carrying out the operations of the Organization.

<u>With donor restrictions</u> - net assets subject to donor-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.

As required by U.S. generally accepted accounting principles, the Organization has also presented Statements of Cash Flows for the years ended December 31, 2020 and 2019.

Cash and cash equivalents -

All highly liquid investments purchased with an original maturity of three months or less are considered to be cash equivalents for financial statement purposes.

Contributions receivable, net -

Unconditional promises to give that are expected to be collected within one year are recorded at net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of their estimated future cash flows. Contributions receivable are presented in the Statements of Financial Position, net of an allowance for uncollectible amounts. The allowance is estimated by management based on the Organization's prior years' experience and evaluation of the collectability of individual accounts.

Investments -

Investments are stated at fair value for the period presented. 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 Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") on fair value measurements also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements).

Cash surrender value of life insurance -

The Organization has several life insurance policies which are reported at their cash surrender values.

Furniture and equipment -

Furniture and equipment in excess of \$500 are capitalized at cost or, if donated, at fair market value as of the date of receipt. Depreciation of property and equipment is recorded on a straight-line basis over the estimated useful lives of the assets, which range from 3 to 10 years.

Impairment of long-lived assets and long-lived assets to be disposed -

The Organization follows the provisions of the FASB ASC on accounting for the impairment or disposal of long-lived assets which require that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. These principles did not have a material impact on the Organization's financial position, results of activities or liquidity during the years ended December 31, 2020 and 2019.

Revenue recognition -

The following are the significant revenue recognition accounting policies of the Organization:

<u>Contributions</u> - Contributions are recognized as income when received and are considered to be available for unrestricted use unless specifically restricted by the donor. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the Statements of Activities and Changes in Net Assets as net assets released from restrictions. Contributions restricted by donors are reported as increases in net assets without donor restrictions if the restrictions expire in the reporting period in which the revenue is recognized. Conditional contributions are accounted for as a liability or are not recognized as revenue initially, until the barriers to entitlement are overcome, at which point a transaction is recognized as unconditional and classified as either net assets with donor restrictions, or net assets without donor restrictions.

<u>Fundraising revenue</u> - The portion of fundraising revenue that relates to the commensurate value the attendee receives in return is recognized when the related events are held, and performance obligations are met.

Donated materials -

Donated materials are stated at fair value. Donated materials include drugs and medical supplies. The Organization reports gifts of equipment as without donor restriction support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as donor restricted support.

Functional expenses -

Expenses are recognized when incurred. The Statements of Functional Expenses report certain categories of expenses that are attributable to one or more program or supporting functions of the Organization. Therefore, these expenses require allocation on a reasonable basis that is consistently applied. Direct program expenses are reported in their respective functional categories. The significant expenses that are allocated include: salaries, payroll taxes and employee benefits which are allocated on the basis of estimates of time and effort. All other expenses are allocated on a systematic and rational basis.

Income taxes -

The Organization qualifies as a tax-exempt not-for-profit organization under Section 501(c)(3) of the Internal Revenue Code and applicable New York State tax laws. Accordingly, no provision for federal or state income taxes is required.

Uncertainty in income taxes -

The Organization recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Management has determined that the Organization had no uncertain tax positions that would require financial statement recognition. The Organization is no longer subject to examination by the applicable taxing jurisdictions for tax years prior to 2017.

Use of estimates in the preparation of financial statements -

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts of assets and liabilities at the date of the financial statements and the amounts of revenues and expenses during the reported period. Actual results may differ from those estimates.

(3) <u>Liquidity and availability</u>:

Financial assets available for general expenditures, within one year of the Statements of Financial Position date, are comprised of the following:

	2020	2019
Cash and cash equivalents Investments Contributions receivable, net	\$ 783,527 96,948 182,990	\$ 201,642 134,444 229,390
Financial assets available to meet cash needs for general expenditures within one year	\$ 1,063,465	\$ 565,476

The Organization structures its financial assets to be available as its general expenditures, liabilities, and other obligations come due. None of the financial assets are subject to donor or other contractual restrictions that make them unavailable for general expenditures within the ensuing fiscal year.

(4) <u>Fair value measurement</u>:

The FASB Fair Value Measurement standard clarifies the definition of fair value for financial reporting, establishes framework for measuring fair value, and requires additional disclosure about the use of fair value measurements in an effort to make the measurement of fair value more consistent and comparable. The Organization has adopted the standard for its financial assets and liabilities measured on a recurring and nonrecurring basis.

Fair Value Measurement defines fair value as the amount that would be received from the sale of an asset or paid for the transfer of a liability in an orderly transaction between market participants, i.e. an exit price. The three levels of fair value hierarchy are as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reported entity has the ability to access at the measurement date.
- Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

The Organization's investments as of December 31, 2020 and 2019, are comprised of the following:

		2	2020		
	Level 1	L	evel 2	Le	evel 3
Fixed income	\$ 96,948	\$	-	\$	
			2019		
	Level 1	L	evel 2	Le	evel 3
Fixed income	\$ 118,794	\$	-	\$	-
U.S. equities	10,267		-		-
Money market	5,383				-
Total investments	\$ 134,444	\$		\$	

As of December 31, 2020, and 2019, the Organization did not possess any level 2 or 3 type of investments.

(5) Contributions receivable, net:

Contributions receivable as of December 31, 2020 and 2019 was \$244,588 and \$290,988, respectively. The Organization provides for losses on receivables using the allowance method. The allowance is based on experience and other circumstances which may affect the ability of a donor to meet their obligations. As of December 31, 2020, and 2019, the allowance for contributions receivable totaled \$61,598. This resulted in a net contributions receivable as of December 31, 2020 and 2019 of \$182,990 and \$229,390, respectively.

(6) Cash surrender value of life insurance:

The Organization maintains two life insurance policies on the founder and President of the Organization, for which the Organization is the beneficiary. The face value and cash surrender value included in the financial statements as of December 31, 2020 and 2019 were:

Policy	F	Face Value		2020		2019
MetLife John Hancock	\$	1,000,000 500,000	\$	191,856 101,410	\$	200,427 110,391
			\$	293,266	\$	310,818

(7) <u>Furniture and equipment</u>:

Furniture and equipment as of December 31, 2020 and 2019 are comprised of the following:

	 2020	·	2019		
Office equipment Less: accumulated depreciation	\$ 49,406 49,406	\$	49,406 48,337		
	\$ 	\$	1,069		

Depreciation expense for the years ended December 31, 2020 and 2019 was \$1,069 and \$1,121, respectively.

(8) Related party transactions:

For the years ended December 31, 2020 and 2019, contributions totaling \$102,161 and \$37,000 respectively, were received from members of the Board of Directors.

Effective January 1, 2002, the Board of Directors of the Organization spun off FOCOS Ghana, an affiliated organization incorporated in Ghana. FOCOS Ghana was established to provide total orthopedic and spine care for the people of Ghana and the surrounding countries. Some members of the Board of Directors of the Organization are also members of the Board of Directors of FOCOS Ghana. During the years December 31, 2020 and 2019, the support provided by the Organization to FOCOS Ghana consisted of grants totaling \$676,643 and \$1,395,285, respectively, and donated materials totaling \$1,823,773 and \$1,779,834 respectively.

(9) Net assets with donor restrictions:

As of December 31, 2020, and 2019, net assets with donor restrictions are restricted for the following purposes:

	2020	2019
Endowment	\$ 301,698	\$ 706
Children's Ward	189,139	189,139
Charina Foundation	125,000	-
JCI Renovation and Sponsorship	48,074	48,074
Sierra Leone Patients	44,539	44,539
Hospital Operations	43,166	2,840
Ethiopian Patients	41,130	35,130
Patient Sponsorship	13,585	5,225
Barbados Spine Patient Care	11,536	-
K2M Program	11,520	11,520
Research Grant	10,000	10,000
Specific Patient	8,676	4,316
Support for Missions	900	40,900
Ghana Gala	761	761
Solar Project	300	300
Development	200	200
Total net assets with donor restrictions	\$ 850,224	\$ 393,650

For the year ended December 31, 2020 and 2019, net assets were released from donor restrictions by satisfying the following restricted purposes:

	 2020		2019
Hospital Operations	\$ 228,892	\$	-
Solar Project	200,000		46,700
Support for Missions	40,000		-
Patient Sponsorship	40,000		47,000
Specific Patient	16,094		16,785
Stabilizer Fund	-		55,000
Ethiopian Patients	-		622,195
JCI Renovation and Sponsorship	-		301,926
Sierra Leone Patients	-		125,000
Tanzanian Patients	-		38,500
Patients Education Fund	-		24,000
Ghana Gala	 -		9,000
		_	
Total	\$ 524,986	\$	1,286,106

(10) Concentrations of credit risk:

The Organization maintains its cash in bank accounts which, at times, may exceed federally insured limits. The Organization has not experienced any losses in such accounts.

For the years ended December 31, 2020 and 2019, one donor accounted for 17% and 22% of total contributions, respectively. The highest three donors accounted for approximately 45% and 56% of net contributions receivable as of December 31, 2020 and 2019, respectively.

(11) Commitments and contingencies:

Future minimum lease commitments -

The Organization is obligated under various operating leases for certain office equipment expiring through fiscal 2021.

The future minimum lease payments under these leases are as follows:

Year	
Ending December 31,	
2021	\$ 151

COVID 19 -

In March 2020, the World Health Organization declared the outbreak of Coronavirus ("COVID-19") as a pandemic. The COVID-19 pandemic is having significant effects on global markets, supply chains, businesses, and communities. Specific to the Organization, COVID-19 has impacted various parts of its 2020 operations and financial results. More specifically, the Organization was not able to host in-person events during 2020, which significantly impacted its operations. Management believes the Organization is taking appropriate actions to mitigate any negative impact. However, the full impact of COVID-19 is unknown and cannot be reasonably estimated as these events are still developing.

(12) Subsequent events:

The Organization has evaluated subsequent events through September 8, 2021, which is the date the financial statements were available to be issued, noting no matters which require disclosure.