

Firehouse Subs Public Safety Foundation, Inc.

Financial Statements

Years Ended December 31, 2021 and 2020



Table of Contents

Independent Auditors' Report		1
Financial Statements:		
Statements of Financial Position		3
Statements of Activities		4
Statements of Functional Expenses	Į.	5
Statements of Cash Flows		6
Notes to Financial Statements		7



Independent Auditors' Report

Board of Directors Firehouse Subs Public Safety Foundation, Inc. Jacksonville, FL

Opinion

We have audited the financial statements of Firehouse Subs Public Safety Foundation, Inc. (the "Foundation"), a non-profit corporation, which comprise the statements of financial position as of December 31, 2021 and 2020, and 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 accompanying financial statements present fairly, in all material respects, the financial position of the Foundation as of December 31, 2021 and 2020, and the results of its operations 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 (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Foundation 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.

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 Foundation's ability to continue as a going concern within one year of the date that the financial statements are available to be issued.

1



Auditors' 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 auditors' 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 GAAS 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 GAAS, 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 Foundation'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 Foundation'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.

Jacksonville, FL May 17, 2022

Dixon Hughes Goodman LLP

	2021	2020
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 4,682,096	\$ 4,424,093
Marketable securities	13,686,117	10,739,582
Contributions receivable	425,546	885,518
Due from related party	187,411	-
Other current assets	58,796	59,817
Total current assets	19,039,966	16,109,010
Property and equipment, net	2,590	4,500
Total assets	\$ 19,042,556	\$ 16,113,510
LIABILITIES AND NET ASSETS		
Current liabilities:		
Accounts payable and accrued expenses	\$ 74,731	\$ 93,488
Due to related party	166,048	135,848
Grants payable	1,017,376	1,348,639
Total current liabilities	1,258,155	1,577,975
Net assets:		
Without donor restrictions:		
Board appropriated	13,686,117	10,739,582
Unappropriated	2,336,048	2,381,825
With donor restrictions	1,762,236	1,414,128
Total net assets	17,784,401	14,535,535
Total liabilities and net assets	\$ 19,042,556	\$ 16,113,510

Firehouse Subs Public Safety Foundation, Inc. Statements of Activities Years Ended December 31, 2021 and 2020

		2021		2020						
	Without Donor Restrictions	With Donor Restrictions	Total	Without Donor Restrictions	With Donor Restrictions	Total				
Support and other revenue:										
Contributions	\$ 10,225,107	\$ 1,691,028	\$ 11,916,135	\$ 7,735,120	\$ 1,888,348	\$ 9,623,468				
Investment income, net	1,946,535	-	1,946,535	548,682	-	548,682				
Other income	19,268	_	19,268	79,426	-	79,426				
Special events	603,743	-	603,743	357,632	-	357,632				
Direct expenses	(193,099)		(193,099)	(114,373)		(114,373)				
Total support	12,601,554	1,691,028	14,292,582	8,606,487	1,888,348	10,494,835				
Net assets released from restrictions	1,342,920	(1,342,920)		1,359,137	(1,359,137)					
Total support and other revenue	13,944,474	348,108	14,292,582	9,965,624	529,211	10,494,835				
Expenses:										
Program services	9,537,752		9,537,752	7,149,137		7,149,137				
Supporting services:										
Fundraising	990,171	-	990,171	749,759	-	749,759				
General and administrative	515,793		515,793	335,895		335,895				
Total support services	1,505,964		1,505,964	1,085,654		1,085,654				
Total expenses	11,043,716		11,043,716	8,234,791		8,234,791				
Change in net assets	2,900,758	348,108	3,248,866	1,730,833	529,211	2,260,044				
Net assets, beginning of year	13,121,407	1,414,128	14,535,535	11,390,574	884,917	12,275,491				
Net assets, end of year	\$ 16,022,165	\$ 1,762,236	\$ 17,784,401	\$ 13,121,407	\$ 1,414,128	\$ 14,535,535				

					am Service	s				Supporting Services																			
V	Public Safety Equipment		Prevention and Education	Scholarships: Firefighters and Law Enforcement		Firefighters and Law		and Law		Firefighters and Law		Firefighters and Law		Firefighters and Law		Firefighters and Law		Prevention Firefighters and and Law		Disaste		ghters Law Disas			U.S. Military	General and Fundraising Administrative			Total
Year ended December 31, 2021 Cash donations	\$ 5,438,440) \$	146,394	\$	84,140	\$	120,622	\$		\$		\$		\$	5,789,596														
Equipment donations	3,275,27		62,472	Ψ	04,140	Ψ	15,910	Ψ	14,000	Ψ	-	Ψ	-	Ψ	3,769,596 3,367,654														
Food and supplies	3,213,211	•	02,472		_		23,917		14,000		_		_		23,917														
Advertising and promotions		- 5	1,203		_		23,317		_		317,311		_		318,519														
Insurance	•	,	1,203		-		-		-		317,311		2,778		2,778														
Licenses and permits			-		-		_		_		_		15,495		15,495														
Salaries and benefits	235,12	- 2	40,262		10,857		42,197		22,964		343,962		229,827		925,192														
Professional fees	233,12	, -	40,202		10,037		42,197		22,304		343,302		114,862		114,862														
Telephone	1,21	- 7	194		18		103		156		2,858		2,615		7,161														
Travel	2,20		134		-		103		130		2,636 548		1,467		4,221														
Awards and prizes	2,200	, -	_		_		_		_		548 105,823		•		1,407		105,823												
Other expenses	80	- 1	_		_		_		_	219,669			148,749		368,498														
•			050 505	_			000 740		07.400		,		·	,															
Total expenses	\$ 8,952,343	<u> </u>	250,525	\$	95,015	\$	202,749	\$	37,120	\$	990,171	\$	515,793	Þ	11,043,716														
Year ended December 31, 2020																													
Cash donations	\$ 2,732,764	1 \$	50,988	\$	63,812	\$	171,657	\$	50,000	\$		\$		\$	3,069,221														
Equipment donations	3,286,136		84,492	Ψ	03,012	Ψ	70,458	Ψ	6,473	Ψ	_	Ψ	_	Ψ	3,447,559														
Food and supplies	3,200,130	,	04,492		-		286,516		0,473		-		-		286,516														
Rent			_		_		200,510		_		_		5,000		5,000														
Advertising and promotions	31	- 7	800		_		_		6		319,411		750		321,284														
Insurance	31		000		_		_		-		319,411		2,522		2,522														
Licenses and permits			_		_		_		_		_		18,279		18,279														
Salaries and benefits	230,334	1	32,793		11,408		41,437		26,266		255,157		173,615		771,010														
Professional fees	200,00	-	32,733		11,400		+1, + 57		20,200		200,107		46,013		46,013														
Telephone	1,804	1	156		61		243		146		2,009		1,599		6,018														
Travel	7,00-		-		-		∠ +0		170		2,003		5,618		5,898														
Awards and prizes	, ,	-	_		_		-		_		103,739				103,739														
Other expenses		_	_		_		-		_		69,233		82,499		151,732														
Total expenses	\$ 6,251,425	5 \$	169,229	\$	75,281	\$	570,311	\$	82,891	\$	749,759	\$	335,895	\$	8,234,791														

	 2021	2020		
Cash flows from operating activities:				
Change in net assets	\$ 3,248,866	\$ 2,260,044		
Adjustments to reconcile change in net assets to net cash				
provided by operating activities:				
Depreciation expense	1,910	1,619		
Bad debt expense	5,375	2,469		
Unrealized gain on marketable securities	(1,946,535)	(601,419)		
Changes in operating assets and liabilities:				
Contributions receivable	454,597	(354,410)		
Other current assets	1,021	(4,874)		
Accounts payable and accrued expenses	(18,757)	3,929		
Grants payable	 (331,263)	 610,090		
Net cash provided by operating activities	1,415,214	 1,917,448		
Cash flows from investing activities:				
Purchase of marketable securities	(1,000,000)	(900,000)		
Purchase of property and equipment	 <u>-</u>	 (3,025)		
Net cash used by investing activities	 (1,000,000)	 (903,025)		
Cash flows from financing activities:				
Net loans (to) repayments from related parties	 (157,211)	 219,782		
Net cash provided (used) by financing activities	 (157,211)	219,782		
Net change in cash	258,003	1,234,205		
Cash and cash equivalents, beginning of year	4,424,093	 3,189,888		
Cash and cash equivalents, end of year	\$ 4,682,096	\$ 4,424,093		

Notes to Financial Statements

1. Nature of Organization and Summary of Significant Accounting Policies

Firehouse Subs Public Safety Foundation, Inc. (the "Foundation"), a nonprofit corporation, was incorporated under the laws of the State of Florida on September 7, 2005 and started conducting operations in 2006. Its purpose is to support public safety organizations and disaster relief by providing lifesaving equipment, education scholarships and other financial support, and provide support to the veterans of the United States military. The majority of revenue sourcing for the Foundation's purpose is obtained through donations from restaurant patrons and vendors of the Firehouse Restaurant Group, Inc. locations ("Firehouse Subs").

The financial statements, which are presented on the accrual basis of accounting, have been prepared to present balances and transactions according to the existence or absence of donor-imposed restrictions.

Net assets and revenue, gains, expenses and losses are required to be classified as without or with donor restrictions based upon the following criteria:

- 1. Net assets without donor restrictions represent expendable funds available for operations, which are not otherwise limited by donor restrictions. These net assets may be used at the discretion of the Foundation's management and the board of directors.
- 2. Net assets with donor restrictions consist of contributed funds subject to specific donor-imposed restrictions contingent upon specific performance of a future event or a specific passage of time before the Foundation may spend the funds.

Contributions

All contributions are considered to be available for unrestricted use unless specifically restricted by the donor. When a donor restriction expires, net assets are reclassified to without donor restrictions and are reported in the statement of activities as net assets released from restriction. However, if a restriction is fulfilled in the same time period in which the contribution is received, the Foundation reports the support as net assets without donor restrictions.

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 (1) the reported amounts of assets and liabilities; (2) disclosure of contingent assets and liabilities at the date of the financial statements; and, (3) the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and assumptions.

Cash and cash equivalents

The Foundation considers all highly liquid investments purchased with original maturity of three months or less to be cash equivalents. The Company maintains cash balances in excess of the Federal Deposit Insurance Corporation (FDIC) limit from time to time.

Marketable securities

Marketable securities are recorded at fair value. The fair value of marketable securities is based on the last sales price on the valuation date for those securities traded on national securities exchanges. For securities traded overthe-counter, the last bid price is used. Realized and unrealized gains or losses are determined by comparison of cost to either proceeds received from sales or market values. Changes in unrealized gains and losses resulting from changes in fair value are reflected in the Statement of Activities.

Purchases and sales of securities are recorded on a trade-date basis. Investment income is recorded when earned. Dividends are recorded on the ex-dividend date.

Investment return objectives, risk parameters and strategies

The Foundation has adopted investment and spending policies, approved by the Board of Directors, for endowment assets that attempt to provide a predictable stream of funding to the Foundation while also maintaining the purchasing power of those endowment assets over the long-term. Accordingly, the investment process seeks to produce total returns sufficient to grow the fund balance in perpetuity and to support future spending for the purposes approved by the Board of Directors or as originally directed by the donor. Endowment assets are invested in a well-diversified asset mix and the Foundation has established allowable ranges by asset class within the portfolio. These asset classes may include: core domestic and international equities, style specific domestic and international equities, small company equities, whether core or style specific, both domestic and international; domestic fixed income securities, global fixed income securities and cash equivalents. In addition, an allocation to hard assets and alternative investments may be included.

Investment performance will be reviewed at least annually by the Board of Directors to determine the continued feasibility of achieving the investment objectives. Investment risk is measured in terms of the total endowment fund; investment assets and allocation between asset classes and strategies are managed to not expose the fund to unacceptable levels of risk.

Contributions receivable and revenue recognition

In accordance with Accounting Standards Update 2018-08, Clarifying the Scope and the Accounting Guidance for Contributions Receive and Contributions Made, contributions are recognized when the donor makes an unconditional promise to give to the Foundation and are recorded under contributions and special events. The Foundation determines whether a contribution is unconditional based on the absence of any specific barriers and a right of return. Conditional contributions are recognized when the Foundation has overcome any barriers related to the contribution. The Foundation determines whether a contribution is conditional based on the existence of a barrier and a right of return.

Management evaluates total receivables and includes in the allowance for doubtful accounts an estimate of losses to be sustained. Uncollectible amounts are charged against the allowance account when management determines the possibility of collection is remote. No allowance for doubtful accounts was deemed necessary at December 31, 2021 and 2020 based on this evaluation.

Property and equipment

Property and equipment, consisting of computer equipment, are recorded at cost which was \$123,878 at December 31, 2021 and 2020. Depreciation is computed by straight-line methods applied to individual items, based on estimated useful lives of three years. Accumulated depreciation was \$121,288 and \$119,378 at December 31, 2021 and 2020, respectively. Additions exceeding \$750 are capitalized.

Expenditures for maintenance, repairs, and minor renewals are charged to expense as incurred. Major renewals and betterments are capitalized.

Grants payable

Grants payable represent amounts due to qualifying organizations and causes as approved by the Foundation's Board of Directors.

Quasi-endowment

The Foundation has established and plans to grow a quasi-endowment fund to provide income for stabilizing operations against fluctuations in the annual campaign revenue; to enhance annual campaign revenue from income generated by the endowed gifts; and to provide program funding flexibility not possible through annual campaign revenue including emergency funding, administrative costs, challenge grants and infrastructure needs.

Advertising

Advertising costs are expensed as incurred. Advertising expenses for the years ended December 31, 2021 and December 31, 2020 were \$318,519 and \$321,284, respectively.

Expense allocation

The costs of providing the various programs and other activities have been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited. Salaries and benefits are allocated based on an estimate of time and effort.

Income taxes

The Foundation is recognized by the Internal Revenue Service as a nonprofit under Section 501(c)(3) of the Internal Revenue Code; accordingly, the accompanying financial statements do not reflect a provision or liability for federal and state income taxes.

Reclassification

Certain amounts in the 2020 financial statements have been reclassified for comparative purposes to conform to the 2021 presentation.

Recent accounting pronouncements

In September 2020, the FASB issued ASU 2020-07, *Presentation and Disclosures by Not-for-Profit Entities for Contributed Nonfinancial Assets*. The standard requires nonprofit organizations to expand their financial statement presentation and disclosure of contributed nonfinancial assets, including in-kind contributions. The standard includes disclosure of information on an entity's policies on contributed nonfinancial assets about monetization and utilization during the reporting period, information on donor-imposed restrictions, and valuation techniques. The new standard, as amended, is to be applied retrospectively, to annual reporting periods beginning after June 15, 2021, and interim periods within annual reporting periods beginning after June 15, 2022.

2. Availability of Financial Assets

The following reflects the Foundation's financial assets as of the statement of financial position date reduced by amounts not available for general use because of donor-imposed restrictions within one year of the statement of financial position date.

Financial assets, at December 31:

		2021	 2020
Cash and cash equivalents Contributions receivable Marketable securities Due from related parties	\$	4,682,096 425,546 13,686,117 187,411	\$ 4,424,093 885,518 10,739,582
	<u>\$</u>	<u> 18,981,170</u>	\$ 16,049,193
Unavailable for general expenditures within one year due to: Donor-imposed restrictions with time or purpose restrictions Board designations: Quasi-endowment fund, primarily for long-term investing	\$	(1,762,236) (13,686,117)	\$ (1,414,128) (10,739,582)
Financial assets available to meet cash needs for general expenditures within one year	<u>\$</u>	3,532,817	\$ 3,895,483

The Foundation is substantially supported by contributions. Because a donor's restriction requires resources to be used in a particular manner or in a future period, the Foundation must maintain sufficient resources to meet those responsibilities to its donors. Thus, financial assets may not be available for general expenditure within one year. As part of the Foundation's liquidity management, it has a policy to structure its financial assets to be available as general expenditures, liabilities, and other obligations come due. The Foundation also has a significant degree of flexibility and discretion to manage its costs based on the annual contribution levels and financial assets available. In the event of an unanticipated liquidity need, the Foundation's Board could permit the Foundation's quasiendowment as described in Note 3 to be available.

3. Fair Value Measurements

The Foundation follows accounting standards requiring a framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure 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 unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

- Level 1: Quoted prices are available in active markets for identical investments as of the reporting date.
- **Level 2:** Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third-party pricing services for identical or similar assets or liabilities.

Level 3: Pricing inputs are unobservable for the investment and include situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require management judgment and estimation. Such investment valuations are derived from other valuation methodologies, including option pricing models, discounted cash flow models and similar techniques.

Inputs broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. The Foundation uses the market approach valuation technique to value its investments.

The following is a description of the valuation methodologies used for assets measured at fair value.

Level 1 Fair Value Measurements - The fair value of mutual funds is based on quoted net asset values of the shares held by the Foundation at year end. The fair value of money market funds is based on transacted values.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Foundation believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

There were no changes during the year ended December 31, 2021 and 2020 to the Foundation's valuation techniques used to measure asset and liability fair values on a recurring basis.

At December 31, 2021 and 2020, all marketable securities were equity fund mutual funds classified as Level 1.

The Foundation has \$4,682,096 and \$4,424,093 in cash and cash equivalents as of December 31, 2021 and 2020, which was not classified as a Level as prescribed within the fair value hierarchy.

4. Contributions Receivable

Contribution receivables consist primarily of donations generated by in-restaurant initiatives at Firehouse Subs franchise locations and vendor donations. The majority of these receivables are collected within 90 days after period-end and as such there are no credit terms. The Foundation does not charge interest on past due amounts.

An allowance for uncollectible contribution receivables is estimated based on management's judgment on the collectability of these receivables. At December 31, 2021 and 2020, the Foundation considered all remaining receivables to be fully collectible. Accordingly, there was no allowance for doubtful accounts. There was bad debt expense of \$5,375 in 2021 (\$2,469 in 2020).

5. Related Party Transactions

The Foundation received contributions from Firehouse Subs of approximately \$108,000 and \$103,000 for the years ended December 31, 2021 and 2020, respectively.

The Foundation incurred expenses of approximately \$930,000 (\$770,000 in 2020) paid to Firehouse Subs for reimbursement of the Foundation executive director, senior manager of development, senior manager of marketing and communications, senior manager of finance and compliance, events and outreach coordinator, procurement specialist, and administrative assistant salary and benefits.

The Foundation has certain amounts due to and from related parties that are unsecured and due upon demand. Such transactions were made in the ordinary course of business on substantially the same terms and conditions, including interest rates and collateral, as those prevailing at the same time for comparable transactions with other customers, and did not, in the opinion of management, involve more than normal credit risk or present other unfavorable features.

Firehouse of America, LLC ("FOA") is in the business of franchising Firehouse Subs branded restaurants. FOA conducted a sales promotion for the years ended December 31, 2021 and 2020, whereby FOA donated to the Foundation a sum equivalent to 0.11% of all gross sales generated during the fiscal years 2021 and 2020. Based upon past sales revenue from the restaurants, the donation amount was a minimum guaranteed annual donation of \$1,000,000. The donation is restricted for life-saving equipment to first responders. Approximately \$1,237,000 and \$1,000,000 was contributed to the Foundation in 2021 and 2020 respectively and was recorded with donor restrictions classification.

In addition, the Foundation is allowed to use the Firehouse Subs trademark name in its operations.

6. Net Assets with Donor Restrictions

Net assets with donor restrictions at December 31, 2021 and 2020 consist of amounts received by the Foundation designated by donors generally for specific disaster relief and United States military veterans' initiatives.

7. Board Designated Endowment

The Board of Directors ("the Board") established a quasi-endowment fund (the "quasi-endowment fund") to invest certain unrestricted contributions as approved by the Board. It is the intention of the Foundation to have this quasi-endowment fund treated as an endowment, with principal to remain intact and only interest to be spent, although any portion may be spent at the Board's discretion. Therefore, the fund has been included in net assets without donor restrictions, board appropriated.

	2021	2020
Beginning balance Contributions Investment earnings	\$ 10,739,582 1,000,000 <u>1,946,535</u>	900,000
Ending balance	<u>\$ 13,686,117</u>	\$ 10,739,582

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8. Concentrations

The Foundation receives almost all of its support, either directly or indirectly, from the operations of Firehouse Subs.

9. Donated Services

A substantial number of individuals and organizations have made significant contributions of time and expertise in the furtherance of the Foundation's programs. The value of contributed time and expertise is not reflected in these statements, since it does not lend itself to objective measurement.

10. Subsequent Events

The Foundation evaluated the effect subsequent events would have on the financial statements through May 17, 2022 which is the date the financial statements were available to be issued.