DRESS FOR SUCCESS WORLDWIDE

CONTENTS

	PAGES
Independent auditor's report	1 – 2
Financial Statements	
Statement of financial position	3
Statement of activities	4
Statement of functional expenses	5
Statement of cash flows	6
Notes to financial statements	7 – 15



Adoptus Partners, LLC
Asseminants | Advisors
244 West sath Street
Mew York, NY 10010
phone 212,758,8650
fax 212,826,5037

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors Dress for Success Worldwide

Report on Financial Statements

We have audited the accompanying financial statements of Dress for Success Worldwide (a nonprofit organization), which comprise the statement of financial position as of December 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

Alashari Newson News Langue Bland



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 Dress for Success Worldwide as of December 31, 2019, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

New York, NY October 19, 2020

adeptus Partous LLC

DRESS FOR SUCCESS WORLDWIDE STATEMENT OF FINANCIAL POSITION DECEMBER 31, 2019

ASSETS

CURRENT ASSETS:	
Cash and cash equivalents	\$ 1,902,292
Investments	4,485,078
Prepaid expenses and other current assets	166,220
Total current assets	6,553,590
PROPERTY AND EQUIPMENT, NET	175,771
OWILED ACCEPTO	
OTHER ASSETS:	250,000
Restricted cash - certificate of deposit	250,000
Security deposits	105,774
Investments - deferred compensation obligation	357,447
Total other assets	713,221
TOTAL ASSETS	\$ 7,442,582
LIABILITIES AND NET ASSETS	
CURRENT LIABILITIES:	
Accounts payable and accrued expenses	\$ 162,227
Deferred revenues	142,000
Total current liabilities	304,227
- 0	
LONG-TERM LIABILITIES:	
Deferred rent	137,920
Deferred compensation obligation	357,448
Total long-term liabilities	495,368
TOTAL LIABILITIES	799,595
COMMITMENTS AND CONTINGENCIES (NOTES 7, 8 AND 9)	
NET ASSETS	
Without donor restrictions	6,092,392
With donor restrictions	550,595
TOTAL NET ASSETS	6,642,987
TOTAL LIABILITIES AND NET ASSETS	\$ 7,442,582

DRESS FOR SUCCESS WORLDWIDE STATEMENT OF ACTIVITIES FOR THE YEAR ENDED DECEMBER 31, 2019

	Without Donor	With Donor	
	Restrictions	Restrictions	Total
SUPPORT AND REVENUE			
Contributions	\$ 4,420,973	\$ 1,394,840	\$ 5,815,813
In-kind contributions - product	6,649,422	-	6,649,422
In-kind contributions - service	467,300	-	467,300
Fundraising	2,113,833	-	2,113,833
Gain on investments	588,114	-	588,114
Net assets released from restrictions	1,469,260	(1,469,260)	
TOTAL SUPPORT AND REVENUE	15,708,902	(74,420)	15,634,482
EXPENSES			
Program services: Suiting	1,969,480		1,969,480
Affiliate	7,705,190	_	7,705,190
Employment	1,605,710	-	1,605,710
Supporting services:			
Fundraising	1,665,414	_	1,665,414
Management and general	1,610,497		1,610,497
TOTAL EXPENSES	14,556,291		14,556,291
CHANGES IN NET ASSETS	1,152,611	(74,420)	1,078,191
NET ASSETS, BEGINNING OF YEAR	4,939,781	625,015	5,564,796
NET ASSETS, END OF YEAR	\$ 6,092,392	\$ 550,595	\$ 6,642,987

DRESS FOR SUCCESS WORLDWIDE STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2019

		Program Services Supporting Services					
	Suiting	Affiliate	Employment	Total Programs	Fundraising	Management and General	Total
Payroll and related expenses	\$ 431,706	\$ 338,214	\$ 634,349	\$ 1,404,270	\$ 707,267	\$ 1,263,396	\$ 3,374,934
Support to Affiliate Organizations	-	1,284,637	224,616	1,509,253	90,129	-	1,599,382
In-kind support:							
Product	1,039,255	5,610,167	-	6,649,422	-	-	6,649,422
Services	180,000	27,799	32,800	240,599	224,500	2,201	467,300
Program supplies and expenses	25,064	300	159,241	184,606	2,402	-	187,008
Printing	2,670	2,195	5,265	10,130	5,657	3,035	18,822
Professional fees and consultants	2,075	99,781	45,250	147,106	28,333	79,396	254,834
Member conferences	-	203,503	139,656	343,159	-	-	343,159
Travel and meetings	1,429	8,847	7,863	18,139	7,954	33,420	59,513
Rent and related costs	221,904	61,139	182,058	465,100	64,123	78,971	608,194
Insurance	5,637	2,684	12,399	20,719	2,684	18,050	41,454
Shipping and postage expenses	111	68	297	476	1,268	1,433	3,178
Telephone	3,027	1,532	635	5,194	977	2,568	8,739
Direct fundraising costs	-	-	2,391	2,391	409,008	-	411,400
Website and computer	36,072	56,956	150,138	243,166	62,813	60,440	366,418
Dues and subscriptions	237	270	50	557	135	2,463	3,155
Interns	340	-	49	389	68	2,168	2,625
Office and supplies	17,911	4,355	8,652	30,919	10,548	29,556	71,022
Public relations	-	-	-	-	4,455	5,163	9,618
Miscellaneous	2,042	2,743	-	4,785	43,093	5,531	53,409
Depreciation and amortization		-	-			22,706	22,706
TOTALS	\$1,969,480	\$7,705,190	\$1,605,710	\$11,280,380	\$1,665,414	\$1,610,497	\$ 14,556,291

DRESS FOR SUCCESS WORLDWIDE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2019

CASH FLOWS FROM OPERATING ACTIVITIES:	
Change in net assets	\$ 1,078,191
Adjustments to reconcile change in net assets	
to net cash provided by operating activities:	
Depreciation and amortization	22,706
Deferred rent	(18,426)
Realized and unrealized gain on investments	488,727
Changes in assets and liabilities:	
Prepaid expenses and other current assets	(58,292)
Accounts payable and accrued expenses	47,755
Deferred revenue	57,000
Net cash provided by operating activities	 1,617,661
CASH FLOWS FROM INVESTING ACTIVITIES:	2.045
Increase in security deposits	2,817
Purchase of property and equipment	(161,895)
Purchases of investments, net	 (1,001,159)
Net cash used in investing activities	 (1,160,237)
NET INCREASE IN CASH AND CASH EQUIVALENTS	457,424
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	 1,444,868
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 1,902,292

NOTE 1 – NATURE OF ACTIVITIES

Nature of Activities

Dress for Success Worldwide ("DSW" or the "Organization") is a not-for-profit service organization that operates through an international headquarters located in New York City and through a network of over 150 independent local not-for-profit affiliates (the "Affiliates") located throughout the United States and worldwide. The mission of Dress for Success is to promote the economic independence of women by providing professional attire, a network of support and the career development tools to help women thrive in work and in life. DSW partners with other not-for-profit member organizations in order to assist unemployed and underemployed women ("clients") in obtaining financial self-sufficiency.

DSW employs a professional staff consisting of administrative personnel, program and affiliate relations staff, and supporting interns and clerical staff. The staff works under the supervision of the Chief Executive Officer and is overseen by a 23-member Board of Directors (18 of whom are voting). The Organization provides brand consistency, sponsorship opportunities, product, funding, an organization of international campaigns and structural support to its Affiliates and monitors the policies and program quality of affiliated licenses domestically and internationally for adherence to the standards set by the Organization. These Affiliates are independent of DSW, and accordingly, their assets and liabilities as of December 31, 2019, and their support, revenue, expenses, and cash flows have not been included in the accompanying financial statements. The Organization also operates job preparation, career development and employment retention programs for women in New York City with branches in Manhattan and Queens and a warehouse in Queens as well as regional offices in Los Angeles and Chicago that provide job preparation, career development and employment retention programs for women in those areas.

The Organization receives funding necessary to carry out its activities from contributions and grants received from corporations, foundations, individuals and events.

Description of Programs:

<u>Suiting program:</u> The Organization assists clients in obtaining what they need for interviews—from clothing to confidence—and they can return once they find employment for the apparel and accessories needed to enter the workforce. The Suiting Program refers to these programs implemented within DSW service locations in New York City, Chicago, and Los Angeles.

Affiliate program: The Organization provides designated donations from contributors to Affiliates of cash and in-kind donations.

Employment programs: The Organization provides education and training, including job preparation, career development and employment retention programs, to clients. This includes programs run within DSW service locations as well as programs implemented with DSW support in Affiliates globally.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Basis of Presentation

The Organization is required to report information regarding its financial position and activities according to two classes of net assets. Net assets of the Organization and changes therein are classified and reported as follows:

<u>Net assets without donor restrictions</u> – Net assets that are not subject to stipulations. The Board of Directors will, at times, designate unrestricted net assets for a particular purpose of the Organization. These net assets, if any, are shown separately in the statement of financial position.

Net assets with donor restrictions – Net assets subject to stipulations that will be met either by actions of the Organization and/or the passage of time.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Organization considered all unrestricted cash and highly liquid investments with an initial maturity of three months or less to be cash equivalents.

Accounts Receivable

Accounts receivable are stated at their net realizable values. Management evaluates the collectability of its accounts receivable based on certain factors such as historical collection and aging categories. Accounts receivable are written off when deemed uncollectible. At December 31, 2019, there were no accounts receivable.

Contributions

Contributions are recognized when a donor makes a promise to give to the Organization that is, in substance, unconditional. Contributions that are unrestricted by the donor are reported as increases in net assets without donor restrictions. All donor-restricted contributions are reported as increases in net assets with donor restrictions. When a restriction expires, either by satisfaction of purpose or by the passage of time, net assets with donor restrictions are reclassified to net assets without donor restrictions.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Promises to Give

Promises to give which are to be received in future periods beyond twelve months of the statement of financial position date are classified as long term and are discounted to their net present value at the time the revenue is recorded. The allowance for uncollectible promises to give is based on management's experience with prior campaigns and its analysis of specific promises to give. At December 31, 2019, there were no promises to give.

Donated Materials, Equipment and Services

Donated materials and equipment are recorded as contributions at their estimated values at the date of receipt. The Organization recognizes donated services that create or enhance non-financial assets or that require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. Such donations are reported as unrestricted support unless the donor has restricted the donated asset to a specific purpose. For the year ended December 31, 2019, \$467,300 has been recorded as in-kind contributions – services in the accompanying statement of activities. Many individuals volunteer their time and perform a variety of tasks that assist the Organization, but these services do not meet the criteria for recognition as contributed services.

During the year ended December 31, 2019, the Organization received donations of clothing, jewelry, cosmetics and other items that totaled \$7,116,722, included in in-kind contributions – product in the accompanying statement of activities, for use in the program services (\$6,890,021) and (\$226,701) in supporting services.

Membership Dues

The Organization records all membership dues as contributions; therefore, all membership dues are immediately recognized as unrestricted revenue in the period received.

Deferred Revenue

Revenue collected in advance for sponsorship of events or the Organization's annual gala is initially recorded as deferred revenue and is recognized as revenue at the time of the event.

Affiliates

The Organization receives financial and in-kind support for its Affiliates each year and passes through the contributions to its Affiliates. Distributions including restricted funding for employment programs, reallocation of corporate funds to Affiliates participating in strategic partnership engagements, and contributions provided to Affiliates for other purposes. During 2019, \$1,284,637 in cash and \$5,610,167 in in-kind donations - product was provided in financial support to Affiliates.

Further, the Organization acts as an agent to the Affiliates for online donations. The Organization receives online donations designated for specific Affiliates from contributors, and accordingly, treats the transaction as an exchange and does not record the receipt of funds as a contribution. During 2019, the Organization received approximately \$373,000 of online donations designated for Affiliates.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property and Equipment

Property and equipment are stated at cost or, if contributed, the fair market value on the date of the contribution. The Organization capitalizes expenditures and contributions of furnishings and equipment in excess of \$1,000. Depreciation and amortization is calculated using the straight-line method based on the property's estimated useful life of three to seven years. Leasehold improvements are amortized over the lesser of the remaining lease term or their estimated useful life.

Intangible Assets

Intangible assets are stated at cost or, if contributed, the fair market value on the date of the contribution, and consist of domain names, trademarks and other intangibles. Amortization was calculated using the straight-line method based on the intangibles' estimated useful lives of 10 to 15 years. As of December 31, 2019, all intangibles have been fully amortized and there was no depreciation expense.

Functional Allocation of Expenses

The costs of providing various programs and other activities have been summarized on a functional basis in the accompanying financial statements. Costs that can be identified with particular programs or support functions are charged directly to that program or function. Salaries and related costs have been allocated among the programs and supporting services based upon management's best estimates of the proportion of these costs applicable to each program. Other costs have been allocated to program services and to support services based upon management's best estimates.

Income Taxes

The Organization has received a tax determination letter from the Internal Revenue Service stating that it qualifies under the provisions of Section 501(c)(3) of the Internal Revenue Code and is thus exempt from Federal and state income taxes. The Organization does not have any unrelated business income and accordingly, does not have any uncertain tax positions that require recognition or disclosure in the financial statements.

The Organization's management evaluates tax positions and recognizes a tax liability (or asset) if the Organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Management has analyzed its tax positions, and has concluded that as of December 31, 2019, there are no uncertain tax positions that would require recognition or disclosure. The Organization is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Investments

Investment securities are recorded at fair value. The fair value of equity and debt securities is based on quoted market prices of the underlying securities in active markets for identical assets (see Note 3). Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Organization's gains and losses on investments bought and sold as well as held during the year. Investment income includes investment advisory fees charged, totaling \$25,933 for the year ended December 31, 2019.

Fair Value Measurements

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Organization has the ability to access.

Level 2 Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.
 - If the assets or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Subsequent Events

The Organization evaluated events and transactions for potential recognition or disclosure through October 19, 2020, the date the financial statements were available to be issued.

NOTE 3 - FAIR VALUE MEASUREMENTS

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2019, from prior periods.

Cash equivalents: Are public investment vehicles valued using \$1 for the net asset value.

Equity securities: Valued at the closing price on the last business day of the year.

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

Mutual funds: Valued at the daily closing price as reported by the fund. The funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Organization are deemed to be actively traded.

Corporate and U.S. Treasury bonds: Valued using either the reported bid price at the close of business, the reported mid-price at the close of business, or pricing models maximizing the use of observable inputs for similar securities.

The following table sets forth by level, within the fair value hierarchy, the Organization's assets at fair value as of December 31, 2019.

	 Level 1	 Level 2	L	evel 3	 Total
Cash equivalents	\$ 391,606	\$ -	\$	-	\$ 391,606
Equities	928,054	-		-	928,054
Mutual funds - equities	756,727	-		-	756,727
Mutual funds - bonds	1,279,216	-		-	1,279,216
Corporate and U.S. Treasury bonds		 1,521,080			 1,521,080
	\$ 3,355,603	\$ 1,521,080	\$	-	\$ 4,876,684

Cash equivalents are included in "Cash and cash equivalents" in the accompanying statement of financial position.

NOTE 4 – CONCENTRATION OF CREDIT RISK

The Organization places its cash and cash equivalents with major financial institutions. At times, the balances may exceed federally insured limits. The Organization has not experienced any losses in these accounts.

NOTE 5 – PROPERTY AND EQUIPMENT

Property and equipment as of December 31, 2019, consists of the following:

Furniture and fixtures	\$ 34,254
Office and computer equipment	298,605
Website	95,000
Leasehold improvements	154,075
	581,934
Accumulated depreciation and amortization	(406,163)
Net Property and Equipment	\$ 175,771

Depreciation and amortization expense for the year ended December 31, 2019, was \$22,706.

NOTE 6 – NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions are restricted for the following purposes or periods at December 31, 2019:

Net Assets With Donor Restrictions

Subject to expenditure for specified purpose:	
Verizon Employee Engagement All Locations	\$ 115,200
Capital One Digital Products & Services Worldwide	108,862
Capital One Financial Empowerment Initiative	101,033
Carnival Cruise Line Success Summit Worldwide	100,000
FedExp Career HUB Worldwide	75,000
Vodafone Success in Calling Program Worldwide	25,000
Capital One Financial Education Chicago Branch	20,000
Baxter GPN -Chicago Branch	3,000
First Midwest Bank GPN - Chicago Branch	2,500
Total	550,595
Total net assets with donor restrictions	\$ 550,595

NOTE 7 – COMMITMENTS AND CONTINGENCIES

The Organization has non-cancelable operating leases for office space, warehouse space, and boutique space located in New York, Illinois and California. The leases expire through 2024, and certain leases contain annual escalation clauses for property taxes and general operating and maintenance costs of the landlord, as well as annual rental increases. Further, certain leases contain negotiated monthly rent abatements.

In accordance with U.S. GAAP, the total amount of rental payments due over the lease terms is being charged to rent expense on the straight-line method over the terms of the leases. The difference between rent expense recorded and the amount paid is credited or charged to deferred rent in the accompanying statement of financial position.

Future minimum annual lease payments are as follows:

Year ending December 31:

O	
2020	\$ 480,792
2021	435,817
2022	197,427
2023	131,484
2024	 43,957
Total	\$ 1,289,477

Rent expense for the year ended December 31, 2019 was \$567,160.

NOTE 8 – RETIREMENT PLANS

The Organization has a 403(b)-retirement plan (the "Plan"). The Plan covers all eligible employees, as defined. The Plan also provides employer discretionary matching contributions, up to 4%, and employer discretionary contributions to all eligible employees. The Organization reserves the right to modify or discontinue the Plan at any time. For the year ended December 31, 2019, the employer discretionary matching contribution totaled \$41,027.

The Organization also adopted an executive deferred compensation plan for selected employees (managerial or highly compensated). The executive plan allows eligible employees to defer portions of their current compensation. The initial employee covered under the executive plan has accrued compensation under this plan of \$357,447 as of December 31, 2019. For the years ended December 31, 2019, the employee compensation set aside for the executive totaled \$40,000. The Organization has segregated \$357,447 included in Investment – deferred compensation obligation, in the accompanying statement of financial position, to fund the executive plan.

NOTE 9 – LINE OF CREDIT

At December 31, 2019, the Organization has a line of credit agreement totaling \$250,000, which is secured by a certificate of deposit in the amount of \$250,000. The line of credit accrues interest on the unpaid principal balance at the U.S. prime rate. The accrued interest is payable monthly, with principal due at the earlier of demand or reaffirmation. During the year ended December 31, 2019, the Organization had no borrowings under the line of credit.

NOTE 10 – FINANCIAL ASSETS AVAILABLE TO MEET CASH NEEDS

The Organization's financial assets, as of December 31, 2019, available for general expenditures within one year of the accompanying statement of financial position are as follows:

Cash and cash equivalents	\$ 1,902,292
Investments	4,485,078
Restricted cash – certificate of deposit	250,000
Investments – deferred compensation obligation	357,447
Financial assets	6,994,817
Less financial assets held to meet donor-imposed restrictions: Purpose-restricted net assets (Note 6) Less financial assets not available within one year:	\$ (550,595)
Restricted cash – certificate of deposit Investments – deferred compensation obligation	 (250,000) (357,447)
Financial assets available for general expenditures within one year	\$ 5,836,775

As part of the Organization's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. The Organization maintains a line of credit of \$250,000 to cover short-term cash needs, if necessary.