



Open Door Legal
Consolidated Financial Statements
December 31, 2019 and 2018

Board of Directors
Open Door Legal
San Francisco, California

Certified
Public
Accountants



Palo Alto
San Francisco
San Jose
St. Helena

INDEPENDENT AUDITORS' REPORT

We have audited the accompanying consolidated financial statements of Open Door Legal, which comprise the consolidated statements of financial position as of December 31, 2019 and 2018, and the related consolidated statements of activities and change in net assets, functional expenses, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated 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 the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated 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 audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of Open Door Legal as of December 31, 2019 and 2018 and the change 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.

Frank, Rimerman & Co. LLP

San Francisco, California
April 30, 2020

Open Door Legal
Consolidated Statements of Financial Position

	December 31,	
	2019	2018
ASSETS		
Current Assets		
Cash	\$ 508,242	\$ 475,968
Restricted cash	94,547	6,079
Accounts receivable	301,726	142,636
Contributions receivable	-	235,000
Prepaid expenses and other current assets	37,341	15,865
Total current assets	941,856	875,548
Property and Equipment, net	169,130	76,695
Security Deposits	7,214	2,100
Total assets	<u>\$ 1,118,200</u>	<u>\$ 954,343</u>
LIABILITIES AND NET ASSETS		
Current Liabilities		
Accounts payable	\$ 8,332	\$ 8,331
Accrued expenses	81,237	46,977
Client escrow	94,547	6,079
Note payable	-	100,825
Total current liabilities	184,116	162,212
Commitments and Contingencies (Notes 8 and 9)		
Net Assets		
Without Donor Restrictions	775,751	543,131
With Donor Restrictions	158,333	249,000
Total net assets	934,084	792,131
Total liabilities and net assets	<u>\$ 1,118,200</u>	<u>\$ 954,343</u>

See Notes to Consolidated Financial Statements

Open Door Legal
Consolidated Statements of Activities and Change in Net Assets
Years Ended December 31, 2019 and 2018

	2019			2018		
	Without Donor	With Donor	Total	Without Donor	With Donor	Total
	Restrictions	Restrictions		Restrictions	Restrictions	
Public Support and Revenue						
Grants and contributions, net	\$ 1,459,747	\$ 180,000	\$ 1,639,747	\$ 1,284,463	\$ 249,000	\$ 1,533,463
Program income	16,926	-	16,926	84,249	-	84,249
In-kind contributions	335,440	-	335,440	728,880	-	728,880
Event tickets and auction sales	227,965	-	227,965	144,830	-	144,830
Net assets released from restrictions	270,667	(270,667)	-	84,517	(84,517)	-
Total public support and revenue	2,310,745	(90,667)	2,220,078	2,326,939	164,483	2,491,422
Expenses						
Program services	1,590,097	-	1,590,097	1,377,201	-	1,377,201
General and administrative	206,738	-	206,738	125,120	-	125,120
Fundraising	281,290	-	281,290	301,750	-	301,750
Total expenses	2,078,125	-	2,078,125	1,804,071	-	1,804,071
Change in Net Assets	232,620	(90,667)	141,953	522,868	164,483	687,351
Net Assets, beginning of year	543,131	249,000	792,131	20,263	84,517	104,780
Net Assets, end of year	\$ 775,751	\$ 158,333	\$ 934,084	\$ 543,131	\$ 249,000	\$ 792,131

See Notes to Consolidated Financial Statements

Open Door Legal
Consolidated Statement of Functional Expenses
Year Ended December 31, 2019

	Program Services	General and Administrative	Fundraising	Total Support Services	Total
Personnel Expenses	\$ 1,055,185	\$ 88,102	\$ 167,482	\$ 255,584	\$ 1,310,769
Consultants and Professionals	293,608	88,631	534	89,165	382,773
Occupancy	115,850	9,500	7,305	16,805	132,655
Event Related Costs	-	-	85,623	85,623	85,623
Other Expenses	40,924	14,996	9,341	24,337	65,261
Information Technology	31,821	3,169	3,503	6,672	38,493
Court & Litigation fees	32,822	-	-	-	32,822
Depreciation and Amortization	19,887	2,340	1,170	3,510	23,397
Advertising	-	-	6,332	6,332	6,332
Total expenses	<u>\$ 1,590,097</u>	<u>\$ 206,738</u>	<u>\$ 281,290</u>	<u>\$ 488,028</u>	<u>\$ 2,078,125</u>
Percent of Total Expenses	<u>77%</u>	<u>10%</u>	<u>13%</u>	<u>23%</u>	<u>100%</u>

See Notes to Consolidated Financial Statements

Open Door Legal
Consolidated Statement of Functional Expenses
Year Ended December 31, 2018

	Program Services	General and Administrative	Fundraising	Total Support Services	Total
Personnel Expenses	\$ 686,062	\$ 45,746	\$ 104,443	\$ 150,189	\$ 836,251
Consultants and Professionals	585,793	45,045	-	45,045	630,838
Advertising	-	-	119,752	119,752	119,752
Other Expenses	53,574	34,084	3,596	37,680	91,254
Event Related Costs	-	-	73,836	73,836	73,836
Occupancy	38,672	-	-	-	38,672
Court & Litigation fees	11,014	-	-	-	11,014
Depreciation and Amortization	2,086	245	123	368	2,454
Total expenses	<u>\$ 1,377,201</u>	<u>\$ 125,120</u>	<u>\$ 301,750</u>	<u>\$ 426,870</u>	<u>\$ 1,804,071</u>
Percent of Total Expenses	<u>76%</u>	<u>7%</u>	<u>17%</u>	<u>24%</u>	<u>100%</u>

See Notes to Consolidated Financial Statements

Open Door Legal
Consolidated Statements of Cash Flows
Years Ended December 31, 2019 and 2018

	Years Ended December 31,	
	2019	2018
Cash Flows from Operating Activities		
Change in net assets	\$ 141,953	\$ 687,351
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Realized gain on sale of contributed securities	(2,061)	-
Contributed property and equipment	(18,400)	(18,140)
Depreciation and amortization	23,397	2,454
Noncash interest expense	503	825
Changes in operating assets and liabilities:		
Accounts receivable	(159,090)	(110,033)
Contributions receivable	235,000	(178,000)
Prepaid expenses and current assets	(24,529)	(14,002)
Investments	-	13,567
Accounts payable	1	(14,292)
Accrued expenses	34,260	9,934
Client escrow	88,468	(22,105)
Net cash provided by operating activities	319,502	357,559
Cash Flows from Investing Activities		
Purchase of property and equipment	(97,432)	(61,009)
Net cash used in investing activities	(97,432)	(61,009)
Cash Flows from Financing Activities		
Repayment of note payable	(101,328)	(50,000)
Proceeds from issuance of note payable	-	100,000
Net cash provided by (used in) financing activities	(101,328)	50,000
Net Increase in Cash and Restricted Cash	120,742	346,550
Cash and Restricted Cash, beginning of year	482,047	135,497
Cash and Restricted Cash, end of year	\$ 602,789	\$ 482,047
Cash	\$ 508,242	\$ 475,968
Restricted Cash	94,547	6,079
Total Cash and Restricted Cash	\$ 602,789	\$ 482,047

See Notes to Consolidated Financial Statements

Open Door Legal

Notes to Consolidated Financial Statements

1. Organization and Nature of Business

Open Door Legal (the Organization) is a not-for-profit organization working to pioneer universal access to civil legal representation and prove that, when everyone has access to the law, poverty can be dramatically reduced. The Organization is headquartered in San Francisco, California.

The Organization was founded in 2013 in the Bayview/Hunters Point neighborhood of San Francisco, and exclusively served the residents there until 2019, when the Organization expanded its service area to serve the residents the Excelsior and Western Addition neighborhoods of San Francisco.

The Organization ensures that everyone in their current service areas who cannot afford an attorney, can access one in any area of civil law. The Organization has a custom-built case management system to manage the logistical complexities involved in delivering universal legal access and ensure people who need representation can get timely services in over 35 areas of law.

In 2015, the Organization established a wholly owned private foundation, Neighbor Capital. Neighbor Capital has a platform to assist businesses in making security offerings. The activity of the foundation has been included in the consolidated financial statements.

2. Significant Accounting Policies

Basis of Presentation:

The Organization presents its consolidated financial statements on the accrual basis of accounting.

The Organization segregates its assets, liabilities and operations into two categories: with donor restrictions and without donor restrictions. The Organization's net assets and changes therein are classified and reported as follows:

Net assets without donor restrictions consist of net assets for which there are no donor-imposed restrictions or such donor-imposed restrictions were temporary and expired during the current or previous periods.

Net assets with donor restrictions consist of amounts receivable or received that are restricted for specific purposes or for subsequent periods. Some contributions received from donors are required to be maintained in perpetuity, while others expire over time or when the donor imposed restriction is satisfied. When donor restrictions expire, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the consolidated statements of activities as net assets released from restrictions.

Open Door Legal

Notes to Consolidated Financial Statements

2. Significant Accounting Policies (continued)

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 reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of support, revenue and expenses in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Revenue Recognition:

In May 2014, the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 606, *Revenue from Contracts with Customers* (Topic 606). This accounting standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers to reflect the consideration to which the entity expects to be entitled to in exchange for goods and services.

The standard replaces most existing revenue recognition accounting principles generally accepted in the United States of America. Topic 606 became effective for the Organization as of January 1, 2019, at which time the Organization adopted the standard using a retrospective transition approach. The adoption of Topic 606 did not have a material impact on the Organization's consolidated financial statements. However, Topic 606 did result in changes to the Organization's accounting policies for revenue recognition.

The Organization determines revenue recognition through the following steps:

- Identification of the contract or agreement with a grantor or customer
- Identification of the performance obligations in the contract or agreement
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract or agreement
- Recognition of revenue when, or as, the Organization satisfies a performance obligation

Open Door Legal

Notes to Consolidated Financial Statements

2. Significant Accounting Policies (continued)

Revenue Recognition: (continued)

The Organization recognizes support and revenue from the following sources:

Contributions:

The Organization receives contributions from foundations, businesses and individuals. The Organization recognizes contributions and unconditional promises to give (pledges) as revenue at their fair value in the period the donor makes the contribution or pledge that is, in substance, unconditional. Conditional promises to give and support are not recognized until the conditions are met. The Organization distinguishes between contributions that increase any of the two categories of net assets, with recognition being made upon the expiration of donor-imposed restrictions in the period in which the restrictions expire. Contributions restricted by the donor that expire in the current year are reported as increases in net assets without donor restrictions.

Event Tickets and Auction Sales:

Event tickets and auction sales are generated at the Organization's annual Gala. Ticket revenue and auction sales are recognized as received in the year in which the event occurs.

Program Income:

The Organization's program income consists of fees from clients for legal services performed or from attorney's fees mandated by the court or other law for performance of legal services. Revenue from these sources are recognized in the year in which the service is performed.

Reimbursement Grants:

The Organization recognizes financial support through multiple grant agreements whereby funding is based on the expenses incurred. Invoices are submitted to the grantors monthly for reimbursement and revenue is recognized as the costs are incurred. The Organization recognized \$740,413 related to reimbursement grants in 2019 (\$252,482 in 2018) as grant revenue.

In June 2018, the FASB issued Accounting Standards Update (ASU) 2018-08, *Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made*. The standard clarifies the definition of an exchange transaction and provides guidance for evaluating whether contributions are unconditional or conditional. The Organization adopted ASU 2018-08, effective January 1, 2019, using the modified prospective transition method with no impact on its consolidated financial statements or related disclosures.

Open Door Legal

Notes to Consolidated Financial Statements

2. Significant Accounting Policies (continued)

In-Kind Contributions:

The Organization records various types of in-kind donations including professional services and tangible assets. Contributed professional services are recognized if the services received (a) create or enhance long-lived assets or (b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. Contributions of tangible assets are recognized when promised or received, whichever is earlier. In-kind contribution revenue is recorded at the fair value of the services or tangible assets received and are offset by like amounts of expenses or, in the case of tangible assets, over the period benefited.

The Organization occupies a building for which it is charged below-market-rent. The Organization records the fair value of donated rent, which is the difference between the fair value of the lease and the amount of rent paid, it receives annually (Note 5).

The Organization also receives a significant amount of donated time from volunteers and interns that assist in the legal aid process; however, their time does not meet the criteria for recognition as donated services. Accordingly, the value of this contributed time is not reflected in the accompanying consolidated financial statements.

Cash and Cash Equivalents:

For purposes of the consolidated statements of cash flows, the Organization considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

Restricted Cash:

The Organization's restricted cash represents funds that are held on behalf of clients while their legal matters are pending. The Organization's policy is to recognize an offsetting liability in the client escrow account, concurrent with its recognition of cash or other financial assets received from the client. Once the funds are distributed to the ultimate beneficiary, the asset and liability are removed from the Organization's records.

Open Door Legal

Notes to Consolidated Financial Statements

2. Significant Accounting Policies (continued)

Property and Equipment:

The Organization capitalizes property and equipment acquisitions over \$5,000. Property and equipment is recorded at cost. Depreciation is provided on a straight-line basis over the estimated useful life of the assets, generally five years. Amortization of leasehold improvements is computed using the straight-line method over the shorter of the remaining lease term or the estimated useful life of the related improvements.

Accounting for Impairment of Long-Lived Assets:

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Recoverability of assets held and used is measured by 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 less costs to sell. The Company did not record any expense related to asset impairment in 2019 or 2018.

Functional Expenses:

The costs of providing the various program and support services have been summarized on a functional basis in the consolidated statements of functional expenses. Directly identifiable expenses, which include, but are not limited to: salaries, benefits, taxes and legal fees, are charged to the related program or service benefited. Consultants and professional expenses are directly allocated based on the program or service benefited, or by management's estimate of usage. Advertising and event related costs are directly allocated to fundraising as those are the services benefited from the expenses. Information technology and indirect expenses are allocated to programs or support functions based principally on the percentage of personnel time spent in each area or management's estimate of usage. Occupancy expenses, including rent, utilities, depreciation and amortization are allocated on an estimate of square footage usage.

Open Door Legal

Notes to Consolidated Financial Statements

2. Significant Accounting Policies (continued)

Concentration of Credit Risk:

Financial instruments, which potentially subject the Organization to concentration of credit risk, consist primarily of cash and accounts and contributions receivable. The Organization maintains its cash deposits with two financial institutions. From time to time, cash deposits held with the financial institution exceed the amount insured by the Federal Deposit Insurance Corporation. At December 31, 2019, cash deposits in excess of the federally insured limit totaled \$169,570 (\$220,610 at December 31, 2018). To date, the Organization has not experienced any losses on its cash deposits.

The Organization provides an allowance for losses arising from uncollectible accounts and contributions receivable based upon the historical collection experience and management's evaluation of collectability of outstanding balances. There was no allowance for doubtful accounts deemed necessary at December 31, 2019 and 2018.

Income Taxes:

The Organization is exempt from federal and state income taxes under the Internal Revenue Code Section 501(c)(3) and State of California Section 23701(d), except on any net income derived from unrelated business activities. The Organization does not believe it has unrelated business income to be reported for tax purposes.

The Organization believes that it has appropriate support for any income tax positions taken to date and, therefore, has no related income tax due for all years where the statute of limitations remains open, which is generally three years for Federal filings and four years for California filings.

Reclassifications:

Certain prior year balances have been reclassified to conform to current year presentation.

Open Door Legal

Notes to Consolidated Financial Statements

2. Significant Accounting Policies (continued)

Recent Accounting Pronouncement Not Yet Effective:

Leases:

In February 2016, the FASB issued ASC Topic 842, *Leases*. This standard requires all entities that lease assets under leases with terms of more than 12 months to capitalize the assets and related lease liabilities on the statement of financial position. The standard is effective for the Organization as of January 1, 2021 and requires the use of a modified retrospective transition approach for its adoption. The Organization is currently evaluating the effect Topic 842 will have on its financial statements and related disclosures. Management expects the assets leased under operating leases, similar to the leases discussed in Note 8 to the consolidated financial statements, will be capitalized together with the related lease obligations on the consolidated statement of financial position upon the adoption of Topic 842.

3. Liquidity and Availability of Resources

The following table reflects the Organization's financial assets as of December 31, 2019 and 2018, reduced by amounts that are not available to meet general expenditures within one year of the consolidated statements of financial position:

	<u>2019</u>	<u>2018</u>
Cash and restricted cash	\$ 602,789	\$ 482,047
Accounts receivable	301,726	142,636
Contributions receivable	<u>-</u>	<u>235,000</u>
	904,515	859,683
Less:		
Restricted cash	(94,547)	(6,079)
Restricted for time or purpose	<u>(158,333)</u>	<u>(249,000)</u>
Financial assets available for general expenditure needs within one year	<u>\$ 651,635</u>	<u>\$ 604,604</u>

The Organization strives to maintain liquid financial assets sufficient to cover 90 days of general expenditures.

Open Door Legal
Notes to Consolidated Financial Statements

4. Property and Equipment

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

	<u>2019</u>	<u>2018</u>
Leasehold improvements	\$ 159,975	\$ 66,009
Furniture and fixtures	<u>28,912</u>	<u>13,140</u>
	188,887	79,149
Less accumulated depreciation and amortization	<u>(19,757)</u>	<u>(2,454)</u>
	<u>\$ 169,130</u>	<u>\$ 76,695</u>

5. In-Kind Contributions

The value of donated goods and services recorded as in-kind contribution revenue in the consolidated financial statements consist of the following during the year ended December 31:

	<u>2019</u>	<u>2018</u>
Attorneys	\$ 266,845	\$ 536,660
Fundraising and events	28,320	140,529
Donated equipment	21,505	4,620
Donated rent	18,770	13,931
Information technology	-	15,000
Donated leasehold improvements	<u>-</u>	<u>18,140</u>
Total	<u>\$ 335,440</u>	<u>\$ 728,880</u>

Open Door Legal
Notes to Consolidated Financial Statements

6. Borrowings

At December 31, 2017, the Organization had a note payable outstanding to an individual in the amount of \$50,000. The note was unsecured, did not bear interest and was repaid in full in April 2018.

In March 2018, the Organization entered into a promissory note with a private company for \$100,000. The note was unsecured, bore interest at 1% and was repaid in full in June 2019.

In May 2019, the Organization entered into a line of credit agreement for \$250,000 that matures in May 2020. Borrowings under the agreement bear interest at the greater of the bank's prime rate plus 2.0% or 7.5% (7.5% at December 31, 2019). The Organization did not borrow any amounts against the line in 2019.

7. Net Assets with Donor Restrictions

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

	<u>2019</u>	<u>2018</u>
General programs	\$ 66,667	\$ 14,000
Strategic planning	91,667	-
Restricted to future periods	<u>-</u>	<u>235,000</u>
Total net assets with donor restrictions	<u>\$ 158,333</u>	<u>\$ 249,000</u>

Net assets were released from donor restrictions by the passage of time or incurring expenses satisfying the restricted purposes. In 2019, the Organization released \$270,667 of funds relating to program restrictions and the passage of time (\$84,517 relating to program restrictions and the passage of time in 2018).

Open Door Legal

Notes to Consolidated Financial Statements

8. Lease Commitments

The Organization leases its primary office facility in San Francisco, California, under a non-cancelable operating lease agreement. The lease expires in July 2024 and requires monthly payments, which will increase by 3% every year.

The Organization leases another office facility in San Francisco, California, under a non-cancelable operating lease agreement that expires in August 2023. The lease requires monthly payments, which will increase by 3% every year.

In January 2020, the Organization entered into a third lease agreement for another office facility in San Francisco, California, under a non-cancelable operating lease agreement that expires in January 2025. The lease requires monthly payments, which will increase by 3% every year.

The Organization recognizes rent expense on a straight-line basis over the term of the operating leases. Any difference between cash payments required and rent expense is recorded as deferred rent. Rent expense was \$66,500, which includes \$18,800 in donated rent in 2019 (\$30,300, which includes \$14,000 in donated rent in 2018).

Future minimum lease payments under the non-cancelable operating leases are as follows:

2020	\$	107,000
2021		123,000
2022		126,000
2023		121,000
2024		78,000
Thereafter		<u>3,000</u>
Total	\$	<u>558,000</u>

Open Door Legal
Notes to Consolidated Financial Statements

9. Subsequent Events

The recent global outbreak of the novel coronavirus in 2020 is a rapidly evolving situation. The global pandemic has disrupted much of society, impacting travel and supply chains, adversely impacting commercial activity in most industries, and negatively impacting financial markets. The rapid development and fluidity of this situation precludes any prediction as to its ultimate impact, which may have a continued adverse effect on economic and market conditions and trigger an extended period of global economic slowdown. Such conditions, which may be experienced across industries, sectors or geographies, may impact the Organization's ability to raise support and revenue and its operating performance in the near term.

In April 2020, the Organization entered into a line of credit agreement for \$300,000 that matures in April 2021. Borrowings under the agreement bear interest at 3.25%. The Organization did not borrow any amounts against the line as of the date of issuance.

Under the Paycheck Protection Program provided by the U.S. Small Business Administration (SBA), the Organization entered into a debt agreement for \$302,700 in April 2020. Under the terms, payment is deferred for the first six months and borrowings bear interest at 1.0%. The SBA allows forgiveness of the principal and accrued interest if all employees are kept on the payroll for eight weeks and the money is used for payroll, rent, mortgage interest, or utilities, of which non-payroll costs can be 25% of the expenditures. The Organization anticipates meeting the debt forgiveness requirements.

Subsequent events have been evaluated through the date of the independent auditors' report, which is the date the consolidated financial statements were approved by management and available for issuance. No items requiring disclosure in the consolidated financial statements have been identified other than those presented.