FINANCIAL STATEMENTS
Years Ended December 31, 2021 and 2020

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INDEPENDENT ACCOUNTANTS' REVIEW REPORT

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To the Board of Directors Velodrome Fund, Inc. Trexlertown, PA

We have reviewed the accompanying financial statements of Velodrome Fund, Inc. (a nonprofit 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. A review includes primarily applying analytical procedures to management's financial data and making inquiries of management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

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.

Accountants' Responsibility

Our responsibility is to conduct the review engagements in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

We are required to be independent of Velodrome Fund, Inc. and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements related to our reviews.

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Basis for Qualified Conclusion

As explained in Note 3 to the financial statements, Velodrome Fund, Inc. leases the Velodrome facility at a notional sum, the contributed value of which is not determinable due to the uniqueness of the venue.

Qualified Conclusion

Based on our reviews, except for the issue noted in the Basis for Qualified Conclusion paragraph, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

Regan, Levin, Bloss, Brown & Savchak, P.C.

Allentown, Pennsylvania June 23, 2022

Statements of Financial Position December 31, 2021 and December 31, 2020

Assets	2021	2020
Cash and cash equivalents Accounts receivable, net of allowance Retail inventory Investments Property and equipment,	\$ 290,239 14,610 7,535 1,483,243	\$ 60,149 153,170 11,046 1,455,893
net of accumulated depreciation	49,269	60,135
Total assets	\$1,844,896	\$1,740,393
Liabilities		
Accounts payable	•	\$ 14,211
Payroll tax payable Credit cards	861 2,659	1,024
Deferred revenue	1,500	22,631
Total liabilities	17,683	37,866
Net Assets		
Without donor restrictions	(18,763)	(100,678)
With donor restrictions	1,845,976	1,803,205
Total net assets	1,827,213	1,702,527
Total liabilities and net assets	\$1,844,896_	\$1,740,393_

Statements of Activities

Year Ended December 31, 2021, with Comparative Totals for the Year Ended December 31, 2020

		Net Assets Without Donor		Net Assets With Donor		Tota	ĺ
	1 1 1 1 1 <u>1</u>	Restrictions	_	Restrictions		2021	2020
Support and revenues:							
Contributions	\$	31,795	\$		\$	31,795 \$	3,463
Sponsorships		382,650		24,000		406,650	353,250
Interest and dividends,							
net of fees		15		43,825		43,840	26,833
Net appreciation (depreciation)							
of investments		-		122,909		122,909	129,073
Racing:							
Ticket sales		69,501				69,501	12,075
Rider fees		161,245				161,245	27,216
Concessions		34,363				34,363	24
Retail sales		16,717		<u> </u>		16,717	5,972
Special events:							
Ticket sales		10,800				10,800	8,360
Facility rentals		7,775				7,775	11,165
		714,861	_	190,734		905,595	577,431
Paycheck protection program (PPP) Ioan forgiveness Grant income	-	48,917 105,325 154,242	_	=	_	48,917 105,325 154,242	53,100 262,958 316,058
Expenses:							
Racing		576,666				576,666	384,422
Development		148,748		<u> </u>		148,748	131,135
Non-cycling		2,213				2,213	1,907
General and		2,210				2,210	1,007
administrative		193,932				193,932	462,301
Fund-raising		13,592				13,592	13,675
, and raising	_	935,151	_	_	_	935,151	993,440
Transfer of donor restricted net assets		147,963		(147,963)		<u> </u>	_
Change in net assets		81,915		42,771		124,686	(99,951)
Beginning net assets	_	(100,678)		1,803,205		1,702,527	1,802,478
Ending net assets	\$_	(18,763)	\$_	1,845,976	\$	1,827,213 \$	1,702,527

Year Ended December 31, 2021, with Comparative Totals for the Year Ended December 31, 2020 Statements of Functional Expenses

		Pro	Program Services					
					General and	Fund-	Total	
		Racing	Development Non-Cycling		Administrative	Raising	2021	2020
Personnel	↔	110,062 \$	110,875 \$	↔ 	39,500 \$	12,319 \$	272,756 \$	277.161
Payroll taxes		8,386	8,448	1	3,010	939		23.735
Employee benefits		43,907	1	Ι	1	1	43,907	25,461
Supplies		2,705	1	ı	1	1	2,705	1.456
Facilities supplies		47,536	1	1	25,596	1	73,132	58,511
Concessions		20,080	1	1	1	1	20,080	1,629
Merchandise		5,901	1	I	1	ı	5,901	2,531
Equipment		1	I		1	1	1	1,800
Awards and rider expense		56,368	1	1	l	1	56,368	20,751
Advertising and promotion		62,163	1	1	3,272	1	65,435	100,013
Insurance		16,703	5,102	1,670	10,022	334	33,831	24,943
Occupancy and utilities		22,693	22,693	1	12,801	ı	58,187	11,180
Program expenses		42,754	1	I	1	1	42,754	25,077
Purchased services		98,471	1	1	82,523	I	180,994	109,966
Travel and lodging		1	1	I	3,224	1	3,224	116
Other expenses		33,504	1	I	1	1	33,504	4,131
Bank and payment processing fees		1	1	I	4,465	1	4,465	1,629
Grant expense		1	1	1	6,259	1	6,259	117,973
Depreciation		5,433	1,630	543	3,260	1	10,866	13,613
Loss on equipment write-off	1	1	1	1			1	171,764
	σ	\$ 999'925	148,748 \$	2,213 \$	193,932 \$	13,592 \$	935,151 \$	993,440

See accompanying notes to financial statements.

Statements of Cash Flows Years Ended December 31, 2021 and 2020

		2021	2020
Cash flows from operating activities:			
Change in net assets	\$	124,686 \$	(99,951)
Adjustments to reconcile change in net assets to net cash provided by			
(used in) operating activities:			
Depreciation		10,866	13,613
Loss on equipment write-off		-	171,764
PPP loan forgiveness		(48,917)	(53, 100)
Net appreciation of investments		(122,909)	(129,075)
(Increase) decrease in accounts receivable		138,560	(150,825)
(Increase) decrease in retail inventory		3,511	(6,824)
Increase (decrease) in accounts payable		(1,548)	1,517
Increase in payroll tax payable		861	_
Increase (decrease) in credit cards		1,635	(1,866)
Increase (decrease) in deferred revenue	-	(21,131)	20,571
Net cash provided by (used) in operating activities		85,614	(234,176)
Cash flows from investing activities:			
Proceeds from sales of investments		517,239	782,336
Purchases of investments	_	(421,680)	(622,873)
Net cash provided by investing activities	_	95,559	159,463
Cash flows from financing activities:			
PPP loan proceeds	_	48,917	53,100
Net cash provided by financing activities		48,917_	53,100
Net increase (decrease) in cash and cash equivalents		230,090	(21,613)
Cash and cash equivalents, beginning		60,149	81,762
Cash and cash equivalents, ending	\$_	290,239 \$	60,149
Supplemental disclosure of non-cash financing activities: PPP loan forgiveness	\$_	48,917 \$	53,100

1. Nature of Activities:

Velodrome Fund, Inc. (the Organization) is a nonprofit organization which operates, supports, and maintains the Velodrome facility and venue (a Lehigh County-owned facility) located in Trexlertown, Pennsylvania.

2. Summary of Significant Accounting Policies:

Basis of Presentation

The Organization is required to report information regarding its financial position and activities according to two classes of net assets: without donor restrictions and with donor restrictions.

Without Donor Restrictions – Net assets that are not subject to donor-imposed restrictions or law.

With Donor Restrictions – Net assets subject to donor-imposed restrictions. Donor-imposed restrictions may be 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 permanent, where the donor stipulates that resources be maintained in perpetuity.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Property and Equipment

Acquisitions of property and equipment in excess of \$2,500 are capitalized. Property and equipment are carried at cost or, if donated, at fair value at the date of donation. Depreciation is computed using the straight-line method over the estimated useful lives of the property and equipment.

Revenue Recognition

Contributions received are recorded as with restrictions or without restrictions depending on the existence and/or nature of any donor restrictions. All donor-restricted support is reported as an increase in net assets with restrictions. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), net assets with restrictions are reclassified

to net assets without restrictions and reported in the statement of activities as net assets released from restrictions.

Accounts Receivable

Accounts receivable are reported at the amount the Organization expects to collect from outstanding balances. Differences between the amount due and the amount the Organization expects to collect are reported in the results of operations of the year in which those differences are determined, with an offsetting entry to a valuation allowance for accounts receivable. Balances that are still outstanding after the Organization has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable. As of December 31, 2021 and 2020, no amounts were deemed uncollectible.

Retail Inventory Valuation

Retail inventory is valued at the lower of cost (first-in, first-out) or market.

Advertising

Advertising costs are expensed as incurred. Advertising expense was \$65,435 and \$100,013 for the years ended December 31, 2021 and 2020, respectively.

Accounting for Long-Lived Assets

The Organization reviews long-lived assets for impairment whenever circumstances and situations change such that there is an indication that the carrying amounts may not be recoverable. The Organization believes that there has been no impairment of its long-lived assets during 2021. There was an impairment loss of \$171,764 recognized during 2020 to write-off construction in progress.

Contributed Services

Velodrome Fund, Inc. receives services donated by its sponsors. No amounts have been reflected in the financial statements for those services because they do not meet the criteria for recognition under Financial Accounting Standards Board's Accounting Standard Codification (FASB ASC) 958, Not-for-Profit Entities.

Functional Allocation of Expenses

The costs of providing the various programs and activities have been summarized on a functional basis in the statement of activities. Expenses that can be identified with a specific program or supporting service are allocated directly according to their natural expenditure classification. Certain other costs

have been allocated among the programs and supporting services benefited. The expenses that are allocated include payroll taxes (based on wages incurred), facilities supplies, advertising, insurance, occupancy and utilities, and depreciation (allocated based on historical estimates of usage between program and support functions).

<u>Taxes</u>

Velodrome Fund, Inc. is a not-for-profit corporation that is exempt from income taxes under Internal Revenue Code Section 501(c)(3). The Organization has adopted the provisions of FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FASB ASC) 740-10. The Organization continually evaluates expiring statutes of limitations, audits, proposed settlements, changes in tax law, and new authoritative rulings in determining any uncertain tax positions. The Organization files its Form 990 with the United States Internal Revenue Service and with the Bureau of Charitable Organizations in Pennsylvania. The Organization is no longer subject to examination by the Internal Revenue Service for years prior to 2018.

Cash and Cash Equivalents

Cash and cash equivalents include all monies in bank accounts and highly-liquid investments with an initial maturity of three months or less.

Credit Risks

The Organization maintains its cash accounts in several depository accounts which, at times, may exceed federally-insured limits. The Organization has not experienced losses in such accounts. The Organization believes it is not exposed to significant credit risk.

The Organization maintains a significant portion of its assets in investments, which are subject to fluctuations in value. Further, the Organization is subject to risks associated with each investment, such as compliance of the issuer with certain contractual obligations.

Investments

Investments in marketable securities with readily determinable fair values are reported at their fair values in the statement of financial position. Unrealized gains and losses are included in the change in net assets. Investment income and gains restricted by a donor are reported as increases in net assets without restrictions if the restrictions are met (either by the passage of time or by use) in the reporting period in which the income and gains are recognized.

Subsequent Events

Management of the Organization has evaluated events and transactions subsequent to December 31, 2021, for items that could potentially be recognized or disclosed in these financial statements. The evaluation was conducted through June 23, 2022, the date these financial statements were available to be issued.

Adoption of New Accounting Standard

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." The ASU and all subsequently issued clarifying ASUs replaced most existing revenue recognition guidance in U.S. GAAP. The ASU also required expanded disclosures relating to the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The Organization adopted the new standard effective January 1, 2020, the first day of the Organization's fiscal year using the modified retrospective approach. There was not a significant impact as a result of adoption of the ASU.

3. <u>Facilities Agreement:</u>

The County of Lehigh has leased a portion of the Bob Rodale Cycling and Fitness Park to Velodrome Fund, Inc. The Park is used for staging of cycling races and conducting training and cycling related events in accordance with the terms and restrictions of the lease agreement. The lease originally had a term of 20 years commencing on January 2, 1998 and terminating on January 1, 2018. It has subsequently been extended for an additional 20-year term through January 1, 2038. Rent is due annually in the notional sum of \$1. Due to the uniqueness of the venue, valuation of this contribution is not determinable; no provision for fair rental value of the facility has been made in the financial statements reflective of the annual contributed value. See note 4 for discussion of an amendment to the lease.

4. Net Assets With Donor Restrictions:

Expendable Trust – Velodrome Operations Trust Fund

During 1998, the Rodale Press, Inc. established and contributed to the Organization an expendable trust fund in the amount of \$1,500,000. Such funds are restricted in accordance with the directives of the Trust. The purpose of the fund is to provide a source of continuing funds to pay salaries and benefits for key Velodrome Fund, Inc. employees. The Trust Fund is authorized to distribute up to

a maximum of \$150,000 annually, adjusted for inflation since 2000, to be used for its prescribed purpose. The Trust Fund is maintained in a separate account under the management of a fund custodian. The fair value of the Fund, excluding restricted cash, was \$1,483,243 and \$1,455,893 at December 31, 2021 and 2020, respectively. \$147,963 and \$182,037 of withdrawals from the Fund were transferred in 2021 and 2020, respectively, pursuant to Board resolution. Investment earnings are recorded as additions to net assets with donor restrictions.

Capital Improvements Fund

Effective July 11, 2007, the County of Lehigh, lessor of the Organization's facilities (see note 3), amended the lease to require that twenty percent of monies received by the Organization from the sponsor of the naming rights be set aside to be used for capital improvements to the facilities. By common consent of the parties, the annual amount due to the lessor for the stated purpose was limited to \$24,000. In 2007, the Organization paid \$24,000 to the lessor to fund its capital improvements.

No payments have been made subsequently, and \$336,000 remained unpaid at December 31, 2021. In lieu of payment of the amount otherwise due, the lessor and lessee have agreed to allow the lessee to retain the funds with a restricted designation. Expenditure of the restricted funds will occur as needed by the lessor to fund capital improvements to the facilities.

Endowment Account

Certain restricted contributions to the Organization totaling \$6,000 are held in an endowment account. Only earnings derived from such funds may be released from restriction. Earnings are recorded as income with donor restrictions.

Net assets with donor restrictions consisted of the following funds at December 31, 2021 and 2020:

	<u>2021</u>	<u>2020</u>
Velodrome Operations Trust Fund Capital Improvements Fund Endowment Account	\$ 1,503,976 336,000 6,000	\$ 1,485,205 312,000 6,000
	\$ <u>1,845,976</u>	\$ <u>1,803,205</u>

5. Investments:

Investments as of December 31, 2021 and 2020, are summarized as follows:

December 31, 2021 With restrictions:	<u>Cost</u>	Fair <u>Value</u>	Carrying <u>Value</u>
Equity mutual funds Fixed income mutual funds	\$ 545,216 579,228	\$ 912,855 <u>570,388</u>	\$ 912,855 570,388
	\$ <u>1,124,444</u>	\$ <u>1,483,243</u>	\$ <u>1,483,243</u>
December 31, 2020 With restrictions:			
Equity mutual funds Fixed income mutual funds	\$ 536,403 593,972	\$ 830,931 624,962	\$ 830,931 624,962
	\$ <u>1,130,375</u>	\$ <u>1,455,893</u>	\$ <u>1,455,893</u>

Investment revenues are reported net of brokers' fees, and amounted to \$43,840 in 2021 and \$26,833 in 2020.

6. Fair Value Measurements:

FASB ASC 820-10, Fair Value Measurements and Disclosures, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of quoted prices for similar assets in active markets and quoted prices for identical or similar assets in markets that are not active, and Level 3 inputs are unobservable and have the lowest priority. The Organization uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. Fair values of assets measured on a recurring basis at December 31, 2021 and 2020 are as follows:

Equity mutual funds

Fixed income mutual funds

	Reporting Date Using		
December 31, 2021:	<u>Fair Value</u>	Quoted Prices In Active Markets For Identical Assets (Level 1)	
Equity mutual funds Fixed income mutual funds	\$ 912,855 570,388	\$ 912,855 570,388	
	\$ <u>1,483,243</u>	\$ <u>1,483,243</u>	
December 31, 2020:			

Fair Value Measurements at

\$ 830.931

\$ 1,455,893

624,962

Following is a description of the valuation methodology used for mutual funds measured at fair value.

\$ 830,931

\$ <u>1,455,893</u>

624,962

Level 1 mutual funds are valued at the daily closing price as reported by the fund. Such mutual funds held by the Organization are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The level 1 mutual funds held by the Organization are deemed to be actively traded.

7. <u>Property and Equipment:</u>

Property and equipment consisted of the following at December 31, 2021 and 2020:

	<u>2021</u>	<u>2020</u>
Building	\$ 290,155	\$ 290,155
Equipment and furniture	<u>152,467</u>	152,467
	442,622	442,622
Less accumulated depreciation	393,353	382,487
Property and equipment, net	\$ <u>49,269</u>	\$ <u>60,135</u>

Liquidity:

The following reflects the Organization's financial assets, consisting of cash, accounts receivable, inventory and investments as of December 31, 2021, reduced by amounts not available for general use because of contractual or donor-imposed restrictions within one year of the statement of financial position date.

Financial assets at year end Less funds unavailable for general expenditures within one year, due to:

\$1,795,627

Contractual or donor-imposed restrictions

Financial assets available to meet cash needs for general expenditures within one year

<u>1,845,976</u>

\$ (50,349)

As discussed in Note 4, the Organization also has access to a maximum of \$150,000 annually in its Expendable Trust, which can be used to fund certain operating expenses with proper approval.

9. Contingencies:

In October 2018, the former executive director filed an employment related claim against the Velodrome Fund, Inc. and a member of its Board of Directors with a court. No assessment of the probability of an unfavorable outcome or estimate of the range of potential damages can presently be made; accordingly, in accordance with FASB Accounting Standards Codification subtopic 450-20, *Contingencies: Loss Contingencies,* no accrual has been included in the financial statements.

10. Related Party Transactions:

The Organization received sponsorships and regularly purchased products and services from companies affiliated with various board members. Sponsorships, dues and other support received from related parties during the years ended December 31, 2021 and 2020 totaled \$120,000 and \$68,500, respectively. The total cost of products and services purchased from related parties amounted to \$0 and \$0 for the years ended December 31, 2021 and 2020, respectively. The Organization had no balances due to or due from related parties at December 31, 2021 and 2020.

11. Retirement Plan:

Effective January 1, 2021, the Corporation sponsors a qualified employee benefit plan under Internal Revenue Code 408(p) Simple. The plan covers substantially all employees who meet certain service requirements. Annual employee elective deferred contributions cannot exceed \$13,500. The Corporation has elected to make a matching contribution based on the employee salary reduction to a maximum of 3% of the employee's eligible earnings or \$13,500 (age 50 and over \$16,500), whichever is less. The Corporation made matching contributions of 3% for the year ended December 31, 2021. Total employer contribution expense relating to the plan was \$5,942 for the year ended December 31, 2021.

12. Other Income:

During 2021, the Organization received grants in the amount of \$105,325, which consisted of \$25,325 from the County of Lehigh, and \$80,000 in other grants.

During 2020, the Organization received grants in the amount of \$262,958, which consisted of \$235,458 from the County of Lehigh for COVID-19 related expenses or lost revenue, and \$27,500 in other grants.

During 2021, the Organization also received the proceeds of a \$48,917 Paycheck Protection Program (PPP) loan in accordance with the CARES Act. Prior to the end of the year, the Organization was granted forgiveness of this PPP loan by the Small Business Administration (SBA) in the amount of \$48,917. Accordingly, the SBA has repaid the lender, and the Organization recognized a gain on PPP loan forgiveness which is reflected in Other Revenue in the Statement of Activities for the year ended December 31, 2021.

During 2020, the Organization received the proceeds of a \$53,100 PPP loan in accordance with the CARES Act. The organization was granted forgiveness of this PPP loan by the SBA in the amount of \$53,100, and recognized a gain on PPP loan forgiveness which is reflected in Other Revenue in the Statement of Activities for the year ended December 31, 2020.

13. Uncertainties:

As a result of the spread of COVID-19 coronavirus, economic uncertainties have arisen which might negatively impact the Organization. The extent of the impact of COVID-19 on the Organization's operational and financial performance will depend on certain developments, including the duration and spread of the

Notes to Financial Statements December 31, 2021 and 2020

outbreak, and its impact on the Organization's customers, donors, employees and vendors, all of which are uncertain and cannot be predicted. At this point, the extent to which COVID-19 may impact the Organization's financial condition or results of operations is uncertain.