

The Aliveness Project, Inc.
Minneapolis, Minnesota

Financial Statements
Auditor's Report
For the Years Ended
December 31, 2018 and 2017



CERTIFIED PUBLIC ACCOUNTANTS

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Independent Auditor's Report

Board of Directors
The Aliveness Project, Inc.
Minneapolis, Minnesota

We have audited the accompanying financial statements of The Aliveness Project, Inc., which comprise the statements of financial position as of December 31, 2018 and 2017, and the related statements of activities and changes in net assets, functional expense, and cash flows for the years 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 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 financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Aliveness Project, Inc. as of December 31, 2018 and 2017, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Carpenter, Evert & Associates, L.L.C.
Certified Public Accountants

Minneapolis, Minnesota
September 17, 2019

THE ALIVENESS PROJECT, INC.
STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	2018			2017		
	Without Donor Restrictions	With Donor Restrictions	Total	Without Donor Restrictions	With Donor Restrictions	Total
Support and Revenue:						
Grants and Contributions	\$ 381,374	\$ 89,860	\$ 471,234	\$ 445,703	\$ 107,499	\$ 553,202
Government Grants and Contracts	1,047,221	-	1,047,221	836,125	-	836,125
Program Fees (Net of Expenses of \$346,890 in 2018 and \$419,872 in 2017)	134,968	-	134,968	135,513	-	135,513
Special Events	155,204	-	155,204	159,305	-	159,305
Charitable Gaming:						
Gross Receipts	4,494,400	-	4,494,400	3,114,394	-	3,114,394
Prizes	(3,619,958)	-	(3,619,958)	(2,478,008)	-	(2,478,008)
Expenses	(719,888)	-	(719,888)	(493,877)	-	(493,877)
Net Charitable Gaming	154,554	-	154,554	142,509	-	142,509
Miscellaneous	6,222	-	6,222	5,480	-	5,480
Net Assets Released from Restrictions:						
Satisfaction of Program Restrictions	62,360	(62,360)	-	92,499	(92,499)	-
Satisfaction of Capital Restrictions	-	-	-	15,000	(15,000)	-
Total Support and Revenue	1,941,903	27,500	1,969,403	1,832,134	-	1,832,134
Expense:						
Program Services:						
Food Services	678,124	-	678,124	599,567	-	599,567
Member Services	579,382	-	579,382	477,484	-	477,484
Outreach & Education	311,965	-	311,965	225,678	-	225,678
Total Program Services	1,569,471	-	1,569,471	1,302,729	-	1,302,729
Support Services:						
Management and General	264,813	-	264,813	300,432	-	300,432
Fundraising	99,186	-	99,186	159,009	-	159,009
Total Support Services	363,999	-	363,999	459,441	-	459,441
Total Expense	1,933,470	-	1,933,470	1,762,170	-	1,762,170
Change in Net Assets	8,433	27,500	35,933	69,964	-	69,964
Net Assets - Beginning of Year	1,849,402	-	1,849,402	1,779,438	-	1,779,438
Net Assets - End of Year	\$ 1,857,835	\$ 27,500	\$ 1,885,335	\$ 1,849,402	\$ -	\$ 1,849,402

The accompanying Notes to Financial Statements are an integral part of these statements.

EXHIBIT B

THE ALIVENESS PROJECT, INC.
STATEMENT OF FUNCTIONAL EXPENSE
FOR THE YEAR ENDED DECEMBER 31, 2018
WITH COMPARATIVE TOTALS FOR 2017

	2018						2017		
	Program Services			Support Services			Total All Services	Total All Services	Total All Services
	Food Services	Member Services	Outreach & Education	Total Program Services	Management & General	Fund- raising			
Salaries	\$ 186,933	\$ 375,120	\$ 177,095	\$ 739,148	\$ 147,965	\$ 77,455	\$ 225,420	\$ 964,568	\$ 903,611
Payroll Taxes	15,816	31,741	14,985	62,542	12,520	6,554	19,074	81,616	78,941
Employee Benefits	14,540	29,178	13,775	57,493	11,509	6,025	17,534	75,027	84,708
Total Personnel Costs	217,289	436,039	205,855	859,183	171,994	90,034	262,028	1,121,211	1,067,260
Food Services	240,431	-	-	240,431	-	-	-	240,431	231,040
Professional Fees	82,366	54,911	27,456	164,733	9,152	9,152	18,304	183,037	89,377
Utilities and Trash Removal	31,817	12,727	6,363	50,907	12,727	-	12,727	63,634	52,184
Insurance	18,848	12,565	6,283	37,696	4,188	-	4,188	41,884	39,889
Office Supplies and Equipment	4,102	12,310	8,207	24,619	16,413	-	16,413	41,032	28,647
Advertising and Member Outreach	-	3,267	29,401	32,668	-	-	-	32,668	30,076
Interest Expense	14,674	5,870	2,935	23,479	5,870	-	5,870	29,349	32,390
Printing and Copying	2,090	6,271	4,180	12,541	8,360	-	8,360	20,901	16,819
Telephone	2,095	4,068	2,095	8,258	4,068	-	4,068	12,326	10,996
Miscellaneous	2,760	2,760	2,760	8,280	2,760	-	2,760	11,040	11,234
Property Rental and Maintenance	3,712	1,485	742	5,939	1,485	-	1,485	7,424	7,527
Postage	686	2,058	1,372	4,116	2,744	-	2,744	6,860	7,220
Travel and Mileage	1,565	1,565	1,565	4,695	1,565	-	1,565	6,260	7,522
Conferences and Training	1,049	1,049	1,049	3,147	1,049	-	1,049	4,196	5,400
Bank Fees	968	968	968	2,904	968	-	968	3,872	4,324
Acupuncture and Massage	-	-	-	-	-	-	-	-	15,689
Depreciation	53,672	21,469	10,734	85,875	21,470	-	21,470	107,345	104,576
Total Expense	\$ 678,124	\$ 579,382	\$ 311,965	\$ 1,569,471	\$ 264,813	\$ 99,186	\$ 363,999	\$ 1,933,470	\$ 1,762,170

The accompanying Notes to Financial Statements are an integral part of this statement.

THE ALIVENESS PROJECT, INC.
STATEMENT OF FUNCTIONAL EXPENSE
FOR THE YEAR ENDED DECEMBER 31, 2017

	Program Services			Support Services			Total All Services
	Food Services	Member Services	Outreach & Education	Management & General	Fund-raising	Support Services	
Salaries	\$ 167,439	\$ 299,818	\$ 118,554	\$ 585,811	\$ 130,843	\$ 317,800	\$ 903,611
Payroll Taxes	14,627	26,193	10,357	51,177	11,431	27,764	78,941
Employee Benefits	15,696	28,106	11,114	54,916	12,266	29,792	84,708
Total Personnel Costs	197,762	354,117	140,025	691,904	154,540	375,356	1,067,260
Food Services	231,040	-	-	231,040	-	-	231,040
Professional Fees	40,219	26,813	13,407	80,439	4,469	8,938	89,377
Utilities and Trash Removal	26,092	10,437	5,218	41,747	10,437	10,437	52,184
Insurance	17,950	11,967	5,983	35,900	3,989	3,989	39,889
Office Supplies and Equipment	2,864	8,594	5,730	17,188	11,459	11,459	28,647
Advertising and Member Outreach	-	3,008	27,068	30,076	-	-	30,076
Interest Expense	16,195	6,478	3,239	25,912	6,478	6,478	32,390
Printing and Copying	1,682	5,046	3,364	10,092	6,727	6,727	16,819
Telephone	1,869	3,629	1,869	7,367	3,629	3,629	10,996
Miscellaneous	2,808	2,808	2,808	8,424	2,808	2,808	11,232
Property Rental and Maintenance	3,764	1,505	753	6,022	1,505	1,505	7,527
Postage	722	2,166	1,444	4,332	2,888	2,888	7,220
Travel and Mileage	1,881	1,881	1,881	5,643	1,881	1,881	7,524
Conferences and Training	1,350	1,350	1,350	4,050	1,350	1,350	5,400
Bank Fees	1,081	1,081	1,081	3,243	1,081	1,081	4,324
Acupuncture and Massage	-	15,689	-	15,689	-	-	15,689
Depreciation	52,288	20,915	10,458	83,661	20,915	20,915	104,576
Total Expense	\$ 599,567	\$ 477,484	\$ 225,678	\$ 1,302,729	\$ 300,432	\$ 459,441	\$ 1,762,170

The accompanying Notes to Financial Statements are an integral part of this statement.

THE ALIVENESS PROJECT, INC.
STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2018 AND 2017

<u>ASSETS</u>	<u>2018</u>	<u>2017</u>
Current Assets:		
Cash	\$ 172,608	\$ 87,116
Cash - Capital Reserve	27,528	27,528
Cash - Operating Reserve	77,030	158,774
Cash - Gaming	71,459	84,841
Total Cash	<u>348,625</u>	<u>358,259</u>
Grants and Contracts Receivable	255,137	110,780
Prepaid Expense	875	2,732
Inventory	-	500
Total Current Assets	<u>604,637</u>	<u>472,271</u>
Property and Equipment - Net	<u>2,142,151</u>	<u>2,242,347</u>
 TOTAL ASSETS	 <u>\$ 2,746,788</u>	 <u>\$ 2,714,618</u>
 <u>LIABILITIES AND NET ASSETS</u>		
Current Liabilities:		
Accounts Payable	\$ 97,269	\$ 48,873
Accrued Salaries and Vacation	70,575	54,190
Notes Payable	51,734	47,692
Security Deposits Held	350	350
Total Current Liabilities	<u>219,928</u>	<u>151,105</u>
Notes Payable	<u>641,525</u>	<u>714,111</u>
Total Liabilities	861,453	865,216
Net Assets:		
Without Donor Restrictions	1,857,835	1,849,402
With Donor Restrictions	27,500	-
Total Net Assets	<u>1,885,335</u>	<u>1,849,402</u>
 TOTAL LIABILITIES AND NET ASSETS	 <u>\$ 2,746,788</u>	 <u>\$ 2,714,618</u>

The accompanying Notes to Financial Statements
are an integral part of these statements.

THE ALIVENESS PROJECT, INC.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

<u>Increase (Decrease) in Cash</u>	<u>2018</u>	<u>2017</u>
Cash Flows from Operating Activities:		
Change in Net Assets	\$ 35,933	\$ 69,964
Total Adjustments	<u>30,126</u>	<u>85,035</u>
Net Cash Provided by Operating Activities	66,059	154,999
Cash Flows from Investing Activities:		
Purchase of Property and Equipment	(7,149)	(40,302)
Proceeds from Sale of Property and Equipment	-	2,500
Net Cash (Used) by Investing Activities	<u>(7,149)</u>	<u>(37,802)</u>
Cash Flows from Financing Activities:		
Proceeds from Issuance of Notes Payable	-	-
Principal Payments on Notes Payable	<u>(68,544)</u>	<u>(75,476)</u>
Net Cash (Used) by Financing Activities	<u>(68,544)</u>	<u>(75,476)</u>
Net Increase (Decrease) in Cash	(9,634)	41,721
Cash - Beginning of Year	<u>358,259</u>	<u>316,538</u>
Cash - End of Year	<u>\$ 348,625</u>	<u>\$ 358,259</u>
 <u>Supplemental Disclosure of Cash Flow Information</u>		
Cash Paid For:		
Interest	<u>\$ 29,349</u>	<u>\$ 32,390</u>

The accompanying Notes to Financial Statements
are an integral part of these statements.

THE ALIVENESS PROJECT, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

1. Summary of Significant Accounting Policies

Organizational Purpose

The Aliveness Project, Inc. (The Aliveness Project) is a membership based community center in Minneapolis that links people living with HIV with resources to lead healthy, self-directed lives.

Organizational Summary

The Aliveness Project puts its values and principles into mission-driven action through the following approaches:

- **Service Delivery** - The Aliveness Project programs (case management prevention, outreach, care linkage) and services (meals, food shelf, integrated therapies, member services) takes a skills building, self-determination focused approach to improving overall emotional and physical health outcomes for PLWHA and, where necessary, foster connection to appropriate resources to remove barriers.
- **Social Support** – Our community center model provides a safe and supportive forum for community building and voice-finding for PLWHA, their families and those dedicated to improving outcomes for PLWHA.
- **Education, Awareness, Erasure of Stigma** - The Aliveness Project's staff, members, and volunteers provide accurate information about HIV to newly diagnosed people living with HIV and their families, as well as wider community education, to eliminate stigma and influence policies impacting both HIV prevention and care strategies.

Vision Statement:

Across Minnesota, there is decreased stigma of HIV/AIDS, increased access to service and better health outcomes for people living with HIV. The Aliveness Project members feel supported as part of a safe community center that maximizes their health and well-being. Staff reflects the diversity of the epidemic, deliver member directed programs that evolve in a changing environment, and dedicate themselves to the overall health of The Aliveness Project community

The Aliveness Project's services include:

Food Services – Includes an on-site meal program that serves 10 meals per week and over 32,000 meals each year, and a food shelf that distributes over 140,000 pounds of food per year, and a medical nutritional therapy program that offers nutritional counseling.

Member Services – Includes a case management program, integrative therapy program (acupuncture, massage and other treatments), social events, a holiday basket program and other supportive services for individuals living with HIV/AIDS.

THE ALIVENESS PROJECT, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

1. Summary of Significant Accounting Policies (continued)

Outreach and Education – Includes a health and wellness program that offers educational seminars, HIV testing, a resource library with Internet access, the *Aliveline* newsletter, and The Aliveness Project's website (www.aliveness.org).

Fund Accounting

In order to observe the limitation and restrictions placed on resources available to The Aliveness Project, the accounts are maintained in accordance with the principles of fund accounting. This is the procedure whereby resources are classified for accounting and reporting purposes into net asset groupings established according to their nature and restrictions. A description of the groupings is as follows:

Net Assets without Donor Restrictions – Net assets that are not subject to donor imposed stipulations. These net assets include both board designated and undesignated amounts.

Net Assets with Donor Restrictions – The part of net assets of The Aliveness Project resulting either from contributions and other inflows of assets whose use is limited by donor-imposed stipulations that expire by passage of time or can be fulfilled and removed by actions pursuant to those stipulations or whose use neither expire with time nor may be fulfilled by actions of The Aliveness Project.

New Accounting Pronouncement

On August 18, 2016, FASB issued ASU 2016-14, *Not-for-Profit Entities (Topic 958) – Presentation of Financial Statements of Not-for-Profit Entities*. The update addresses the complexity and understandability of net asset classification, deficiencies in information about liquidity and availability of resources, and the lack of consistency in the type of information provided about expenses and investment return. The Aliveness Project has adjusted the presentation of these statements accordingly. The ASU has been applied retrospectively for the period ended December 31, 2018 and 2017, as required.

Property and Equipment

All major expenditures above \$1,000 for property and equipment are capitalized at cost. Contributed items are recorded at fair market value at date of donation. Depreciation is provided through the use of the straight-line method.

THE ALIVENESS PROJECT, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

1. Summary of Significant Accounting Policies (continued)

Contributions

Contributions are recorded when received and recognized as support in the period received. If donor-imposed restrictions accompany the contribution, the amount is recorded as net assets with donor restrictions until the donor-imposed restrictions expire or are fulfilled. Net assets with donor restrictions are reclassified to net assets without donor restrictions in the period donor-imposed restrictions expire or are fulfilled, and are reported in the Statements of Activities under the Support and Revenue Category – Net Assets Released from Restrictions.

Promises-To-Give (Pledges Receivable)

Unconditional promises-to-give are recognized in the period the promises are made. Conditional promises-to-give are recognized when the conditions on which they depend are substantially met, that is, when the conditional promise becomes unconditional.

Government Grants and Contracts

Government grants and contract funds are recorded as revenue when earned. Revenue is earned when eligible expenditures, as defined in each grant or contract, are made. Funds received but not yet earned are shown as refundable advances. Expenditures under government contracts are subject to review by the granting authority. To the extent, if any, that such a review reduces expenditures allowable under these contracts, The Aliveness Project will record such disallowance at the time the final assessment is made.

Program Fees

The 340B Drug Discount Program is a U.S. federal government program that requires drug manufacturers to provide outpatient drugs to eligible health care organizations and covered entities at significantly reduced prices. The Aliveness Project began this program in April 2015 and earns income after enrolling eligible clients in the 340B Drug Discount Program.

Functional Allocation of Expense

Expenses are recorded in functional categories when incurred. In certain cases, allocations between categories must be made. When allocations are required, they are based on the best estimates of management.

THE ALIVENESS PROJECT, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

1. Summary of Significant Accounting Policies (continued)

Income Tax

The Aliveness Project has a tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and has adopted *Accounting for Uncertainty in Income Taxes*, ASC 740-10. The Aliveness Project's policy is to evaluate uncertain tax positions, at least annually, for the potential for income tax exposure from unrelated business income or from loss of nonprofit status. The Aliveness Project continues to operate consistent with its original exemption application and each year takes the necessary actions to maintain its exempt status. It has been classified as an organization that is not a private foundation under the Internal Revenue Code and charitable contributions by donors are tax deductible. In compliance with its exempt status, The Aliveness Project annually files a Return of Organization Exempt From Income Tax (Form 990).

Risks and Uncertainties

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions can affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses.

Subsequent Events

The Aliveness Project has evaluated the effect that subsequent events would have on the financial statements through September 17, 2019, which is the date financial statements were available to be issued.

2. Financial Instruments

Significant Concentrations of Credit Risk

The Aliveness Project provides services within the Twin Cities area. The amounts due for grants and contracts receivable are from local residents, governments or institutions.

Concentrations of Credit Risk Arising from Cash Deposits in Excess of Insured Limits

At December 31, 2018 and 2017, the Aliveness Project held funds at a local financial institution in excess of federally insured limits.

THE ALIVENESS PROJECT, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

3. Major Source of Support

A major source of support was as follows as of:

	December 31,	
	2018	2017
Hennepin County	\$ 761,347	\$ 653,996
State of Minnesota	<u>261,331</u>	<u>179,079</u>
Total	<u>\$ 1,022,678</u>	<u>\$ 833,075</u>

4. Grants and Contracts Receivable

The outstanding balance of grants and contracts receivable at December 31, 2018, is expected to be collected over the following fiscal years:

<u>Due in the Year Ending December 31,</u> 2019	<u>\$ 255,137</u>
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5. Property and Equipment

The Aliveness Project owned the following assets as of:

	December 31,		Estimated Useful Lives
	2018	2017	
Building and Improvements	\$ 2,507,921	\$ 2,507,921	7-39 years
Furniture and Equipment	<u>197,057</u>	<u>189,908</u>	3-7 years
	2,704,978	2,697,829	
Less Accumulated Depreciation	<u>562,827</u>	<u>455,482</u>	
	<u>\$ 2,142,151</u>	<u>\$ 2,242,347</u>	

Depreciation expense of \$107,345 and \$104,576 was recorded for the years ended December 31, 2018 and 2017, respectively.

6. Net Assets with Donor Restrictions

Net assets with donor restrictions consisted of amounts for the following as of:

	December 31,	
	2018	2017
Meal Program and Food Shelf	<u>\$ 27,500</u>	<u>\$ -</u>

THE ALIVENESS PROJECT, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

7. Notes Payable

The breakdown of notes payable is as follows:

	December 31,	
	2018	2017
Mortgage payable to Bremer Bank is due in monthly payments of \$6,461 including interest at the rate of 3.88%. The note is secured by property. The maturity date is January 28, 2021.	\$ 693,259	\$ 761,803
Less Portion Due Within One (1) Year	51,734	47,692
Long-term Portion	\$ 641,525	\$ 714,111

Principal payments required are as follows:

<u>Due in the Year Ending December 31,</u>	
2019	\$ 51,734
2020	53,593
2021	587,932
Total	\$ 693,259

8. Defined Contribution Plan

The Aliveness Project maintains a SIMPLE IRA plan covering all eligible employees. The Aliveness Project's contribution totaled \$12,482 and \$15,114 for the years ended December 31, 2018 and 2017, respectively.

9. Cash Flow Operating Adjustments

Adjustments to reconcile Change in Net Assets to Net Cash Provided by Operating Activities were as follows as of:

	December 31,	
	2018	2017
Depreciation	\$ 107,345	\$ 104,576
Gain from Sale of Property and Equipment	-	(880)
Increases (Decreases) in Current Liabilities:		
Accounts Payable	48,396	(19,904)
Accrued Salaries and Vacation	16,385	(7,676)
Security Deposits Held	-	350
Decreases (Increases) in Current Assets:		
Grants and Contracts Receivable	(144,357)	(4,177)
Prepaid Expense	1,857	12,746
Inventory	500	-
Total Adjustments	\$ 30,126	\$ 85,035

THE ALIVENESS PROJECT, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

10. Liquidity and Availability

The following represents The Aliveness Project's financial assets at December 31, 2018:

Financial Assets:	
Cash	\$ 348,625
Grants Receivable	<u>255,137</u>
Total Financial Assets	603,762
Less amounts not available to be used within one year due to donor-imposed restrictions	<u>-</u>
Financial assets available for general expenditures within one year	<u>\$ 603,762</u>

The Aliveness Project has certain net assets with donor restrictions limited to use which are available for general expenditure within one year in the normal course of operations. Accordingly, these assets have been included in the qualitative information above for financial assets to meet general expenditures within one year. As part of The Aliveness Project's liquidity plan, they have a policy to structure its financial assets to be available as its general expenditures, liabilities and other obligations come due.