



OCEANA, INC. AND AFFILIATE

Consolidated Financial Statements

For the Year Ended December 31, 2022

(With Summarized Financial Information for the Year Ended December 31, 2021)



**and
Report Thereon**



OCEANA, INC. AND AFFILIATE

TABLE OF CONTENTS
For the Year Ended December 31, 2022

	<i>Page</i>
Independent Auditors' Report	1-3
Consolidated Financial Statements	
Consolidated Statement of Financial Position	4
Consolidated Statement of Activities	5
Consolidated Statement of Functional Expenses	6
Consolidated Statement of Cash Flows	7
Notes to Consolidated Financial Statements	8-19
Supplementary Information	
Consolidating Schedule of Financial Position	20
Consolidating Schedule of Activities	21

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Oceana, Inc. and Affiliate

Opinion

We have audited the consolidated financial statements of Oceana, Inc. and Affiliate (collectively referred to as the Organization), which comprise the consolidated statement of financial position as of December 31, 2022, and the related consolidated statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Organization as of December 31, 2022, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Organization and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Organization's ability to continue as a going concern within one year after the date that the consolidated financial statements are available to be issued.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Organization's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating schedules are presented for purposes of additional analysis and are not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Other Matter

Report on Summarized Comparative Information

We have previously audited the Organization's 2021 consolidated financial statements, and we expressed an unmodified audit opinion on those audited consolidated financial statements in our report dated June 29, 2022. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2021, is consistent, in all material respects, with the audited consolidated financial statements from which it has been derived.

Marcum LLP

Washington, DC
June 16, 2023

OCEANA, INC. AND AFFILIATE
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
December 31, 2022
(With Summarized Financial Information as of December 31, 2021)

	2022	2021
ASSETS		
Current assets		
Cash and cash equivalents	\$ 38,362,710	\$ 37,885,895
Short-term investments	3,848,677	3,814,440
Grants and contributions receivable, current portion	10,502,254	11,192,041
Accounts receivable	2,760,573	2,877,285
Prepaid expenses and other	688,355	609,387
Total Current Assets	56,162,569	56,379,048
Grants and contributions receivable, net of current portion	7,295,708	3,236,013
Property and equipment, net	2,028,589	3,144,556
Right of use asset - operating	7,775,809	-
Deposits and other long-term assets	1,821,921	1,809,865
TOTAL ASSETS	\$ 75,084,596	\$ 64,569,482
LIABILITIES AND NET ASSETS		
Liabilities		
Current liabilities		
Accounts payable and accrued expenses	\$ 3,116,813	\$ 2,647,220
Lease liability - operating, current portion	1,637,887	-
Deferred rent and lease incentive, current portion	-	255,414
Total Current Liabilities	4,754,700	2,902,634
Lease liability - operating, net of current portion	9,574,824	-
Deferred rent and lease incentive, net of current portion	-	3,542,504
TOTAL LIABILITIES	14,329,524	6,445,138
Net Assets		
Without donor restrictions	32,227,180	26,990,026
With donor restrictions	28,527,892	31,134,318
TOTAL NET ASSETS	60,755,072	58,124,344
TOTAL LIABILITIES AND NET ASSETS	\$ 75,084,596	\$ 64,569,482

The accompanying notes are an integral part of these consolidated financial statements.

OCEANA, INC. AND AFFILIATE

CONSOLIDATED STATEMENT OF ACTIVITIES

For the Year Ended December 31, 2022

(With Summarized Financial Information for the Year Ended December 31, 2021)

	Without Donor Restrictions	With Donor Restrictions	2022 Total	2021 Total
REVENUE AND SUPPORT				
Grants and contributions	\$ 10,497,646	\$ 30,744,708	\$ 41,242,354	\$ 27,417,205
Special events	3,354,001	-	3,354,001	2,975,037
In-kind revenue	1,162,035	-	1,162,035	3,114,908
Miscellaneous	47,070	-	47,070	294,423
Investment (loss) income	(4,480)	-	(4,480)	149,364
Foreign currency transaction losses	(194,185)	-	(194,185)	(159,448)
Loan forgiveness	-	-	-	2,731,729
Employee retention tax credit	-	-	-	2,582,876
Net assets released from restrictions:				
Satisfaction of time restrictions	8,819,096	(8,819,096)	-	-
Satisfaction of program restrictions	24,532,038	(24,532,038)	-	-
TOTAL REVENUE AND SUPPORT	48,213,221	(2,606,426)	45,606,795	39,106,094
EXPENSES				
Program Services:				
International Activities	14,784,241	-	14,784,241	12,740,065
United States Oceans	11,168,994	-	11,168,994	10,924,566
Communications	2,517,250	-	2,517,250	1,913,126
Marine Science	2,408,536	-	2,408,536	1,425,688
Law	1,965,878	-	1,965,878	3,835,016
Oceana Action, Inc.	116,261	-	116,261	103,364
Total Program Services	32,961,160	-	32,961,160	30,941,825
Supporting Services:				
General and administrative	6,507,096	-	6,507,096	5,022,207
Fundraising – other	3,250,058	-	3,250,058	2,547,625
Fundraising – cost of direct benefit to donors	257,753	-	257,753	174,730
Total Supporting Services	10,014,907	-	10,014,907	7,744,562
TOTAL EXPENSES	42,976,067	-	42,976,067	38,686,387
CHANGE IN NET ASSETS	5,237,154	(2,606,426)	2,630,728	419,707
NET ASSETS, BEGINNING OF YEAR	26,990,026	31,134,318	58,124,344	57,704,637
NET ASSETS, END OF YEAR	\$ 32,227,180	\$ 28,527,892	\$ 60,755,072	\$ 58,124,344

The accompanying notes are an integral part of these consolidated financial statements.

OCEANA, INC. AND AFFILIATE

CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES

For the Year Ended December 31, 2022

(With Summarized Financial Information for the Year Ended December 31, 2021)

	Program Services						Supporting Services				2022 Total	2021 Total
	International Activities	United States Oceans	Communications	Marine Science	Law	Oceana Action, Inc.	Total Program Services	General and Administrative	Fundraising	Total Supporting Services		
Salaries and wages	\$ 6,312,809	\$ 6,820,536	\$ 1,226,047	\$ 1,018,056	\$ 548,380	\$ 42,007	\$ 15,967,835	\$ 2,967,975	\$ 1,250,670	\$ 4,218,645	\$ 20,186,480	\$ 18,155,349
Consultants	1,862,779	228,376	275,554	517,069	-	-	2,883,778	489,924	328,110	818,034	3,701,812	3,023,917
Employee benefits	476,578	1,357,376	250,362	220,033	109,277	9,255	2,422,881	642,610	267,690	910,300	3,333,181	3,051,719
Occupancy	540,894	638,676	124,404	119,846	59,381	4,344	1,487,545	373,728	114,296	488,024	1,975,569	1,979,780
Awards, grants and contributions	936,504	670,000	-	281,790	-	30,000	1,918,294	42,500	5,400	47,900	1,966,194	1,860,576
Payroll taxes	816,705	461,494	83,058	73,930	36,574	3,114	1,474,875	216,095	89,276	305,371	1,780,246	1,634,763
Travel	787,845	208,528	65,945	78,838	83	-	1,141,239	171,547	98,825	270,372	1,411,611	330,107
In-kind expenses	-	-	-	-	1,085,242	-	1,085,242	-	76,793	76,793	1,162,035	3,114,908
Conferences and meetings	294,743	63,477	1,956	14,792	387	-	375,355	184,927	380,447	565,374	940,729	556,817
Professional fees	401,203	-	1,000	-	87,347	11,316	500,866	377,721	3,094	380,815	881,681	674,180
Bank fees, taxes, and interest	474,341	1,675	3,928	203	5,251	14,278	499,676	134,753	159,097	293,850	793,526	263,769
Dues and subscriptions	167,287	205,798	57,969	26,771	16,598	700	475,123	245,357	52,062	297,419	772,542	588,893
Printing and publications	434,354	31,443	143,884	4,774	-	-	614,455	679	74,047	74,726	689,181	373,126
Depreciation and amortization	209,398	36,620	388	856	578	-	247,840	432,825	-	432,825	680,665	623,030
Advertising	217,361	37,791	152,820	1,239	-	-	409,211	4,459	171,401	175,860	585,071	338,178
Marketing	183,462	10,627	84,185	11,560	-	-	289,834	9,980	228,175	238,155	527,989	962,638
Insurance	153,447	200,088	25,502	20,969	10,064	636	410,706	54,209	28,096	82,305	493,011	386,285
Boat – rental, repairs and maintenance	149,801	75,944	27	1,462	-	-	227,234	10,086	126,192	136,278	363,512	176,785
Telecommunications	120,464	46,138	9,552	5,078	3,746	56	185,034	46,238	6,446	52,684	237,718	272,718
Supplies	139,165	32,502	6,940	2,143	447	64	181,261	40,632	6,450	47,082	228,343	111,719
Professional training and development	73,752	15,485	2,297	4,114	842	-	96,490	17,553	3,800	21,353	117,843	52,499
Postage and shipping	17,901	4,692	-	230	784	430	24,037	30,437	20,421	50,858	74,895	76,321
Equipment rental and maintenance	1,828	20,786	1,126	1,559	744	61	26,104	6,263	13,646	19,909	46,013	70,118
Miscellaneous	9,988	942	306	3,224	153	-	14,613	6,598	3,377	9,975	24,588	8,192
Loss on disposal of property and equipment	1,632	-	-	-	-	-	1,632	-	-	-	1,632	-
TOTAL EXPENSES	\$ 14,784,241	\$ 11,168,994	\$ 2,517,250	\$ 2,408,536	\$ 1,965,878	\$ 116,261	\$ 32,961,160	\$ 6,507,096	\$ 3,507,811	\$ 10,014,907	\$ 42,976,067	\$ 38,686,387

The accompanying notes are an integral part of these consolidated financial statements.

OCEANA, INC. AND AFFILIATE

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Year Ended December 31, 2022

(With Summarized Financial Information for the Year Ended December 31, 2021)

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	\$ 2,630,728	\$ 419,707
Adjustments to reconcile change in net assets to net cash (used in) provided by operating activities:		
Depreciation and amortization	680,665	623,030
Amortization of deferred lease incentive	-	(217,285)
Amortization of operating right-of-use asset	1,310,447	-
Loss on disposal of property and equipment	1,632	-
Realized and unrealized investment losses (gains)	46,762	(10,696)
Gain from forgiveness of debt	-	(2,731,729)
Stock donation received	(357,807)	(183,006)
Change in the present value discount for contributions receivable	(61,363)	-
Changes in assets and liabilities:		
Grants and contributions receivable	(3,308,545)	9,123,106
Accounts receivable	116,712	(2,293,985)
Prepaid expenses and other	(78,968)	(194,577)
Deposits and other long-term assets	(12,056)	233,977
Accounts payable and accrued expenses	469,593	55,951
Lease liability - operating	(1,671,463)	-
Deferred rent and lease incentive	-	108,887
NET CASH (USED IN) PROVIDED BY OPERATING ACTIVITIES	(233,663)	4,933,380
CASH FLOWS FROM INVESTING ACTIVITIES		
Sales of investments	276,808	192,424
Purchases of investments	-	(931,683)
Purchase of property and equipment	433,670	(625,624)
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	710,478	(1,364,883)
NET INCREASE IN CASH AND CASH EQUIVALENTS	476,815	3,568,497
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	37,885,895	34,317,398
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 38,362,710	\$ 37,885,895
NONCASH FINANCING ACTIVITIES		
Loan forgiveness	\$ -	\$ 2,731,729
NONCASH INVESTING ACTIVITIES		
Right of use asset – operating	\$ 9,086,256	\$ -
Lease liability – operating	(12,884,174)	-
Deferred rent and lease incentive	3,797,918	-

The accompanying notes are an integral part of these consolidated financial statements.

OCEANA, INC. AND AFFILIATE

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the Year Ended December 31, 2022

1. Organization and Summary of Significant Accounting Policies

Organization

Oceana, Inc. (Oceana) is a nonprofit organization incorporated under the laws of the District of Columbia on March 1, 2001. Oceana is the largest international advocacy organization focused solely on ocean conservation. Oceana's offices around the world work together to win strategic, directed campaigns that achieve measurable outcomes that will help make our oceans more biodiverse and abundant. These activities are funded primarily through grants and contributions.

Oceana Action, Inc. is a nonprofit organization incorporated under the laws of the District of Columbia on December 4, 2001. Oceana Action was formed to promote the design and effective implementation of policies at both the national and international levels, aimed at protecting and restoring marine fisheries and other living marine resources and the ecosystems in which they exist, and to engage the public in marine ecosystem advocacy efforts.

Principles of Consolidation

The consolidated financial statements include the accounts of Oceana and Oceana Action (collectively referred to as the Organization). Oceana and Oceana Action have been consolidated due to the presence of effective control and economic interest, as required under accounting principles generally accepted in the United States of America (GAAP). All intercompany balances and transactions have been eliminated in the consolidation.

Oceana operates through branch offices that are formally part of the U.S. corporation in Chile, the Philippines, and Peru. In the European Union, Oceana operates through a locally incorporated independent entity established in Spain, which has a branch office in Belgium, as well as through a separate, locally incorporated independent entity established in the United Kingdom. Oceana also operates through locally incorporated independent entities in Belize, Brazil, Mexico, and Switzerland. These entities are dependent on Oceana for funding; participate in Oceana's activities and decision-making; and carry out the general mission and international activities of Oceana. Accordingly, the activities of the branch entities and the independent entities are combined with Oceana's activities in the accompanying consolidated financial statements.

Basis of Accounting

The consolidated financial statements of the Organization have been prepared on the accrual basis of accounting. In accordance with this method of accounting, revenue is recognized in the period in which it is earned, and expenses are recognized in the period in which they are incurred.

Cash Equivalents

The Organization considers money market funds and certificates of deposit with an original maturity of three months or less or no penalty for early withdrawal to be cash equivalents. The Organization maintains cash accounts denominated in U.S. dollars, Chilean pesos, Belizean dollars, British pounds, Philippine pesos, Brazilian reals, Peruvian soles, Swiss francs, Euros, Mexican pesos and Danish kroner.

OCEANA, INC. AND AFFILIATE

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the Year Ended December 31, 2022

1. Organization and Summary of Significant Accounting Policies (continued)

Grants and Contributions Receivable

The Organization uses the allowance method to record potentially uncollectible grants and contributions receivable. The allowance is based on management's analysis of specific accounts and promises to give. A provision for doubtful accounts is made when collection of the full amount is no longer probable.

Investments

Investments are composed of certificates of deposit with maturities of more than three months or an early termination penalty and common stocks. Investments are reported in the accompanying consolidated financial statements at fair value based upon quoted market prices. Investments with maturity dates of less than one year, as well as equities donated near the end of the year which the Organization sold shortly thereafter, are presented as short-term investments in the accompanying consolidated financial statements.

Fair Value Measurement

In accordance with the accounting standards for fair value measurement for those assets and liabilities that are measured at fair value on a recurring basis, the Organization has categorized its applicable financial instruments into a required fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the financial instruments fall within different levels of the hierarchy, the categorization is based on the lowest-level input that is significant to the fair value measurement of the instrument.

Applicable financial assets and liabilities are categorized on the basis of inputs to the valuation techniques as follows:

Level 1 – Financial assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that the Organization has the ability to access.

Level 2 – Financial assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management's own assumptions about the assumptions a market participant would use in pricing the asset or liability.

As of December 31, 2022, only the Organization's investments, as described in Note 4 of these consolidated financial statements, were measured at fair value on a recurring basis.

OCEANA, INC. AND AFFILIATE

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the Year Ended December 31, 2022

1. Organization and Summary of Significant Accounting Policies (continued)

Classification of Net Assets

The net assets of the Organization are reported as follows:

- Net assets without donor restrictions represent the portion of expendable funds that are available for any purpose in performing the primary objectives of the Organization at the discretion of the Organization's management and the Board of Directors.
- Net assets with donor restrictions represent funds that are specifically restricted by donors for use in various programs and/or for specific periods of time. These donor restrictions can be temporary in nature in that they will be met by actions of the Organization or by the passage of time. Other donor restrictions are perpetual in nature, whereby the donor has stipulated that the funds be maintained in perpetuity. As of December 31, 2022, the Organization had no net assets with donor restrictions that are required to be maintained in perpetuity.

Property and Equipment and Related Depreciation and Amortization

Acquisitions of furniture and equipment and eligible internal-use software and website development with an estimated useful life greater than a year and a cost greater than \$500 are capitalized at cost. Furniture, equipment, internal-use software and website development are depreciated using the straight-line method over estimated useful lives of three to five years. Leasehold improvements are amortized over the lesser of their estimated useful lives or the remaining life of the lease. Expenditures for major additions and improvements are capitalized; expenditures for maintenance and repairs are charged to expense when incurred. Costs incurred in the development of internal-use software are expensed during the preliminary and post-implementation operation stages, including data conversion, training and maintenance costs. Costs incurred during the application development stage of software development are capitalized. Upon the retirement or disposal of assets, the cost and accumulated depreciation are eliminated from the accounts and the resulting gain or loss is included in revenue or expenses, as appropriate.

Revenue Recognition

The Organization reports unconditional grants and contributions of cash and other assets as with donor restrictions if they are received with donor stipulations that limit the use of the donated assets to a particular purpose or to a specific period of time. When the stipulated time restriction ends or the purpose of the restriction is met, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the accompanying consolidated statement of activities as net assets released from restrictions.

Unconditional contributions and grants without donor restrictions are reported as revenue in the year in which payments are received and/or unconditional promises to give are made. Revenue recognized on unconditional contributions and grants for which the cash has not been received from the donor as of year-end is reflected as grants and contributions receivable in the accompanying consolidated statement of financial position.

OCEANA, INC. AND AFFILIATE

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the Year Ended December 31, 2022

1. Organization and Summary of Significant Accounting Policies (continued)

Revenue Recognition (continued)

Unconditional promises to give that are expected to be collected within one year are recorded at net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of their estimated future cash flows. The discounts on those amounts are computed using interest rates appropriate for the expected term of the promise to give. Amortization of the discount is included in grants and contributions revenue in the accompanying consolidated statement of activities. Conditional promises to give, that is, those with a measurable performance or other barrier, and a right of return, are not recognized until the conditions on which they depend have been substantially met.

Special events revenue consists of mainly contributions and ticket sales for gala events. Contributions are recorded as with or without donor restrictions based on whether they are restricted for a particular purpose or to a specific time as noted above. Ticket sales are treated as exchange transactions and are recognized at the point in time that the performance obligations are met, in this case at the time the gala event takes place.

Transactions in Foreign Currencies

As discussed above, Oceana, Inc. conducts many of its programs through offices in foreign countries and, accordingly, transacts in the local currencies of those countries. These foreign currency transactions are translated into U.S. dollars at the appropriate exchange rates when each transaction is executed. The resulting gain or loss is reflected in the accompanying consolidated statement of activities as net foreign currency transaction gains or losses. The U.S. dollar is considered the functional and reporting currency of Oceana, Inc.

Donated Services

The Organization's programs are furthered through the contribution of services by various organizations. Donated services are recorded at fair value as of the date of the donation and are included in in-kind revenue and expenses in the accompanying consolidated financial statements. For the year ended December 31, 2022, donated services consisted of pro-bono legal services relating to the law program.

Functional Allocation of Expenses

The costs of providing the various programs and other activities are summarized on a functional basis in the accompanying consolidated statement of activities. Accordingly, certain costs are allocated proportionately among the programs and supporting services based on salaries expense for each program or supporting service. Salaries and benefits are allocated on the basis of weekly timesheets. The Organization allocates shared costs which benefit multiple areas and include occupancy, legal fees and insurance based on direct labor hours.

Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

OCEANA, INC. AND AFFILIATE

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the Year Ended December 31, 2022

1. Organization and Summary of Significant Accounting Policies (continued)

New Accounting Pronouncements

In September 2020, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) 2020-07, *Not-for-Profit Entities (Topic 958): Presentation and Disclosures by Not-for-Profit Entities for Contributed Nonfinancial Assets*, which requires a not-for-profit entity to present contributed nonfinancial assets in the statement of activities as a line item that is separate from contributions of cash or other financial assets. ASU 2020-07 also requires additional qualitative and quantitative disclosures about contributed nonfinancial assets received, disaggregated by category. The Organization adopted the standard retrospectively on January 1, 2022. The adoption of the standard did not result in a material change to the consolidated financial statements other than expanded disclosures below.

In February 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (“ASU”) 2016-02, *Leases (Topic 842)*. From a lessee perspective, the new guidance is intended to increase transparency and comparability by recognizing lease assets and lease liabilities on the statement of financial position and disclosing key information about leasing arrangements. ASU 2016-02 requires lessees to report a right-of-use asset along with a lease liability for both operating and finance leases. FASB has issued ASUs subsequent to ASU 2016-02 to further clarify and improve Topic 842.

Upon the adoption of Topic 842 on of January 1, 2022, the Organization recorded initial right-of-use assets of \$9,086,256, and lease liabilities of \$12,884,174 and a reduction of deferred rent of \$3,797,918 related to its existing office and warehouse leases (see Note 7). The Organization elected to apply practical expedients allowing it to 1) not reassess whether any expired or existing contracts previously assessed as not containing leases are, or contain, leases; 2) not reassess the lease classification for any expired or existing leases; and 3) not reassess initial direct costs for any existing leases. The Organization also elected to apply the practical expedient to use hindsight in determining the lease term.

2. Grants and Contributions Receivable

As of December 31, 2022, contributors to the Organization had unconditionally promised to give \$17,797,962 to be used for particular programs and general support in the coming years.

All amounts were considered fully collectible and were due as follows:

Due within one year	\$ 10,502,254
Due in one to five years	<u>7,464,207</u>
Total Grants and Contributions Receivable	17,966,461
Less: Present Value Component (1.78%)	<u>(168,499)</u>
Grants and Contributions Receivable, Net	<u>\$ 17,797,962</u>

OCEANA, INC. AND AFFILIATE

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the Year Ended December 31, 2022

3. Accounts Receivable

The Employee Retention Tax Credit (ERTC) was first established by the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) and was extended and expanded by the Consolidated Appropriations Act and the American Rescue Plan. ERTC provides a refundable tax credit against certain employment taxes equal to 50% of the first \$10,000 in qualified wages paid to each employee between March 12, 2020 and December 31, 2020 (2020 ERTC), and 70% of the first \$10,000, per quarter, in qualified wages paid to each employee between January 1, 2021 and September 30, 2021 (2021 ERTC). To be eligible, the Organization must meet certain conditions as described in applicable laws and regulations.

The Organization has determined that it qualifies for the 2021 ERTC, and therefore, is accounting for it as conditional grants under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Subtopic 958-605. These grants are conditional upon certain performance requirements and the incurrence of eligible expenses. In the opinion of management, these conditions were met as of December 31, 2021, and therefore, the entire amount of \$2,582,876 that the Organization expects to receive is included in accounts receivable in the accompanying consolidated statement of financial position. Eligibility for the credit and the credit calculations are subject to review and approval by the Federal government. In the opinion of management, the results of such reviews and audit will not have a material effect on the financial position of the Organization as of December 31, 2022, and on the changes in its net assets for the year then ended.

4. Investments and Fair Value Measurement

The following table summarizes the Organization's investments measured at fair value on a recurring basis as of December 31, 2022, aggregated by the fair value hierarchy level with which those measurements were made:

	<u>Total Fair Value</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
Certificates of deposit	\$ 3,848,677	\$ -	\$ 3,848,677	\$ -
Total	<u>\$ 3,848,677</u>	<u>\$ -</u>	<u>\$ 3,848,677</u>	<u>\$ -</u>

Certificates of deposit – Certificates of deposit have original maturity dates in excess of 90 days. A yield-based matrix system was used to arrive at an estimated fair value for these instruments, which are classified within Level 2 of the valuation hierarchy.

OCEANA, INC. AND AFFILIATE

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the Year Ended December 31, 2022

5. Property and Equipment and Related Depreciation and Amortization

The Organization held the following property and equipment as of December 31, 2022:

Leasehold improvements	\$ 2,836,773
Computer equipment	863,468
Furniture and office equipment	1,590,972
Computer software	990,804
Website development	667,137
Vehicles	<u>371,704</u>
Total Property and Equipment	7,320,858
Less: Accumulated Depreciation and Amortization	<u>(5,292,269)</u>
Property and Equipment, Net	<u>\$ 2,028,589</u>

Depreciation and amortization expense was \$680,665 for the year ended December 31, 2022.

6. Net Assets With Donor Restrictions

As of December 31, 2022, net assets with donor restrictions were restricted as follows as to purpose or period:

Subject to expenditure for specified purpose:	
International activities	\$ 18,604,048
United States Oceans	<u>5,902,322</u>
Total Subject to Expenditure for Specified Purpose	<u>24,506,370</u>
Subject to passage of time:	
General operating support for future periods	<u>4,021,522</u>
Total Subject to Passage of Time	<u>4,021,522</u>
Total Net Assets With Donor Restrictions	<u>\$ 28,527,892</u>

7. Leases

As stated in Note 1, the Organization adopted ASU 2016-02 effective January 1, 2022. Oceana leases office facilities and warehouse space under various operating leases.

The Organization entered into a noncancelable operating lease for its office space in Washington, D.C., during 2017, which is effective July 2018 through October 2029. The lease contains fixed increases in rent of 3.5% per annum for years one to five, and 3.8% thereafter, in addition to the payment of operating expenses. The Organization received rent abatement for the first 15 months of the original lease on 88.75% of the leased space and 38 months of abatement on the remaining 11.25% of the lease space. The lease also provided for a lease incentive for a build-out of the space totaling \$2,435,805. The lease contains the option to renew for a single 5-year period, as well as an early termination option. The Organization was not reasonably certain to exercise either of these options.

OCEANA, INC. AND AFFILIATE

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the Year Ended December 31, 2022

7. Leases (continued)

The Organization also leases its international office space in Spain, the Philippines; Brazil; Chile; Belize; Peru; Mexico; the United Kingdom; and, Belgium, as well as its offices in New York City, New York; Newport, Rhode Island; Portland, Oregon; Monterey, California; and Juneau, Alaska, under noncancelable operating leases, with terms that expire between 2023 and 2027.

The Organization recorded a right-of-use asset and lease liability for its operating leases in the accompanying 2022 consolidated statement of financial position. The right-of-use asset is amortized over the shorter of the lease term or the economic life of the leased asset. The associated lease liability represents the net present value of the future amounts due under the lease, calculated using a risk-free rate of return selected based on the term of the lease. Options to renew or terminate the lease terms were considered in the measurement of total lease payments if the options were considered reasonably certain to be exercised. Nonlease components were not separated from lease components for accounting purposes. The Organization did not apply the recognition requirements to short-term leases.

Operating lease costs totaled \$1,495,702 for the year ended December 31, 2022, and are included as part of occupancy costs in the consolidated statement of functional expenses.

Supplemental information related to the Organization's operating leases is as follows for the year ended December 31, 2022:

Cash paid for amounts included in the measurement of lease liabilities – operating cash flows	\$ 1,771,088
Weighted-average remaining lease term (in years)	6.5 years
Weighted-average discount rate	1.28%

Future minimum lease payments on the Organization's operating leases are:

For the Year Ending December 31,	
2023	\$ 1,799,809
2024	1,729,088
2025	1,704,099
2026	1,647,870
2027	1,687,924
Thereafter	<u>3,226,550</u>
Less discount to present value	<u>(582,629)</u>
Total	<u><u>\$ 11,212,711</u></u>

OCEANA, INC. AND AFFILIATE

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the Year Ended December 31, 2022

8. Commitments and Risks

Concentration of Credit Risk

The Organization's cash and cash equivalents are composed of amounts in accounts at various financial institutions. While the amount, at times, exceeds the amount guaranteed by the Federal Deposit Insurance Corporation (FDIC) and, therefore, bears some risk, the Organization has not experienced, nor does it anticipate, any loss of funds. As of December 31, 2022, the amount in excess of the FDIC insured limit was \$35,228,983. As of December 31, 2022, the Organization maintained \$2,251,469 in accounts at non-U.S. financial institutions.

Concentration of Risk

For the year ended December 31, 2022, the Organization received unconditional contributions of \$4,800,000 from four donors, which represents 10.52% of the total revenue and support recognized. As of December 31, 2022, five donors owed the Organization \$13,021,268, which represents 73.20% of the grants and contributions receivable outstanding at year-end.

Foreign Operations

As discussed in Note 1, the Organization has operations in Spain, the United Kingdom, Denmark, Belgium, Belize, the Philippines, Brazil, Chile, Mexico and Peru for the purpose of building an international movement to save the oceans through public policy advocacy, science and economics, legal action, grassroots mobilization and public education. The future results of these programs could be adversely affected by a number of potential factors, such as currency devaluations or changes in the political climate.

As of December 31, 2022, the Organization had cash and net property and equipment in these countries totaling \$3,762,322, representing approximately 5.01% of the Organization's total consolidated assets as of December 31, 2022.

9. Availability and Liquidity

The Organization regularly monitors liquidity required to meet its annual operating needs and other contractual commitments, while also striving to preserve the principal and return on the investment of its funds. As of December 31, 2022, the Organization's financial assets available within one year of the consolidated statement of financial position date for general expenditures were as follows:

Cash and cash equivalents	\$ 38,362,710
Grants and contributions receivable, current	10,502,254
Accounts receivable	2,760,573
Investments	<u>3,848,677</u>
Total Financial Assets Available Within One Year	\$ 55,474,214

OCEANA, INC. AND AFFILIATE

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the Year Ended December 31, 2022

9. Availability and Liquidity (continued)

(continued)

Less:

Amounts unavailable for general expenditures within one year due to donors' purpose restriction \$ (24,506,370)

Amounts unavailable for general expenditures within one year due to donors' time restriction (4,021,522)

Financial Assets Available to Meet
General Expenditures Within One Year \$ 26,946,322

The Organization has various sources of liquidity at its disposal, including cash and cash equivalents and investments, which are available for general expenditures, liabilities and other obligations as they come due. Management is focused on sustaining the financial liquidity of the Organization throughout the year. This is accomplished through monitoring and reviewing the Organization's cash flow needs on a regular basis. As a result, management is aware of the Organization's cash flow needs and is, therefore, able to ensure that there is cash available to meet current liquidity needs. As part of its liquidity plan, excess operating cash is invested in FDIC insured certificates of deposit. The certificates of deposit have varying maturity dates throughout the year and are, therefore, available to meet any cash flow needs.

10. Retirement Plan

The Organization sponsors an elective deferral contribution retirement plan for all of its United States of America employees. Under the terms of the plan, the Organization may make elective deferral contributions based on each participant's annual compensation. For the year ended December 31, 2022, Oceana contributed 7% to participants who had completed at least six months of service. Additionally, the Organization will match dollar for dollar, up to 5% of compensation, its employees' elective deferral contributions. For the year ended December 31, 2022, the Organization's contribution expense totaled \$1,483,040.

11. In-kind Revenue - Donated Legal Services

During the year ended December 31, 2022, the Organization estimated that it received over 2,000 hours of donated legal services from law firms participating in its Law program. Management calculates the total value of these services based upon actual value of time reported by partnering law firms as well as an estimated value of time determined by hours reported and an average hourly rate determined from the rates of several law firms of varying sizes.

For the year ended December 31, 2022, in-kind revenue was recognized in the following functional areas:

Law Program	\$ 1,085,242
Fundraising	<u>76,793</u>
Total In-Kind Revenue - Donated Legal Services	<u>\$ 1,162,035</u>

OCEANA, INC. AND AFFILIATE

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the Year Ended December 31, 2022

12. Related Party Transactions

The Organization supports Oceana Canada, in furtherance of a shared purpose, joining forces to address the needs of the same programs in Canada as it supports throughout the world. Oceana Canada is an independent nonprofit organization incorporated under Canadian law. The Organization has a service agreement with Oceana Canada to provide administrative and other services. During the year ended December 31, 2022, the Organization donated \$667,671 in total cash contributions and performed services valued at \$206,167 in support of Oceana Canada's mission to preserve and protect Canada's oceans.

13. Income Taxes

Oceana and Oceana Action are exempt from the payment of income taxes under Sections 501(c)(3) and 501(c)(4), respectively, of the Internal Revenue Code. As such, both organizations are taxed only on their net unrelated business income. No provision for income taxes was made for the year ended December 31, 2022, as neither organization had any significant net unrelated business income. In addition, some of the foreign operations of the Organization are subject to local income tax in the jurisdictions in which they operate. Any amounts owed as of December 31, 2022, are not significant to the consolidated financial statements.

The Organization follows the authoritative guidance relating to accounting for uncertainty in income taxes included in Financial Accounting Standards Board Accounting Standards Codification Topic 740, *Income Taxes*. These provisions provide consistent guidance for the accounting for uncertainty in income taxes recognized in an entity's financial statements and prescribe a threshold of "more likely than not" for recognition and derecognition of tax positions taken or expected to be taken in a tax return. The Organization performed an evaluation of uncertainty in income taxes for the year ended December 31, 2022, and determined that there were no matters that would require recognition in the consolidated financial statements or that may have any effect on its tax-exempt status.

As of December 31, 2022, the statute of limitations for certain tax years remained open with the U.S. federal jurisdiction or the various states and local jurisdictions in which the Organization files tax returns. However, no examinations are currently pending or in progress. It is the Organization's policy to recognize interest and/or penalties related to uncertainty in income taxes, if any, in interest or income tax expense.

14. Prior Year Summarized Financial Information

The consolidated financial statements include certain prior year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with GAAP. Accordingly, such information should be read in conjunction with the Organization's consolidated financial statements for the year ended December 31, 2021, from which the summarized information was derived.

OCEANA, INC. AND AFFILIATE

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the Year Ended December 31, 2022

15. Reclassifications

Certain 2021 amounts have been reclassified for comparative purposes to conform to the 2022 presentation.

16. Subsequent Events

In preparing these consolidated financial statements, the Organization has evaluated events and transactions, for potential recognition or disclosure, through June 16, 2023, the date the consolidated financial statements were available to be issued. There were no subsequent events requiring adjustment and/or disclosure.

SUPPLEMENTARY INFORMATION

OCEANA, INC. AND AFFILIATE

CONSOLIDATING SCHEDULE OF FINANCIAL POSITION
December 31, 2022

	Oceana	Oceana Action	Eliminations	Total
ASSETS				
Current assets				
Cash and cash equivalents	\$ 37,981,148	\$ 381,562	\$ -	\$ 38,362,710
Short-term investments	3,848,677	-	-	3,848,677
Grants and contributions receivable, current portion	10,452,254	50,000	-	10,502,254
Due from affiliate	14,121	-	(14,121)	-
Accounts receivable	2,760,573	-	-	2,760,573
Prepaid expenses and other	688,355	-	-	688,355
	55,745,128	431,562	(14,121)	56,162,569
Grants and contributions receivable, net of current portion	7,245,708	50,000	-	7,295,708
Property and equipment, net	2,028,589	-	-	2,028,589
Right of use asset - operating	7,775,809	-	-	7,775,809
Deposits and other long-term assets	1,821,921	-	-	1,821,921
	74,617,155	481,562	(14,121)	75,084,596
	\$ 74,617,155	\$ 481,562	\$ (14,121)	\$ 75,084,596
LIABILITIES AND NET ASSETS				
Liabilities				
Accounts payable and accrued expenses	\$ 3,116,793	\$ 20	\$ -	\$ 3,116,813
Lease liability - operating, current portion	1,637,887	-	-	1,637,887
Due to affiliate	-	14,121	(14,121)	-
	4,754,680	14,141	(14,121)	4,754,700
Lease liability - operating, net of current portion	9,574,824	-	-	9,574,824
	14,329,504	14,141	(14,121)	14,329,524
	14,329,504	14,141	(14,121)	14,329,524
Net Assets				
Without donor restrictions	31,759,759	467,421	-	32,227,180
With donor restrictions	28,527,892	-	-	28,527,892
	60,287,651	467,421	-	60,755,072
	60,287,651	467,421	-	60,755,072
	\$ 74,617,155	\$ 481,562	\$ (14,121)	\$ 75,084,596

See independent auditors' report on supplementary information.

OCEANA, INC. AND AFFILIATE

**CONSOLIDATING SCHEDULE OF ACTIVITIES
For the Year Ended December 31, 2022**

	Oceana	Oceana Action	Eliminations	Total
REVENUE AND SUPPORT				
Grants and contributions	\$ 40,950,354	\$ 292,000	\$ -	\$ 41,242,354
Special events	3,354,001	-	-	3,354,001
In-kind revenue	1,162,035	-	-	1,162,035
Investment income	(4,480)	-	-	(4,480)
Miscellaneous	47,070	-	-	47,070
Foreign currency transaction losses	(194,185)	-	-	(194,185)
TOTAL REVENUE AND SUPPORT	45,314,795	292,000	-	45,606,795
EXPENSES				
Program Services:				
International Activities	14,784,241	-	-	14,784,241
United States Oceans	11,168,994	-	-	11,168,994
Communications	2,517,250	-	-	2,517,250
Marine Science	2,408,536	-	-	2,408,536
Law	1,965,878	-	-	1,965,878
Oceana Action, Inc.	-	116,261	-	116,261
Total Program Services	32,844,899	116,261	-	32,961,160
Supporting Services:				
General and administrative	6,507,096	-	-	6,507,096
Fundraising – other	3,250,058	-	-	3,250,058
Fundraising – cost of direct benefit to donors	257,753	-	-	257,753
Total Supporting Services	10,014,907	-	-	10,014,907
TOTAL EXPENSES	42,859,806	116,261	-	42,976,067
CHANGE IN NET ASSETS	2,454,989	175,739	-	2,630,728
NET ASSETS, BEGINNING OF YEAR	57,832,662	291,682	-	58,124,344
NET ASSETS, END OF YEAR	\$ 60,287,651	\$ 467,421	\$ -	\$ 60,755,072

See independent auditors' report on supplementary information.