

Whole Cities Foundation

**Financial Statements
as of and for the Years Ended
December 31, 2020 and 2019 and
Independent Auditors' Report**





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Independent Auditors' Report

To the Board of Directors of
Whole Cities Foundation:

We have audited the accompanying financial statements of Whole Cities Foundation (the "Foundation") (a nonprofit organization), which comprise the statements of financial position as of December 31, 2020 and 2019, and the related statements of activities, functional expenses, 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.

Auditors' 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 audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' 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.

Affiliated Company

ML&R WEALTH MANAGEMENT LLC

"A Registered Investment Advisor"

This firm is not a CPA firm

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 Foundation as of December 31, 2020 and 2019, 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.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information included in the schedule of funding commitments as of and for the year ended December 31, 2020 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and related directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the 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 financial statements as a whole.

Maxwell Locke : Ritter LLP

Austin, Texas
May 24, 2021

Whole Cities Foundation

Statements of Financial Position December 31, 2020 and 2019

| | <u>2020</u> | <u>2019</u> |
|---------------------------------------|---------------------|---------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 460,576 | \$ 492,789 |
| Investments | 3,699,445 | 3,122,996 |
| Contributions receivable | 2,373,248 | 2,237,232 |
| Other assets | - | 100 |
| Total current assets | <u>6,533,269</u> | <u>5,853,117</u> |
| Contributions receivable, net | - | <u>1,359,223</u> |
| Total assets | <u>\$ 6,533,269</u> | <u>\$ 7,212,340</u> |
| Liabilities and Net Assets | | |
| Liabilities: | | |
| Grants payable | \$ 79,238 | \$ 239,778 |
| Accrued expenses | <u>13,508</u> | <u>1,784</u> |
| Total liabilities | 92,746 | 241,562 |
| Net assets: | | |
| Without donor restrictions | 5,040,523 | 4,211,555 |
| With donor restrictions | <u>1,400,000</u> | <u>2,759,223</u> |
| Total net assets | <u>6,440,523</u> | <u>6,970,778</u> |
| Total liabilities and net assets | <u>\$ 6,533,269</u> | <u>\$ 7,212,340</u> |

See notes to financial statements.

Whole Cities Foundation

Statement of Activities Year Ended December 31, 2020

| | Without Donor Restrictions | With Donor Restrictions | Total |
|---|-------------------------------|----------------------------|------------------|
| Revenues and net assets released from restrictions: | | | |
| Contributions | \$ 470,701 | - | 470,701 |
| Investment income | 426,448 | - | 426,448 |
| Other income | 241 | - | 241 |
| Net assets released from restrictions | <u>1,359,223</u> | <u>(1,359,223)</u> | <u>-</u> |
| Total revenues and net assets released from restrictions | 2,256,613 | (1,359,223) | 897,390 |
| Expenses: | | | |
| Program services | 1,228,249 | - | 1,228,249 |
| Management and general | 198,949 | - | 198,949 |
| Fundraising and communications | <u>447</u> | <u>-</u> | <u>447</u> |
| Total expenses | <u>1,427,645</u> | <u>-</u> | <u>1,427,645</u> |
| Change in net assets | 828,968 | (1,359,223) | (530,255) |
| Net assets, beginning of year | <u>4,211,555</u> | <u>2,759,223</u> | <u>6,970,778</u> |
| Net assets, end of year | <u>\$ 5,040,523</u> | <u>1,400,000</u> | <u>6,440,523</u> |

See notes to financial statements.

Whole Cities Foundation

Statement of Activities Year Ended December 31, 2019

| | Without Donor Restrictions | With Donor Restrictions | Total |
|---|-------------------------------|----------------------------|------------------|
| Revenues and net assets released from restrictions: | | | |
| Contributions | \$ 305,799 | - | 305,799 |
| Investment income | 485,342 | - | 485,342 |
| Other income | 1,232 | - | 1,232 |
| Net assets released from restrictions | <u>1,319,635</u> | <u>(1,319,635)</u> | <u>-</u> |
| Total revenues and net assets released from restrictions | 2,112,008 | (1,319,635) | 792,373 |
| Expenses: | | | |
| Program services | 1,186,900 | - | 1,186,900 |
| Management and general | 206,518 | - | 206,518 |
| Fundraising and communications | <u>10,430</u> | <u>-</u> | <u>10,430</u> |
| Total expenses | <u>1,403,848</u> | <u>-</u> | <u>1,403,848</u> |
| Change in net assets | 708,160 | (1,319,635) | (611,475) |
| Net assets, beginning of year | <u>3,503,395</u> | <u>4,078,858</u> | <u>7,582,253</u> |
| Net assets, end of year | <u>\$ 4,211,555</u> | <u>2,759,223</u> | <u>6,970,778</u> |

See notes to financial statements.

Whole Cities Foundation

Statement of Functional Expenses Year Ended December 31, 2020

| | Program Services | Management and General | Fundraising and Communications | Total Expenses |
|-------------------------------|---------------------|---------------------------|--------------------------------------|-------------------|
| Program grants | \$ 571,842 | - | - | 571,842 |
| Salaries, wages, and benefits | 286,251 | 134,110 | - | 420,361 |
| Consulting | 219,783 | 1,075 | - | 220,858 |
| Rent | 62,943 | 15,944 | - | 78,887 |
| Contract labor | 39,731 | 5,898 | - | 45,629 |
| Professional fees | - | 33,912 | 191 | 34,103 |
| Marketing | 17,503 | - | - | 17,503 |
| Supplies | 16,017 | 585 | - | 16,602 |
| Travel, meals, and events | 7,416 | - | - | 7,416 |
| Licenses, fees, and permits | 432 | 6,190 | - | 6,622 |
| Dues and subscriptions | 1,377 | - | 256 | 1,633 |
| Other | 4,954 | 1,235 | - | 6,189 |
| Total expenses | <u>\$ 1,228,249</u> | <u>198,949</u> | <u>447</u> | <u>1,427,645</u> |

See notes to financial statements.

Whole Cities Foundation

Statement of Functional Expenses Year Ended December 31, 2019

| | Program Services | Management and General | Fundraising and Communications | Total Expenses |
|-------------------------------|---------------------|---------------------------|--------------------------------------|-------------------|
| Program grants | \$ 552,730 | - | - | 552,730 |
| Salaries, wages, and benefits | 213,271 | 130,114 | - | 343,385 |
| Consulting | 85,371 | - | - | 85,371 |
| Rent | 58,899 | 32,401 | - | 91,300 |
| Contract labor | 138,858 | 2,818 | - | 141,676 |
| Professional fees | - | 24,129 | 172 | 24,301 |
| Marketing | 31,937 | - | - | 31,937 |
| Supplies | 33,215 | 3,956 | - | 37,171 |
| Travel, meals, and events | 57,487 | 1,558 | - | 59,045 |
| Licenses, fees, and permits | - | 4,100 | - | 4,100 |
| Dues and subscriptions | 1,851 | - | - | 1,851 |
| Other | 13,281 | 7,442 | 10,258 | 30,981 |
| Total expenses | <u>\$ 1,186,900</u> | <u>206,518</u> | <u>10,430</u> | <u>1,403,848</u> |

See notes to financial statements.

Whole Cities Foundation

Statements of Cash Flows Years Ended December 31, 2020 and 2019

| | <u>2020</u> | <u>2019</u> |
|---|-------------------|-------------------|
| Cash Flows from Operating Activities: | | |
| Change in net assets | \$ (530,255) | \$ (611,475) |
| Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities: | | |
| Change in discount on contributions receivable | (40,777) | (80,365) |
| Realized and unrealized gains on investments | (351,065) | (406,842) |
| Changes in operating assets and liabilities that (used) provided cash: | | |
| Contributions receivable | 1,263,984 | 628,031 |
| Other assets | 100 | (100) |
| Grants payable | (160,540) | 228,778 |
| Accrued expenses | 11,724 | 1,784 |
| | <u>193,171</u> | <u>(240,189)</u> |
| Net cash provided by (used in) operating activities | | |
| | 193,171 | (240,189) |
| Cash Flows from Investing Activities- | | |
| Net purchases of investments | <u>(225,384)</u> | <u>(578,500)</u> |
| Net Change in Cash and Cash Equivalents | (32,213) | (818,689) |
| Cash and Cash Equivalents, beginning of year | <u>492,789</u> | <u>1,311,478</u> |
| Cash and Cash Equivalents, end of year | <u>\$ 460,576</u> | <u>\$ 492,789</u> |

See notes to financial statements.

Whole Cities Foundation

Notes to Financial Statements Years Ended December 31, 2020 and 2019

1. Nature of Operations

Whole Cities Foundation (the “Foundation”) is a nonprofit organization that was established by Whole Foods Market, Inc. (“Whole Foods Market”), a subsidiary of Amazon.com, Inc., and was incorporated on September 7, 2012. The Foundation’s mission is to improve individual and community health through collaborative partnerships, education, and broader access to nutritious food in the communities it serves.

Programs available include:

- Access to Healthy Foods
- Collaborative Partnerships
- Healthy Eating and Wellness Education

Agreement providing for transfer of the Foundation’s Operations to Whole Kids Foundation

On December 31, 2020, the Board of the Foundation unanimously agreed to enter into an agreement providing for the transfer of operations, assets and liabilities from the Foundation to Whole Kids Foundation (“WKF”), a nonprofit established by Whole Foods Market in 2011. WKF has a mission and activities similar to the Foundation as WKF increases access and consumption of fresh, nutritious, whole foods in schools and at home, and encourages community action and support to model and teach healthy choices. The Foundation’s mission will continue through WKF to support programs focusing on long-term food access while minimizing administrative costs of the Foundation and WKF.

On January 1, 2021, the Foundation entered into an agreement with WKF to transfer its operations, assets, and liabilities to WKF. On January 2, 2021, the Foundation filed for dissolution.

2. Summary of Significant Accounting Policies

Basis of Presentation - The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) as defined by the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”).

Net Asset Classifications - Net assets, revenues, gains, losses, and expenses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

Without Donor Restrictions - These net assets are not subject to donor-imposed stipulations. Expenses are reported as decreases in net assets without donor restrictions. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in net assets without donor restrictions, unless their use is restricted by explicit donor stipulation or by law. Net assets without donor restrictions are those currently available for use by the Foundation, or at the discretion of the Board of Directors (the “Board”) for the Foundation’s use.

With Donor Restrictions - These net assets are subject to donor-imposed stipulations which limit their use to a specific purpose and/or the passage of time, or which require them to be maintained permanently. The Foundation has not received any permanently restricted contributions. As of December 31, 2020 and 2019, donor-restricted net assets were inherently time restricted for contributions receivable amounts due in future periods.

Use of Estimates - The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from these estimates.

Cash and Cash Equivalents - The Foundation considers all highly liquid investments with an initial maturity of three months or less to be cash equivalents.

Fair Value Measurements - Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value accounting requires characterization of the inputs used to measure fair value into a three-level fair value hierarchy as follows:

Level 1 - Inputs based on quoted prices in active markets for identical assets or liabilities. An active market is a market in which transactions occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 - Observable inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent from the entity.

Level 3 - Unobservable inputs that reflect the entity’s own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available.

There are three general valuation techniques that may be used to measure fair value: 1) market approach - uses prices generated by market transactions involving identical or comparable assets or liabilities, 2) cost approach - uses the amount that currently would be required to replace the service capacity of an asset (replacement cost), and 3) income approach - uses valuation techniques to convert future amounts to present amounts based on current market expectations.

Investments - Investments are valued at their fair values in the statements of financial position. Any changes in fair value are recorded as unrealized gains or losses. Realized gains and losses are recorded as the difference between historical cost and the proceeds received from the sale of the investments. Unrealized and realized gains and losses and interest and dividend income are reported as investment income (loss) in the statements of activities.

Contributions Receivable - Unconditional promises to give are recorded at fair value if expected to be collected in one year and at net present value if expected to be collected in more than one year. The Foundation had no allowance for uncollectible contribution receivables at December 31, 2020 and 2019, as management deemed all outstanding balances to be collectible.

Grants Payable - Unconditional promises to grant funding to selected recipients are recorded upon the execution of the grant agreement by all parties involved. Grants payable represents unconditional promises committed to recipients not disbursed as of December 31, 2020 and 2019.

Contributions Revenue - The Foundation recognizes contributions when cash, securities, other assets, unconditional promises to give, or a notification of a beneficial interest is received. All contributions are recorded at their fair value and are considered to be available for operations of the Foundation unless specifically restricted by the donor. Unconditional promises to give cash and other assets are reported as net assets with donor restrictions, if they are received with donor stipulations that limit the use of donated assets. When donor restrictions expire, that is, when a stipulated time restriction ends or restricted purpose is accomplished, the related restricted net assets are reclassified to net assets without donor restrictions. This is reported in the statements of activities as net assets released from restrictions. Contributions that are restricted by the donor are reported as increases in net assets without donor restrictions if the restrictions expire within the fiscal year in which the contributions are received. Conditional promises to give, defined as those with a measurable performance or other barrier and a right of return, are recognized when the condition on which they depend are met and the promises become unconditional.

In-Kind Contributions and Contributed Services - Non-cash items and other in-kind contributions are recorded at their fair value on the date they are received. Contributed services are recognized by the Foundation if the services received (a) create or enhance non-financial assets and (b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. These contributions are recorded at fair value recognized as revenue and expense in the period the services are provided.

Functional Allocation of Expenses - The accompanying financial statements present expenses by function and natural classification. Natural expenses directly attributable to a specific functional area are reported as expenses of those functional areas. Accordingly, certain costs have been allocated among the programs and supporting services using a variety of cost allocation techniques, such as time and effort.

Income Tax Status - The Foundation is a nonprofit organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, except to the extent of any unrelated business income. The Foundation did not incur any significant tax liabilities due to unrelated business income during the years ended December 31, 2020 and 2019. The Foundation files Form 990 tax returns in the U.S. federal jurisdiction, and is subject to routine examinations of its returns; however, there are no examinations currently in progress.

Reclassifications - Certain amounts in the prior year have been reclassified to conform to the presentation adopted in the current year. There was no impact on net assets.

3. Concentration of Credit Risk

Financial instruments that potentially subject the Foundation to credit risk consist of cash and cash equivalents, investments, and contributions receivable. The Foundation places its cash and cash equivalents with a limited number of high-quality financial institutions and at times may exceed the amount of insurance provided on such deposits. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the near-term could materially affect the amounts reported in the statements of financial position. The Foundation does not maintain collateral for its contributions receivable.

The Foundation received 34% and 41% of its contributions revenue from Whole Foods Market during the years ended December 31, 2020 and 2019, respectively. In addition, the Foundation received 63% and 52% of its contributions revenue from individuals who donated through Whole Foods Market during the years ended December 31, 2020 and 2019, respectively.

4. Liquidity and Availability of Financial Assets

The Foundation's financial assets available to management for general expenditure within one year were as follows:

| | <u>2020</u> | <u>2019</u> |
|--|---------------------|---------------------|
| Cash and cash equivalents | \$ 460,576 | \$ 492,789 |
| Investments | 3,699,445 | 3,122,996 |
| Contributions receivable | <u>2,373,248</u> | <u>2,237,232</u> |
| Total financial assets available within one year | <u>\$ 6,533,269</u> | <u>\$ 5,853,017</u> |

The Foundation manages its liquidity following guided principles:

- Operate within a prudent range of financial soundness and stability.
- Financial program commitments are made based on funds raised and not on projections.
- Maintain minimum liquid assets equal to \$250,000.
- Maintain sufficient reserves/investments to provide reasonable assurance that ongoing programmatic expenditures can be met for a minimum of one year.
- The Foundation invests its funds in liquid investments to meet its cash flow requirements and minimize interest rate risk.

5. Contributions Receivable

Contributions receivable consisted of the following as of December 31:

| | <u>2020</u> | <u>2019</u> |
|--|---------------------|---------------------|
| Contributions expected to be collected in: | | |
| Less than one year | \$ 2,373,248 | \$ 2,237,232 |
| One to five years | - | 1,400,000 |
| | <u>2,373,248</u> | <u>3,637,232</u> |
| Less discount on contributions receivable | - | (40,777) |
| Contributions receivable, net | <u>\$ 2,373,248</u> | <u>\$ 3,596,455</u> |

Contributions receivable are valued based upon net present value where a stream of expected cash flows is discounted at an appropriate market interest rate. The discount rate used at December 31, 2019 was 3%. All balances were due within one year as of December 31, 2020.

6. Investments

Investments were valued at fair value using the market approach and consisted of the following as of December 31, 2020:

| | <u>Fair Value</u> | <u>Fair Value Measurements Using:</u> | | |
|--------------------------|---------------------|---------------------------------------|---------------------------|---------------------------|
| | | <u>Level 1 Inputs</u> | <u>Level 2 Inputs</u> | <u>Level 3 Inputs</u> |
| Mutual funds | \$ 3,407,857 | \$ 3,407,857 | \$ - | \$ - |
| Exchange traded funds | 256,383 | 256,383 | - | - |
| Money market funds | <u>35,205</u> | <u>35,205</u> | <u>-</u> | <u>-</u> |
| Total investments | <u>\$ 3,699,445</u> | <u>\$ 3,699,445</u> | <u>\$ -</u> | <u>\$ -</u> |

Investments were valued at fair value using the market approach and consisted of the following as of December 31, 2019:

| | <u>Fair Value</u> | <u>Fair Value Measurements Using:</u> | | |
|--------------------------|---------------------|---------------------------------------|---------------------------|---------------------------|
| | | <u>Level 1 Inputs</u> | <u>Level 2 Inputs</u> | <u>Level 3 Inputs</u> |
| Mutual funds | \$ 2,885,594 | \$ 2,885,594 | \$ - | \$ - |
| Exchange traded funds | 206,532 | 206,532 | - | - |
| Money market funds | <u>30,870</u> | <u>30,870</u> | <u>-</u> | <u>-</u> |
| Total investments | <u>\$ 3,122,996</u> | <u>\$ 3,122,996</u> | <u>\$ -</u> | <u>\$ -</u> |

Mutual funds, exchange traded funds, and money market funds are valued at the closing price reported by an active market on which the individual securities are traded.

7. Commitments and Contingencies

In March 2020, the World Health Organization declared the outbreak of a novel coronavirus (COVID-19) as a pandemic, which continues to spread throughout the world. While the disruption to businesses is currently expected to be temporary, there is uncertainty around the duration. Therefore, while this issue could potentially negatively impact the Foundation's business, results of operations, and financial position, the related financial impact cannot be reasonably estimated at this time.

8. Related Party Transactions

During the year ended December 31, 2016, Whole Foods Market committed \$7,000,000 to the Foundation that would be payable over five years. This agreement was amended during the year ended December 31, 2018, and the original pledge, which had a net balance at December 31, 2017 of \$5,360,056, was terminated and a new pledge payable of \$5,600,000 over four years was committed. As of December 31, 2020, the remaining outstanding net balance, included in contributions receivable in the statements of financial position, totaled \$1,400,000.

The Foundation received the following contributions from Whole Foods Market as part of the payment for its commitment during the years ended December 31, 2020 and 2019. These amounts were included in statements of activities during the years ended December 31:

| | <u>2020</u> | <u>2019</u> |
|--|-------------------|-------------------|
| Cash and other assets (includes funded services including expenses such as salaries, benefits, travel, and external legal counsel) | \$ 877,635 | \$ 825,363 |
| Professional services including accounting, legal, information technology, marketing, facilities, and communication services | <u>37,774</u> | <u>43,455</u> |
| Total | <u>\$ 915,409</u> | <u>\$ 868,818</u> |

9. Subsequent Events

The Foundation has evaluated subsequent events through May 24, 2021 (the date the financial statements were available to be issued). No events have occurred from the statement of financial position date through that date that would impact the financial statements, except as disclosed in Note 1.

Supplementary Schedule

Whole Cities Foundation

Schedule of Funding Commitments (Continued) As of and for the Year Ended December 31, 2020

| Partner | Total Authorized | Funded as of December 31, 2020 | Grants Payable Scheduled to be Disbursed |
|--|------------------|--------------------------------|--|
| About Fresh | \$ 8,000 | \$ - | \$ 8,000 |
| Backyard Growers | 8,000 | 8,000 | - |
| Bonton Farms (Dallas Foundation) | 15,355 | 9,755 | 5,600 |
| Capital Roots | 5,000 | 5,000 | - |
| Centro del Obrero Fronterizo dba La Mujer Obrera | 8,000 | - | 8,000 |
| Charter Oak Cultural Center | 5,000 | 5,000 | - |
| City Slicker Farms | 8,000 | 8,000 | - |
| Common Threads Farm | 5,000 | 5,000 | - |
| Community Action Committee of the Lehigh Valley | 5,000 | 5,000 | - |
| Community Enrichment Initiatives | 5,000 | 5,000 | - |
| Community Gardens of Hope Hill (North Hills United Methodist Church) | 5,000 | 5,000 | - |
| Community Matters Cincinnati | 8,000 | 8,000 | - |
| Community Services Unlimited | 8,000 | 8,000 | - |
| Community Servings | 5,000 | 5,000 | - |
| Crabtree Farms of Chattanooga | 5,000 | 5,000 | - |
| Cultivate Kansas City | 13,000 | 13,000 | - |
| Cultivating Community | 13,000 | 13,000 | - |
| Detroit Black Community Food Security Network | 9,600 | 9,600 | - |
| Dunbar Garden | 13,000 | 13,000 | - |
| Eastie Farm | 5,000 | 5,000 | - |
| EAT South | 7,730 | 7,730 | - |
| Farmer Frog | 8,000 | 8,000 | - |
| Farmshare Austin | 22,000 | 22,000 | - |
| Franklinton Farms | 8,000 | 8,000 | - |
| Friends of Holly Hill Farm, Inc. | 12,980 | 12,980 | - |
| Giving One Tenth Community Garden (Urban Agriculture Cooperative) | 15,000 | 15,000 | - |
| Greater Newark Conservancy | 12,190 | 12,190 | - |
| Green Garden Bunches (Newark Science and Sustainability) | 15,000 | 15,000 | - |
| Grow Nashua (United Way of Greater Nashua) | 8,000 | 8,000 | - |
| Growing Gardens | 8,000 | 8,000 | - |
| Habitat for Humanity of Greater Lowell | 5,000 | 5,000 | - |
| Hawk Mountain Earth Center | 14,000 | 14,000 | - |
| Health in the Hood | 5,000 | 5,000 | - |
| Hebni Nutrition Consultants | 13,000 | 13,000 | - |
| High Desert Food and Farm Alliance | 5,000 | 5,000 | - |
| Homeless Garden Project | 5,000 | 5,000 | - |
| Hunger Free Colorado | 5,000 | 5,000 | - |
| I Grow Chicago | 8,000 | - | 8,000 |
| Inter-Faith Food Shuttle | 5,000 | 5,000 | - |
| Ironbound Community Corporation | 15,000 | 15,000 | - |
| Isabahlia Ladies of Elegance Foundation | 5,000 | 5,000 | - |
| Kansas City Community Gardens | 8,000 | 8,000 | - |
| Keep Growing Detroit | 13,000 | 13,000 | - |
| Keney Park Sustainability Project | 8,000 | 8,000 | - |
| Kids in Business | 15,000 | 15,000 | - |
| Knowledge Quest | 8,000 | - | 8,000 |
| KNOX, Inc. | 5,000 | 5,000 | - |

(Continued)

Whole Cities Foundation

Schedule of Funding Commitments (Continued) As of and for the Year Ended December 31, 2020

| Partner | Total Authorized | Funded as of December 31, 2020 | Grants Payable Scheduled to be Disbursed |
|--|---------------------|--------------------------------------|--|
| Landmark Training Development Company | 12,694 | 12,694 | - |
| Larimer County Farmers Alliance | 5,000 | 5,000 | - |
| LiveWell Colorado | 13,000 | 13,000 | - |
| Lowcountry Street Grocery (Slow Food SC- Charleston) | 8,000 | 8,000 | - |
| Mandela Partners | 8,000 | 8,000 | - |
| Mercy Corps | 5,000 | 5,000 | - |
| Methodist Services | 5,000 | 5,000 | - |
| Mill City Grows | 8,000 | 8,000 | - |
| Mobile Loaves and Fishes | 5,000 | 5,000 | - |
| Multicultural Refugee Coalition | 5,000 | 5,000 | - |
| New Roots, Inc. | 13,000 | 5,000 | 8,000 |
| Newark Science and Sustainability, Inc. | 64,500 | 64,500 | - |
| Ocean Bay Community Development Corp. | 5,000 | 5,000 | - |
| Pike Place Market Foundation | 5,000 | 5,000 | - |
| Project U.S.E. | 8,130 | 8,130 | - |
| Public Health Association of BC (posAbilities Association of British Columbia) | 5,000 | 5,000 | - |
| Quest Center for Integrative Health | 5,000 | 5,000 | - |
| Red Hills Small Farm Alliance, Inc. | 13,000 | 13,000 | - |
| Red Hook Initiative | 8,000 | 8,000 | - |
| Reunity Resources | 5,000 | 5,000 | - |
| Roots Rising | 13,000 | 13,000 | - |
| Seedleaf | 10,305 | 4,140 | 6,165 |
| Shreveport Green | 5,098 | 5,098 | - |
| Smith Hill Community Development Corporation | 5,000 | 5,000 | - |
| So All May Eat DBA SAME Café | 5,000 | 5,000 | - |
| Solid Ground | 5,000 | 5,000 | - |
| Southside Community Land Trust | 8,000 | - | 8,000 |
| Special Service for Groups | 8,000 | 8,000 | - |
| Spectrum Community Services, Inc. | 5,000 | 5,000 | - |
| The Growhaus | 8,000 | 8,000 | - |
| The Roudenbush Community Center | 5,000 | 5,000 | - |
| Together We Can | 5,000 | 5,000 | - |
| Truly Living Well Center for Natural Urban Agriculture | 5,000 | 5,000 | - |
| Unified Vailsburg Services Organization | 15,000 | 15,000 | - |
| United Community Centers | 8,000 | 8,000 | - |
| Urban Agriculture Cooperative | 14,665 | 14,665 | - |
| Urban League of Essex County | 11,473 | - | 11,473 |
| Urban Tree Connection | 28,000 | 28,000 | - |
| Valley Verde | 13,000 | 13,000 | - |
| Veggielution | 5,000 | 5,000 | - |
| Virtua Health Foundation | 5,000 | 5,000 | - |
| Viva Farms | 13,000 | 13,000 | - |
| Wasatch Community Gardens | 5,000 | 5,000 | - |
| We Stay/Nos Quedamos | 13,000 | 5,000 | 8,000 |
| Weymouth Council for The Hungry | 5,000 | 5,000 | - |
| YMCA of Austin - East Communities | 5,000 | 5,000 | - |
| Youth Ministries for Peace and Justice | 13,000 | 13,000 | - |
| YWCA Evanston/North Shore | 5,000 | 5,000 | - |
| | \$ 868,720 | \$ 789,482 | \$ 79,238 |