



Kelly Vitale Raffol LLC
CERTIFIED PUBLIC ACCOUNTANTS

***Re: Coded CO.
Financial Statements
and Independent Auditors' Report
For the Year Ended June 30, 2022***

*105 Chestnut Street, Suite 15, Needham, MA 02492
4238 Washington Street, Suite 307, Boston, Massachusetts 02131
Certified Women Owned Business in the Commonwealth of Massachusetts
Member, American Institute of Certified Public Accountants
Member, Association of Fraud Examiners*

Re:Coded CO.
Financial Statements

For the Year Ended June 30, 2022

<i>Independent Auditors' Report</i>	1-3
<i>Financial Statements:</i>	
Statement of Financial Position	4
Statement of Activities	5
Statement of Cash Flows	6
Statement of Functional Expenses	7
Notes to Financial Statements	8-13
Independent Auditors' Report on Compliance for Each Major Federal Program and on Internal Control over Compliance Required by the Uniform Guidance	14-16
Independent Auditors' Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i>	17-18
Schedule of Expenditure of Federal Awards	19
Notes to Schedule of Expenditures of Federal Awards	20
Schedule of Findings and Questioned Costs	21-22



Kelly Vitale Raffol LLC
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To the Board of Directors

Re:Coded CO.

New York, New York

Opinion

We have audited the accompanying financial statements of Re:Coded CO. (a nonprofit organization), which comprise the statement of financial position as of June 30, 2022, and the related statements of activities, cash flows, and functional expenses for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Re:Coded CO. as of June 30, 2022, 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.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Re:Coded CO. 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 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 financial statements that are free from material misstatement, whether due to fraud or error.

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

105 Chestnut Street, Suite 15, Needham, MA 02492
4238 Washington Street, Suite 307, Boston, Massachusetts 02131
Certified Women Owned Business in the Commonwealth of Massachusetts
Member, American Institute of Certified Public Accountants
Member, Association of Fraud Examiners

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 generally accepted auditing standards and *Government Auditing Standards* 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, including omissions, 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 financial statements.

In performing an audit in accordance with generally accepted auditing standards and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the 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 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 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 financial statements as a whole. The accompanying schedule of expenditures of federal awards, as required by *Title 2 U.S. Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, 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 relates 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. The schedule of expenditures of federal awards is fairly stated, in all material respects, in relation to the financial statements as a whole.

In accordance with *Government Auditing Standards*, we have also issued our report dated April 5, 2023, on our consideration of Re:Coded CO. 's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant, agreements, and other matters.

The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Re:Coded CO. 's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Organization's internal control over financial reporting and compliance.

KellyVitaleRaffol, LLC

Needham, Massachusetts
April 5, 2023

RE:CODED, CO.

Statement of Financial Position

As of June 30, 2022

Assets

Cash and cash equivalents	\$	283,424
Accounts receivable		374,193
Prepaid expenses		16,831
Program advances		<u>113,913</u>

<i>Total assets</i>	\$	<u>788,361</u>
----------------------------	-----------	-----------------------

Liabilities and Net Assets

Liabilities:

Accounts payable and accrued expenses	\$	55,591
Deferred revenue		<u>35,549</u>

<i>Total liabilities</i>		91,140
---------------------------------	--	---------------

Net Assets:

Net assets without donor restrictions		597,221
Net assets with donor restrictions		<u>100,000</u>

<i>Total net assets</i>		<u>697,221</u>
--------------------------------	--	-----------------------

<i>Total liabilities and net assets</i>	\$	<u>788,361</u>
--	-----------	-----------------------

RE:CODED, CO.

Statement of Activities

For the Year Ended June 30, 2022

	<i>Without Donor Restrictions</i>	<i>With Donor Restrictions</i>	<i>Total</i>
<i>Support and Revenue:</i>			
Grants	\$ 223,492	\$ 100,000	\$ 323,492
Government grants	1,988,376	-	1,988,376
Contributions	3,682	-	3,682
Net investment income	41	-	41
Net assets released from restrictions	151,018	(151,018)	-
<i>Total support and revenue</i>	2,366,609	(51,018)	2,315,591
<i>Expenses:</i>			
Program services	2,306,902	-	2,306,902
Management and administration	125,437	-	125,437
Fundraising	-	-	-
<i>Total expenses</i>	2,432,339	-	2,432,339
<i>Change in net assets</i>	(65,730)	(51,018)	(116,748)
<i>Net assets, beginning of year</i>	662,951	151,018	813,969
<i>Net assets, end of year</i>	\$ 597,221	\$ 100,000	\$ 697,221

RE:CODED, CO.

Statement of Cash Flows

For the Year Ended June 30, 2022

Cash Flows from Operating Activities:

Change in net assets \$ (116,748)

Adjustments to reconcile change in net assets to net cash
provided by (used in) operating activities:

Change in:

Accounts receivable (203,939)

Prepaid expenses (9,941)

Program advances (106,515)

Accounts payable and accrued expenses 25,038

Deferred revenue (14,259)

Net cash used in operating activities (426,364)

Net change in cash and cash equivalents (426,364)

Cash and cash equivalents, beginning of year 709,788

Cash and cash equivalents, end of year \$ 283,424

RE:CODED, CO.

Statement of Functional Expenses

For the Year Ended June 30, 2022

	<i>Program Services</i>	<i>Management and General</i>	<i>Fundraising</i>	<i>Total</i>
Salaries and wages	\$ 1,658,766	\$ 88,232	\$ 17,647	\$ 1,764,645
Payroll taxes	36,355	1,547	774	38,676
Fringe benefits	29,816	12,531	864	43,211
Subaward recipients	387,812	-	-	387,812
Information technology	13,770	23,291	-	37,061
Marketing	12,790	1,891	-	14,681
Occupancy	38,694	2,110	-	40,804
Office expense	200	13,174	-	13,374
Professional fees	40,807	30,637	-	71,444
Communications	3,859	586	-	4,445
Stipends	1,320	-	-	1,320
Exchange fees	-	6,138	-	6,138
Travel	454	8,274	-	8,728
<i>Total expenses</i>	\$ 2,224,643	\$ 188,411	\$ 19,285	\$ 2,432,339

RE:CODED, CO.

Notes to Financial Statements

For the Year Ended June 30, 2022

Note 1. Nature of Activities

The Organization was founded on December 6, 2016 in Delaware, U.S. The mission of the Organization is to prepare youth and women for the digital economy. This will improve socio-economic resilience and livelihood opportunities among women, refugees, and youths through increased access to skills training, networking, and employment support.

The Organization trained 293 underserved youths aged 18 - 30 across four countries (Iraq, Turkey, Palestine, and Lebanon) in coding and design bootcamps. These programs are 11 months long: five months of intensive technical and soft skills training followed by six months of dedicated career services and employment support. Over 90% of students found employment in the technology sector as junior developers or designers.

Within the *Inspire Series* programming, an entry-level education course offering, the Organization trained 2,337 students with the skills they need to navigate their careers in the digital economy. Other activities include online events and workshops for over 1,000 youths aged 18 to 30 across the Middle East and Turkey. The online events and course content addressed technical, foundational, and soft skills that enabled youths to be aware of and get ready for a career in the digital economy.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting and Financial Statement Presentation

The financial statements of the Organization have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables, and other liabilities. Revenues are recognized when the services are performed, and expenses are recorded as incurred.

The Organization's net assets, revenues, gains, and losses are classified based on the existence or absence of donor- or grantor-imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

Net assets without donor restrictions: Net assets available for use in general operations and not subject to donor (or certain grantor) restrictions.

Net assets with donor restrictions: Net assets subject to donor- (or certain grantor-) imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates those resources be maintained in perpetuity. Donor-imposed restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both.

RE:CODED, CO.

Notes to Financial Statements

For the Year Ended June 30, 2022

Note 2. Summary of Significant Accounting Policies (Continued)

Income Tax Basis

The Organization is exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). In addition, the Organization qualifies for the charitable contribution deduction under Section 170(b)(1)(a) and has been classified as an organization that is not a private foundation under Section 509(a)(1).

Use of Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Organization's management to make estimates and assumptions. These affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates and assumptions.

Cash and Cash Equivalents

For financial statement purposes, the Organization considers cash and cash equivalents to be cash on hand, cash in operating bank accounts, sweep accounts and money market funds. The Organization considers all highly liquid investments with an initial maturity of three months or less to be cash equivalents.

Functional Allocation of Expenses

The costs of providing programs and other activities have been summarized on a functional basis in the statement of functional expenses. Accordingly, certain costs have been allocated among program services and supporting services benefited. Such allocations are determined by management on an equitable basis. Professional fees, salaries, payroll taxes and benefits are allocated depending on time and effort. Rent is allocated in accordance with square footage used by full-time equivalents.

The following functional expenses are directly allocated to the programs, projects, and departments as they are utilized:

- Meeting expenses
- Program supplies
- Postage and delivery
- Printing

The following functional expenses are allocated depending on time and effort:

- Office supplies
- Payroll taxes and benefits
- Professional fees
- Rent
- Salaries

RE:CODED, CO.

Notes to Financial Statements

For the Year Ended June 30, 2022

Note 2. Summary of Significant Accounting Policies (Continued)

Revenue Recognition

Contributions: The Organization recognizes contributions when cash, securities, other assets, and unconditional promises to give, or notification of a beneficial interest are received. 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 met.

Unconditional contributions may or may not be subject to donor-imposed restrictions. Donor-imposed restrictions limit the use of the donated assets but are less specific than donor-imposed conditions. Contributions received and unconditional promises to give are measured at their fair values and are reported as an increase in net assets. The Organization reports gifts of cash and other assets as restricted support if they are received with donor stipulations about the use of the donated assets, or if they are designated as support for future periods.

Exchange transactions: Reciprocal transfers in which each party receives and sacrifices goods or services with approximate commensurate value are recognized as exchange transactions. The Organization adopted Accounting Standards Codification (ASC) Topic 606, Revenue from Contracts with Customers (Topic 606) using the modified retrospective method applied to all contracts not completed as of the date of the adoption. The core principle is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps: (i) identify the contract(s) with a customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract and (v) recognize revenue when (or as) the entity satisfies a performance obligation.

The Organization applied Topic 606 to exchange transactions in which it receives consideration for products or services offered. Under U.S. GAAP, these arrangements are exchange transactions between the Organization and the customers participating in the Organization's programs or using their services.

The Organization's revenue is derived from grants and contributions from individuals, corporations, and government entities. All revenue is recorded at estimated net realizable amounts.

RE:CODED, CO.

Notes to Financial Statements

For the Year Ended June 30, 2022

Note 2. Summary of Significant Accounting Policies (Continued)

New Accounting Pronouncements

The Organization is currently reviewing the implementation of ASU No. 2016-02 *Leases (Topic 842)* for the fiscal year end June 30, 2023, which requires the Organization to capitalize any operating leases which are greater than 12-months as an asset and liability on the statement of financial position and amortize the lease over the term of the lease on a straight-line basis. Finance leases have both an interest factor and depreciation of the lease asset. Non-lease components of monthly payment are a consideration, and the standard allows a practical expedient to lessees to account for non-lease components separately.

Program Service Fees and Contract Revenue Contract Revenue

The Organization operates its programs under various unit rate and cost reimbursement grants and contracts with the United States of America Department of State. The Organization's agreements are subject to the regulations and rate formulas of the United States of America Department of State and are conditioned upon certain performance requirements and/ or the incurrence of allowable qualifying expenses. Amounts received are recognized as revenue when the Organization has incurred expenditures in compliance with specific contract or grant provisions. Excess revenue over expenses for the contract are subject to repayment.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivables are presented net of the allowance for doubtful accounts. Management's periodic evaluation of the adequacy of the allowance is based on its past experience and accounts receivable are charged off when deemed uncollectible. No allowance was deemed necessary on June 30, 2022.

Note 3. Net Assets with Donor Restrictions

Net assets with donor restrictions consist of grants and contributions with donor-imposed timing and/or purpose restrictions. When a donor stipulated time restriction ends or a purpose restriction is accomplished, the Organization releases the funds from restriction. As of June 30, 2022, purpose restricted net assets were \$100,000.

Note 4. Concentrations of Credit Risk

The Organization maintains its cash and cash equivalent at banks and financial institutions within and outside the United States of America. The Federal Deposit Insurance Corporation (FDIC) insures balances in non-interest bearing and other deposit accounts as an aggregate balance at each financial institution up to \$250,000 in the United States of America. On June 30, 2022, the Organization had \$1,139 in cash and cash equivalents over the FDIC insured limit.

RE:CODED, CO.

Notes to Financial Statements

For the Year Ended June 30, 2022

Note 5. Liquidity and Availability of Financial Assets

The table below presents the Organization's financial assets available within one year to meet its general expenditures at June 30, 2022:

Financial assets:

Cash and cash equivalents	\$ 283,424
Accounts receivable	374,193
<i>Total financial assets</i>	657,617

Less those unavailable for general expenditure within one year,
due to:

Other assets subject to satisfaction of donor-imposed restrictions for purpose and time	100,000
--	---------

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

\$ 557,617

As part of its liquidity management, the Organization has a policy to structure its financial assets to be available as its general expenditures, liabilities and other obligations come due.

Note 6. Other Commitments and Contingencies

Regulatory agencies may initiate administrative proceedings alleging that the Organization programs, employees, or agents violate statutes and regulations and seek to impose monetary penalties on the Organization. The Organization could be required to incur significant costs to respond to regulatory investigations or defend against civil lawsuits and, if the Organization does not prevail the Organization could be required to pay substantial amounts of money in damages, settlement amounts or penalties.

The Organization is also subject to potential lawsuits under the False Claims Act and other federal and state whistleblower statutes designed to combat fraud and abuse. The Organization is also subject to employee-related claims under state and federal laws, and claims for discrimination, wrongful discharge, or retaliation. The Organization's policy is to accrue for all probable and estimable claims using information available at the time the financial statements are issued. Actual claims could settle in the future at materially different amounts due to the nature of the litigation.

Note 7. Related Parties

The CEO and COO are related parties. Each was paid \$103,576 per annum.

RE:CODED, CO.

Notes to Financial Statements

For the Year Ended June 30, 2022

Note 8. Subsequent Events

The Organization evaluated events that occurred after June 30, 2022, the date of the statement of financial position, but before the date the financial statements were available to be issued, April 5, 2023, for potential recognition or disclosure in the financial statements.



***Independent Auditors' Report on Compliance for Each Major Federal Program
and on Internal Control over Compliance Required by the Uniform Guidance***

To the Board of Directors
Re:Coded CO.
New York, New York

Report on Compliance for Each Major Federal Program

Opinion on Each Major Federal Program

We have audited Re:Coded CO's compliance with the types of compliance requirements identified as subject to audit in the OMB *Compliance Supplement* that could have a direct and material effect on each of Re:Coded CO. 's major federal programs for the year ended June 30, 2022. Re:Coded CO. 's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

In our opinion, Re:Coded CO. complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2022.

Basis for Opinion on Each Major Federal Program

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States and the audit requirements of *Title 2 U.S. Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Our responsibilities under those standards and Uniform Guidance are further described in the Auditor's Responsibilities for the Audit of Compliance section of our report.

We are required to be independent of the Re:Coded CO. and to meet our other ethical responsibilities, in accordance with 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 opinion on compliance for each major federal program. Our audit does not provide a legal determination of Re:Coded CO. 's compliance with the compliance requirements referred to above.

*105 Chestnut Street, Suite 15, Needham, MA 02492
4238 Washington Street, Suite 307, Boston, Massachusetts 02131
Certified Women Owned Business in the Commonwealth of Massachusetts
Member, American Institute of Certified Public Accountants
Member, Association of Fraud Examiners*

Responsibilities of Management for Compliance

Management is responsible for compliance with the requirements referred to above and for the design, implementation, and maintenance of effective internal control over compliance with the requirements of laws, statutes, regulations, rules, and provisions of contracts or grant agreements applicable to Re:Coded CO. 's federal programs.

Auditor's Responsibilities for the Audit of Compliance

Our objectives are to obtain reasonable assurance about whether material noncompliance with the compliance requirements referred to above occurred, whether due to fraud or error, and express an opinion on Re:Coded CO. 's compliance based on our audit. 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 generally accepted auditing standards, *Government Auditing Standards*, and the Uniform Guidance will always detect material noncompliance when it exists. The risk of not detecting material noncompliance resulting from fraud is higher than that resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Noncompliance with the compliance requirements referred to above is considered material if there is a substantial likelihood that, individually or in the aggregate, it would influence the judgment made by a reasonable user of the report on compliance about Re:Coded CO. 's compliance with the requirements of each major federal program as a whole.

In performing an audit in accordance with generally accepted auditing standards, *Government Auditing Standards*, and the Uniform Guidance, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the 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 Re:Coded CO. 's compliance with the compliance requirements referred to above and performing such other procedures as we considered necessary in the circumstances.
- Obtain an understanding of Re:Coded CO. 's internal control over compliance relevant to the audit in order to design audit procedures that are appropriate in the circumstances and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of Re:Coded CO. 's internal control over compliance. Accordingly, no such opinion is expressed.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and any significant deficiencies and material weaknesses in internal control over compliance that we identified during the audit.

Report on Internal Control over Compliance

A *deficiency in internal control over compliance* exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A *material weakness in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over

compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the Auditor's Responsibilities for the Audit of Compliance section above and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies in internal control over compliance. Given these limitations, during our audit we did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above. However, material weaknesses or significant deficiencies in internal control over compliance may exist that were not identified.

Our audit was not designed for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, no such opinion is expressed.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

KellyVitaleRaffol, LLC

Needham, Massachusetts
April 5, 2023



Kelly Vitale Raffol LLC
CERTIFIED PUBLIC ACCOUNTANTS

***Independent Auditors' Report on Internal Control over Financial Reporting
and on Compliance and Other Matters Based on an Audit of Financial Statements
Performed in Accordance with Government Auditing Standards***

To the Board of Directors

Re:Coded CO.

New York, New York

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the Organization (a nonprofit), which comprise the statement of financial position as of June 30, 2022, the related statements of activities, cash flows, and functional expenses for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated April 5, 2023.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Organization's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

105 Chestnut Street, Suite 15, Needham, MA 02492
4238 Washington Street, Suite 307, Boston, Massachusetts 02131
Certified Women Owned Business in the Commonwealth of Massachusetts
Member, American Institute of Certified Public Accountants
Member, Association of Fraud Examiners

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Organization's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Organization's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Organization's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

KellyVitaleRaffol, LLC

Needham, Massachusetts
April 5, 2023

RE:CODED, CO.

Schedule of Expenditures of Federal Awards

For the Year Ended June 30, 2022

<i>Federal Grantor/ Program Name</i> <i>U.S. Department of State</i>	<i>Award Number</i>	<i>AL No.</i>	<i>Subrecipients</i>	<i>Direct</i>	<i>Total</i>	
<i>RRM State Bureau of Population, Refugees and Migration</i>						
Statutory Authority for Assistance - Migration and Refugee Act Preparing Youth and Women in Turkey for the Digital Economy, Turkey	SPRMC021CA3112	19.519		\$ 829,544	\$ 829,544	*
<i>Passed Through To:</i>						
Rizik Society		19.519	\$ 275,812	-	\$ 275,812	
Insani Gelisme Vakfi (INGEV)		19.519	57,710	-	57,710	
			<u>\$ 333,522</u>	<u>\$ 829,544</u>	<u>\$ 1,163,066</u>	

* Major Program

RE:CODED, CO.

Notes to the Schedule of Expenditures of Federal Awards

For the Year Ended June 30, 2022

Note 1. Basis of Presentation

The accompanying schedule of expenditures of Federal awards (the Schedule) includes the federal grant activity of Re:Coded CO. (the Organization) under programs of federal government for the year ended June 30, 2022. The information in this Schedule is presented in accordance with the requirements of Title 2 U.S. Code of Federal Regulations Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Because the Schedule presents only a selected portion of the Organization's operations, it is not intended to and does not present the financial position, changes in net assets, or cash flows of the Organization.

Note 2. Summary of Significant Accounting Policies

- (1) Expenditures in the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement.
- (2) Pass-through entity identifying numbers are presented where available.

Note 3. Indirect Cost Rate

The Organization has elected not to use the 10% de minimis indirect cost rate allowed under the Uniform Guidance.

RE:CODED, CO.

Schedule of Findings and Questioned Costs

For the Year Ended June 30, 2022

Summary of Auditors' Results

Financial Statements

Type of auditors' report issued: Unmodified

Internal control over financial reporting:

Material weaknesses identified? _____ Yes _____ X No

Significant deficiencies identified that are not considered to be material weaknesses? _____ Yes _____ X None reported

Noncompliance material to financial statements noted? _____ Yes _____ X No

Federal Awards

Internal control over major programs:

Material weaknesses identified? _____ Yes _____ X No

Significant deficiencies identified that are not considered to be material weaknesses? _____ Yes _____ X None reported

Type of auditors' report issued on compliance for major programs: Unmodified

Any audit findings that are required to be disclosed in accordance with 2 CFR Section 200.516(a)? _____ Yes _____ X No

Identification of major programs:			
<i>Name of Federal Program or Cluster</i>	<i>Contract No.</i>	<i>AL No.</i>	<i>Expenditures</i>
<i>U.S. Department of State</i>			
<i>Statutory Authority for Assistance -</i>			
<i>Migration and Refugee Act</i>	SPRMC021CA3112	19.519	\$1,163,066

Dollar threshold used to distinguish between Type A and Type B programs: \$750,000

Auditee qualified as low-risk auditee? _____ Yes _____ X No

RE:CODED, CO.

Schedule of Findings and Questioned Costs

For the Year Ended June 30, 2022

Section II Findings – Financial Statement Audit

No findings were noted for the year ended June 30, 2022.

Section III Findings and Questioned Costs – Major Federal Award Programs Audit

No findings were noted for the year ended June 30, 2022.