

Consolidated Financial Statements and
Report of Independent Certified Public
Accountants

USA Softball, Inc. and Subsidiary

December 31, 2023 and 2022

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Board of Directors
USA Softball, Inc.

Report on the financial statements**Opinion**

We have audited the consolidated financial statements of USA Softball, Inc. (a nonprofit organization) and subsidiary (“USA Softball”), which comprise the consolidated statement of financial position as of December 31, 2023, and the related consolidated statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of USA Softball as of December 31, 2023 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 of the consolidated financial statements in accordance with auditing standards generally accepted in the United States of America (US GAAS). 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 USA Softball and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. 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 USA Softball’s ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Auditor's 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 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 US 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 US 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 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 Company'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 USA Softball'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.

Report on 2022 summarized comparative information

We have previously audited USA Softball's 2022 consolidated financial statements (not presented herein), and we expressed an unmodified audit opinion on those audited consolidated financial statements in our report dated July 27, 2023. In our opinion, the accompanying summarized comparative information as of and for the year ended December 31, 2022 is consistent, in all material respects, with the audited consolidated financial statements from which it has been derived.



USA Softball, Inc. and Subsidiary

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

December 31,

	2023	2022
ASSETS		
Current assets		
Cash and cash equivalents	\$ 3,090,994	\$ 3,284,176
Restricted cash	50,000	50,000
Accounts receivable	519,621	1,047,724
Inventory	778,486	604,312
Marketable securities	2,830,396	2,661,839
Prepaid expenses, deposits and other current assets	647,418	597,636
Total current assets	7,916,915	8,245,687
Property and equipment, and leasehold improvements, net	1,565,651	1,486,463
Beneficial interest in assets held by others	250,319	227,138
Total assets	\$ 9,732,885	\$ 9,959,288
LIABILITIES AND NET ASSETS		
Current liabilities		
Accounts payable	\$ 609,813	\$ 1,029,691
Accrued expenses	106,386	174,219
Deferred revenue	1,248,660	1,246,249
Total current liabilities	1,964,859	2,450,159
Total liabilities	1,964,859	2,450,159
Net assets		
Without donor restrictions	7,746,556	7,483,237
With donor restrictions	21,470	25,892
Total net assets	7,768,026	7,509,129
Total liabilities and net assets	\$ 9,732,885	\$ 9,959,288

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

USA Softball, Inc. and Subsidiary

CONSOLIDATED STATEMENTS OF ACTIVITIES

Year ended December 31, 2023 (with summarized comparative information for the year ended December 31, 2022)

	2023			2022
	Without Donor Restrictions	With Donor Restrictions	Total	Total
Revenues, gains and other support				
Program support				
Registrations and assessments	\$ 5,849,934	\$ -	\$ 5,849,934	\$ 5,794,862
Sponsorships and royalty revenue	2,001,297	-	2,001,297	1,925,146
Hall of Fame Stadium operations	2,100,735	-	2,100,735	1,481,179
National Council meeting revenue	88,888	-	88,888	77,621
Umpire merchandise sales	839,722	-	839,722	867,752
Concession and other merchandise sales	2,190,716	-	2,190,716	2,208,242
Contribution revenue	119,922	4,511	124,433	45,564
Investment return, net	164,863	-	164,863	25,432
Change in value of beneficial interest in assets held by others	23,181	-	23,181	(56,023)
Other (loss) income	(37,858)	-	(37,858)	1,449
Net assets released from restrictions	8,933	(8,933)	-	-
Total revenues, gains and other support	13,350,333	(4,422)	13,345,911	12,371,224
Expenses				
Program expenses				
Program services	10,850,401	-	10,850,401	10,672,643
Umpire merchandise and related expenses	680,162	-	680,162	721,717
General and administrative	1,556,451	-	1,556,451	1,021,807
Total expenses	13,087,014	-	13,087,014	12,416,167
CHANGE IN NET ASSETS	263,319	(4,422)	258,897	(44,943)
ASC 842 adoption impact	-	-	-	(1,690,681)
Net assets at beginning of year	7,483,239	25,892	7,509,129	9,244,753
Net assets at end of year	\$ 7,746,558	\$ 21,470	\$ 7,768,026	\$ 7,509,129

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

USA Softball, Inc. and Subsidiary

CONSOLIDATED STATEMENTS OF FUNCTIONAL EXPENSES

Year ended December 31, 2023 (with summarized comparative information for the year ended December 31, 2022)

	2023				2022
	Program Expenses			Total	Total
	Services	Merchandise	Administrative		
Advertising and promotions	\$ 215,969	\$ -	\$ -	\$ 215,969	\$ 198,002
Camps and clinics	465,144	-	-	465,144	226,619
Contract services	138,858	-	331,291	470,149	408,858
Cost of merchandise sold	782,034	394,047	-	1,176,081	1,280,222
Depreciation	150,876	21,097	36,374	208,347	164,152
Events	7,413	-	-	7,413	-
Grants	8,933	-	-	8,933	3,466
Insurance	2,102,107	-	102,262	2,204,369	2,407,251
Maintenance costs	229,644	-	47,165	276,809	295,377
Meetings	249,441	-	-	249,441	186,693
Membership, dues and subscriptions	442,495	-	-	442,495	436,385
National team tournament costs	982,954	-	-	982,954	1,061,106
Other	75,975	4,305	200,822	281,102	414,154
Personnel costs	2,025,840	132,359	795,830	2,954,029	2,644,126
Postage and freight	64,753	128,354	-	193,107	181,397
Publications and printing	171,179	-	-	171,179	160,368
Tournament fees and awards	2,332,051	-	-	2,332,051	1,681,303
Travel and accommodations	195,631	-	-	195,631	434,392
Utilities	209,104	-	42,707	251,811	232,296
Total expenses	\$ 10,850,401	\$ 680,162	\$ 1,556,451	\$ 13,087,014	\$ 12,416,167

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

USA Softball, Inc. and Subsidiary

CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended December 31,

	<u>2023</u>	<u>2022</u>
Cash flows from operating activities:		
Change in net assets	\$ 258,897	\$ (44,943)
Adjustment to reconcile change in net assets to net cash provided by (used in) operating activities:		
Depreciation expense	208,347	164,152
Change in value of beneficial interest in assets held by others	(23,181)	56,023
Net realized gain on investment	(128,995)	(19,057)
Net loss on disposal of property and equipment	45,892	312
Changes in operating assets and liabilities:		
Accounts receivable	528,103	(465,150)
Inventory	(174,174)	124,992
Prepaid expenses, deposits and other current assets	(49,782)	(20,482)
Accounts payable	(419,878)	691,126
Accrued expenses	(67,833)	59,661
Deferred revenue	2,411	225,787
	<u>179,807</u>	<u>772,421</u>
Net cash provided by operating activities		
	<u>179,807</u>	<u>772,421</u>
Cash flows from investing activities:		
Purchase of property and equipment	(333,427)	(223,480)
Proceeds from sale of property and equipment	-	2,888
Purchases of short-term marketable securities	(7,017,562)	(6,042,782)
Proceeds from sale of short-term marketable securities	6,978,000	3,400,000
	<u>(372,989)</u>	<u>(2,863,374)</u>
Net cash used in investing activities		
	<u>(372,989)</u>	<u>(2,863,374)</u>
NET CHANGE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	(193,182)	(2,090,953)
Cash, cash equivalents and restricted cash at beginning of year	<u>3,334,176</u>	<u>5,425,129</u>
Cash, cash equivalents and restricted cash at end of year	<u>\$ 3,140,994</u>	<u>\$ 3,334,176</u>
Supplemental disclosures of cash flow information:		
Income taxes paid	<u>\$ 28,400</u>	<u>\$ 64,742</u>

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

USA Softball, Inc. and Subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2023 and 2022

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

The primary purpose of USA Softball, Inc. (formerly Amateur Softball Association), and its subsidiary (collectively "USA Softball") is to promote amateur softball throughout the United States of America as well as internationally. USA Softball is the softball authority in the United States of America and is the United States Olympic National Governing Body for softball. USA Softball is a member association. Members include local and state softball associations. USA Softball requires respective members to pay annual registrations to exhibit USA Softball's affiliation trademark. Registration fees are the primary support of USA Softball. USA Softball operates a softball stadium in which various tournaments are played. Also, USA Softball has a Hall of Fame in which the public can come and view the historical background of softball.

Subsidiary

ASA Properties, Inc. ("ASAP"), an Oklahoma for-profit corporation, was formed in 1996 and is a wholly owned subsidiary of USA Softball, Inc. Its purpose is to provide a full-service umpire merchandise program through the national office in which umpires may order official USA Softball apparel and equipment.

The consolidated financial statements of USA Softball contain the accounts of USA Softball and its controlled subsidiary, ASAP. All significant inter-organizational transactions have been eliminated in consolidation.

Basis of Accounting

USA Softball's consolidated financial statement presentation follows the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC"). The consolidated financial statements have been prepared on the accrual basis of accounting for nonprofit organizations in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Revenue Recognition for Exchange Transactions (Program Support)

USA Softball earns program (exchange) revenue from registrations and assessments, sponsorships and royalty revenue, Hall of Fame operations, National Council meeting, and concession and merchandise sales. Revenue is recognized based on the following steps: (i) identification of contract with customer; (ii) determination of performance obligations; (iii) determination of the transaction price; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) USA Softball satisfies each performance obligation.

Registrations and Assessments

USA Softball provides multiple membership benefits to registered members during each membership period. Benefits provided by USA Softball include eligibility to participate in USA Softball sanctioned events, insurance coverage, copies of official rule books and other education materials, magazine subscription, and various discounts with third-party vendors. USA Softball recognizes membership revenue over time as the customer simultaneously receives and consumes the benefits of the membership throughout the membership period. The timing of revenue recognition is based on a time-measure of progress as USA Softball provides access to the benefits evenly over the course of the membership period. Shipping and handling are considered costs to fulfill the promise to transfer any physical materials associated with membership and not as a separate performance obligation.

USA Softball, Inc. and Subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2023 and 2022

USA Softball provides umpire and other officiating services for tournaments hosted in various cities throughout the United States. The services are transferred over time to the customer on each day of the tournament. The services are provided continuously over the contract period, so the services in the contract generally represent a single performance obligation comprising a series of distinct service periods. The contract's transaction price is allocated to the series of distinct services that constitute a single performance obligation and are recognized when, or as, the performance obligation is satisfied. The transaction price for these services consists entirely of variable consideration for which the customer compensates USA Softball for a set amount per registered team. Variable consideration earned is allocated based on activities performed daily by USA Softball to the distinct day in which those activities are performed. When USA Softball acts as the host and/or organizer of tournaments, USA Softball contracts with individual teams. The transaction price consists of fixed amount per team and is allocated to the series of distinct services that constitute a single performance obligation and recognized when, or as, the performance obligation is satisfied.

USA Softball works with softball programs throughout the United States to provide softball camps and clinics for both teams and individuals. This revenue is recognized over time (daily basis) as the services generally represent a single performance obligation comprising of a series of distinct service periods and related revenue is recognized as the performance is satisfied. The transaction price for these camps and clinics consists entirely of fixed consideration, with the exception of one camp in which USA Softball is reimbursed for its expenses to conduct the camp for underserved communities, and thus is entirely variable consideration.

Sponsorships and Royalty Revenue

USA Softball earns royalties on the license of trademarks to ball and bat manufacturers. Revenue from the licenses is recognized upon the making of the trademark available to the customer. For all but one contract, the transaction price consists partially or entirely of variable consideration where the customer compensates USA Softball based on the number of units with the USA Softball mark sold, with some contracts having minimum annual guarantees. The transaction price for one bat contract consists of fixed annual consideration for unlimited use of the trademarks within the terms of the contract. USA Softball also earns royalties on the license of trademarks to various customers for use on clothing, apparel, and other sports related products. The transaction price for these contracts consists partially or entirely of variable consideration where the customer compensates USA Softball based on sales of the product, with some contracts having minimum annual guarantees. Revenue from the licenses is recognized upon the making of the trademark available to the customer.

USA Softball earns royalties on the license of marks and the exclusive right and license to the United States Olympic Committee to create and distribute content by hosting USA Softball's official website and digital platforms. Revenue from the license is recognized upon the making of the trademark and license available to the customer. The transaction price consists entirely of variable consideration where the customer compensates USA Softball based on the number of annual unique visitors.

USA Softball earns revenue through the sale of official sponsorships with various suppliers. These sponsorships include the license of marks and various opportunities to be recognized as an "Official Supplier" throughout the term of the contract. Sponsorship recognition occurs through a variety of media and in-person events. One contract includes a retail license in addition to the benefits noted above. The transaction price consists of fixed fees. Some contracts include an allotment of noncash consideration in the form of the customer's product either annually or over the contract term. The timing of revenue recognition is based on an output-measure of progress as USA Softball provides benefits over the course of the sponsorship period.

USA Softball, Inc. and Subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2023 and 2022

USA Softball earns revenues from other sponsorships that do not include the license of marks. Many of these sponsorship terms are limited to the duration of a specific event or tournament. The transaction price either consists of fixed fees or all variable consideration where the customer compensates USA Softball a set amount per team/individual registered for the event or tournament. The timing of revenue recognition is based on an output-measure of progress as USA Softball provides benefits over the course of the sponsorship period.

Sponsorship and royalty revenue recognized at a point in time for the years ended December 31, 2023 and 2022, was \$1,211,040 and \$1,330,382, respectively. Sponsorship and royalty revenue recognized over time for the years ended December 31, 2023 and 2022 was \$790,257 and \$594,764, respectively.

Hall of Fame Stadium Operations

USA Softball earns revenue through agreements with third parties by hosting tournaments at the Hall of Fame Stadium (the "Stadium"). Hosting services are transferred over time to the customer on each day of the tournament. The services are provided continuously over the contract period, so the services in the contract generally represent a single performance obligation comprising a series of distinct service periods. The contract's transaction price is allocated to the series of distinct services that constitute a single performance obligation and recognized when, or as, the performance obligation is satisfied. The transaction price consists entirely of variable consideration for which the customer compensates USA Softball based on a percentage of tournament receipts and/or reimbursable expenses incurred by USA Softball for the tournament. USA Softball recognizes all reimbursable expenses as revenue as the related services are provided, using the right-to-invoice practical expedient. Reimbursable expenses are recognized as expenses in the period in which the expense is incurred.

National Council Meeting

USA Softball conducts an annual council meeting, where members across the United States meet to evaluate the needs of USA Softball. An annual tradeshow occurs during the annual meeting. USA Softball receives revenue from member registrations, sponsorships, and booth space at the trade show. Revenue is recognized over the period of the meeting/tradeshow for registrations and booth space, and over the period of sponsorship.

Umpire Merchandise Sales and Concession and Other Merchandise Sales

USA Softball sells official umpire gear and other sports merchandise and memorabilia through their online storefront, the Stadium gift shop, and during events. Additionally, USA Softball sells training aids and publications. Revenue recognized from the sale of merchandise is recognized when the performance obligation is fulfilled, usually at the time of shipment or at the point of sale, at the net sales price (transaction price). Shipping and handling are considered costs to fulfill the promise to transfer the associated merchandise and not as a separate performance obligation. Customers generally have a right of return for merchandise purchased; however, management has determined that such amounts are not material.

USA Softball also sells memorabilia, programs, and souvenir items as well as concession items during tournaments and other events at the Stadium. Revenue recognized from the sale of merchandise and concessions occurs at the point of sale when the performance obligation is fulfilled. Merchandise and concession sales are recorded at the net sales price (transaction price).

Receivables and Credit Policy

Accounts receivable consists of amounts billed to customers for purchases of inventory and other contractual agreements. Accounts receivable are due within 30 to 60 days of the invoice date. Accounts receivable are stated at the amounts due from customers, net of an allowance for expected credit losses.

USA Softball, Inc. and Subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2023 and 2022

In instances where the timing of revenue recognition differs from the timing of the right to invoice, USA Softball has determined that a significant financing component generally does not exist. USA Softball has elected the practical expedient that permits the Company to not recognize a significant financing component if the time between transfer of a good or service and payment is one year or less.

USA Softball's management considers various factors in estimating its expected credit losses, including the length of time from the initial billing of the customer, the payment history of the customer, the customer's financial status, and USA Softball's overall collection history. Amounts considered to be uncollectible are charged to operations when that determination is made. USA Softball recognized bad debt expense of \$0 and \$2,500 in 2023 and 2022, respectively, and there is no allowance for expected credit losses as of December 31, 2023 and 2022.

Deferred Revenue

USA Softball receives deposits from municipalities that will host future national tournaments. These deposits are advances of guaranteed fees to USA Softball. The revenue for these fees is recognized when the tournament is held. Additionally, USA Softball, as part of its sponsorship revenue program, receives monies in advance of the period that the monies are earned. USA Softball recognizes revenue from the sponsorships as earned under the terms of the contract. Expenses related to membership registration, are recorded in the period in which the related revenue is recognized.

Net Asset Classifications

Net assets, revenues, and gains and losses are classified based on the existence or absence of donor-imposed restrictions. USA Softball is required to report information regarding its financial position and activities according to two classes of net assets as follows:

Without Donor Restriction

Net assets not subject to donor-imposed purpose or time restriction are available for use in general operations. Net assets without donor restriction may be designated for specific purposes by action of the Board of Directors. At December 31, 2023 and 2022, USA Softball's Board of Directors has designated net assets for the following purposes:

Designated for Endowment

Amounts designated to function as endowment to provide, on an ongoing basis, a supplemental revenue source for the National Teams. These funds are subject to the investment and spending policies for endowments as more fully described in Note 10.

Designated for Cash Reserve Policy

Amounts designated for cash reserve equal to 25% of budgeted annual expenditures, with withdraws from such funds requiring approval by the Board of Directors. These funds are invested in short-term investments and included within Marketable Securities on the Statement of Financial Position.

With Donor Restriction

Net assets subject to donor-imposed restrictions are restricted based on donor-imposed purpose or time. When a restriction has been fulfilled or expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the consolidated statements of activities as net assets released from restrictions.

USA Softball, Inc. and Subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2023 and 2022

Contributions

Contributions, including unconditional promises to give, are recognized as revenues in the period received by USA Softball. Conditional promises to give are recognized when the conditions on which they depend are substantially met. Contributions other than cash are recorded at their estimated fair value on the gift date. Contributed services received by USA Softball are recognized as contribution revenue when (1) they create or enhance a nonfinancial asset and/or (2) require specialized skills, are provided by individuals possessing those skills and would typically need to be purchased if not provided by donation. Gifts of cash and other assets are recognized as restricted support if they are received with donor restrictions that limit the use of the donated assets. When donor-restricted gifts are received and the restriction is fulfilled or satisfied within the same year, the contribution is reported as contributions without donor restriction.

Cash and Cash Equivalents

USA Softball considers all highly liquid investments with original maturities of three months or less to be cash equivalents. USA Softball maintains cash in bank depository accounts which, at times, may exceed federally insured limits. Additionally, USA Softball invests in a money market portfolio that comprises United States government and treasury securities including bills, bonds, notes and repurchase agreements. As the investment is highly liquid and the fund historically trades at or near a net asset value of \$1, management considers the investment to be a cash and cash equivalent. USA Softball has not experienced any losses in such accounts and does not believe it is exposed to any significant credit risk on cash and cash equivalents.

Restricted Cash

Restricted cash represents funds which are contractually restricted. USA Softball's Women's College World Series ("WCWS") Agreement with the National Collegiate Athletic Association ("NCAA") requires that annually, \$50,000 of certain excess receipts from the WCWS, be held in a restricted account to fund capital improvements at the Stadium and Complex (the "Complex").

Inventory

Inventory consists primarily of umpire equipment, clothing and souvenirs held for resale. Inventory is valued at the lower of cost or net realizable value, using the first-in, first-out ("FIFO") cost method.

Property, Equipment and Leasehold Improvements

USA Softball generally capitalizes all property, equipment and leasehold improvements purchased at a cost equal to or exceeding \$5,000. Contributed property and equipment are recorded at fair value at the date of donation. If donors stipulate how long the assets must be used, the contributions are recorded as support with donor restrictions. In the absence of such stipulations, contributions of property and equipment are recorded as support without donor restrictions. Improvements to the stadium and other facilities operated by USA Softball, that are paid by the City of Oklahoma City (the "City"), are not included in the consolidated financial statements as the stadium and related land are owned by the City. Construction costs and other improvements paid by USA Softball are capitalized as leasehold improvements and amortized over the lesser of their estimated useful lives or the remaining life of the lease.

USA Softball, Inc. and Subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2023 and 2022

Fair Value Measurements

U.S. GAAP defines fair value as 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 and establishes a three-level hierarchy for measuring fair value. The fair value hierarchy for valuation inputs gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

- Level 1 - Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets;
- Level 2 - Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset and liability, either directly or indirectly, for substantially the full term of the financial instrument; and
- Level 3 - Unobservable inputs for determining the fair values of assets or liabilities that reflect USA Softball's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

Financial assets and liabilities carried at fair value on a recurring basis include marketable securities and beneficial interest in assets held by others. USA Softball has no assets or liabilities carried at fair value on a nonrecurring basis or liabilities carried at fair value on a recurring basis at December 31, 2023 or 2022.

Marketable Securities

USA Softball's marketable securities primarily consist of short-term debt securities. Investments in marketable securities are reported at fair value in the consolidated statements of financial position with gains and losses included in the consolidated statement of activities and changes in net assets.

Beneficial Interest in Assets Held By Others

USA Softball follows the ASC guidance, which requires a not-for-profit organization that transfers assets to a community foundation and specifies itself as the beneficiary to recognize its beneficial interest in the assets transferred (see Note 9). USA Softball carries its beneficial interest in the assets held by the Oklahoma City Community Foundation, Inc. ("OCCF") at fair value. Changes in the fair value of the beneficial interest in assets held by others, net of any related fees, is included in change in value of beneficial interest in assets held by others in the consolidated statements of activities.

Collections

USA Softball does not recognize the cost or value of its collections as assets in the consolidated statements of financial position, nor does it recognize gifts of collection items as revenues in the consolidated statements of activities. USA Softball's collections were all acquired through contributions, and are made up of historical softball memorabilia and artifacts and are held for historical and educational purposes. Each of the items is cataloged, preserved and cared for, and activities verifying existence and condition are performed regularly. Purchases of collection items, if any in future periods, are recorded as decreases in net assets without donor restrictions in the year in which the items are acquired, or as net assets with donor restrictions if the assets used to purchase the items are restricted by donors. Proceeds from deaccessions or insurance recoveries are reflected as increases in the appropriate net asset class. USA Softball's collections are subject to a policy requiring proceeds from collection sales to be used to acquire other items for collections.

USA Softball, Inc. and Subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2023 and 2022

Functional Allocation of Expenses

Expenses, which apply to more than one functional category, have been allocated between program expenses, general and administrative, and fundraising based on evaluation of the related activities. Depreciation is allocated based on square footage and use of the associated assets, and personnel costs are based on time and effort of the individual employees in performing the various functions. The remaining expenses are not allocated as they are direct costs of a specific function. General and administrative expenses are those expenses not directly identified with a specific program or activity which provide for the overall support and direction of USA Softball.

Classification of Shipping and Handling Costs

All amounts billed to customers for shipping and handling are included in umpire merchandise sales and/or concession and other merchandise sales. Costs incurred related to shipping and handling are included in program services expense and/or umpire merchandise and related expense in the consolidated statements of activities.

Advertising Costs

The costs of advertising and promotion activities are expensed as they are incurred. Advertising expense for the years ended December 31, 2023 and 2022 was approximately \$216,000 and \$198,000, respectively.

Use of Estimates

The preparation of consolidated financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures; accordingly, actual amounts could differ from those estimates.

Concentrations

The following is a summary of customers that accounted for more than 10% or more of accounts receivable during the years ended December 31, 2023 and 2022, respectively:

	Accounts Receivable	
	2023	2022
Customer A	15%	13%
Customer B	-%	53%

The following is a summary of vendors that accounted for more than 10% or more of inventory purchases during the years ended December 31, 2023 and 2022, respectively:

	Inventory Purchases	
	2023	2022
Vendor A	19%	28%
Vendor B	36%	10%
Vendor C	10%	11%
Vendor D	11%	-%
Vendor E	10%	13%

USA Softball, Inc. and Subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2023 and 2022

Leases

USA Softball adopted Accounting Standards Update (“ASU”) 2016-02, *Leases (Topic 842)* as of January 1, 2022. At implementation, USA Softball determined it had one long-term lease consisting of the Stadium and associated leasehold improvements. USA Softball leases the Stadium from the City for a nominal annual rental payment of \$1. Management determined upon implementation that recording a lease liability and corresponding right-of-use asset were not material to the financial statements. Additionally, at implementation USA Softball removed certain assets capitalized as property and equipment and the associated accumulated depreciation relating to the lease and recorded them against unrestricted net assets in accordance with ASU 2016-02. In 2022 the gross and net amounts removed totaled approximately \$6,400,000 and \$1,691,000, respectively.

Credit Losses

In January 2023, the Company adopted ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326) - Measurement of Credit Losses on Financial Instruments*. This guidance amends several aspects of the measurement of credit losses on financial instruments, including trade receivables. This ASU replaces the existing incurred credit loss model with an impairment model (known as the current expected credit loss model), which is based on expected losses rather than incurred losses. The adoption of this guidance did not have a material impact on the consolidated financial statements.

Prior Year Information

The consolidated financial statements include certain prior year summarized comparative totals. Such information does not include sufficient detail to constitute a presentation in conformity with U.S. GAAP. Accordingly, such information should be read in conjunction with the consolidated financial statements of USA Softball for the year ended December 31, 2022, from which the summarized totals were derived.

Reclassification

Reclassifications of prior year comparative information have been made to conform to current year presentation. These reclassifications had no effect on total net assets or the change in net assets.

NOTE 2 - REVENUE FROM EXCHANGE TRANSACTIONS

Total revenue recognized at a point in time and over time is as follows for the years ended December 31:

	2023	2022
Revenue recognized at a point in time	\$ 4,537,943	\$ 4,967,765
Revenue recognized over time	8,533,349	7,387,037
	<u>\$ 13,071,292</u>	<u>\$ 12,354,802</u>

USA Softball, Inc. and Subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2023 and 2022

Change in deferred revenue related to material right performance obligations for the years ended December 31, 2023 and 2022 were as follows:

	<u>2023</u>	<u>2022</u>
Balance, beginning of period	\$ 1,246,249	\$ 1,020,462
Deferral of revenue	1,248,660	1,246,249
Recognition of unearned revenue	<u>(1,246,249)</u>	<u>(1,020,462)</u>
 Balance, end of period	 <u>\$ 1,248,660</u>	 <u>\$ 1,246,249</u>

USA Softball expects to recognize \$1,248,660 in deferred revenue related to material right performance obligations in 2024.

NOTE 3 - PROPERTY, EQUIPMENT, AND LEASEHOLD IMPROVEMENTS

Property, equipment, and leasehold improvements consist of the following at December 31:

	<u>Useful Lives</u>	<u>2023</u>	<u>2022</u>
Stadium leasehold improvements	5-40 years	\$ 794,224	\$ 542,939
Buildings, signs and grounds (leasehold improvements)	10-40 years	1,862,012	1,919,278
Hall of Fame interior	5-40 years	353,203	353,203
Furniture and office equipment	3-15 years	1,454,146	1,683,184
Statue and plaza	15 years	<u>114,970</u>	<u>114,970</u>
		4,578,555	4,613,574
 Accumulated depreciation		 <u>(3,012,904)</u>	 <u>(3,127,111)</u>
		<u>\$ 1,565,651</u>	<u>\$ 1,486,463</u>

The stadium and associated improvements (leasehold improvements) are located on land leased under a long-term lease with the City for a nominal annual rental payment of \$1. The City and the NCAA control the scheduling of major NCAA-sanctioned events and they receive the proceeds from such events, including ticket sales and primarily all signage revenues. As a result, this nominal lease does not meet the criteria specified by accounting standards for a gift in-kind; therefore, there is no recognition of fair value, if any, related to any lease value in excess of \$1. USA Softball is required to perform all necessary routine maintenance to keep the stadium facilities in an operating condition expected of a first class softball facility. The term of the lease expires in 2049 with a renewal option for an additional term of 35 years.

NOTE 4 - INCOME TAXES

USA Softball is generally exempt from federal income taxes on its related income under the provisions of IRC section 501(a) as an organization described in section 501(c)(3). However, USA Softball is subject to income taxes under IRC section 511 on net income it produces not related to the exempt operations of USA Softball. Income taxes for such unrelated business income totaled \$11,836 and \$38,742 in 2023 and 2022, respectively.

USA Softball, Inc. and Subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2023 and 2022

The FASB issued guidance that requires tax effects from uncertain tax positions to be recognized in the consolidated financial statements only if the position is more likely than not to be sustained if the position were to be challenged by a taxing authority. Management has determined there are no material uncertain positions that require recognition in the consolidated financial statements. There are no interest or penalties recognized in the consolidated financial statements for the years ended December 31, 2023 and 2022.

USA Softball files information and unrelated business income returns in the federal and Oklahoma jurisdictions. ASAP has been organized as a taxable corporation and files income tax returns in the federal and Oklahoma jurisdictions.

NOTE 5 - EMPLOYEE BENEFITS

USA Softball offers a 401(k) profit sharing plan (the "Profit Sharing Plan") covering substantially all full-time employees, including part-time employees working at least 1,000 hours. Employer contributions under the Profit Sharing Plan are not defined and may vary from year to year. Although employer contributions are not defined in the Profit Sharing Plan, management utilized a contribution rate of 10% of compensation for the years ended December 31, 2023 and 2022. Benefits of the Profit Sharing Plan are limited to the plan assets. Profit sharing expense for the years ended December 31, 2023 and 2022 was approximately \$158,000 and \$165,000, respectively. Employee contributions are not required to participate in the plan.

NOTE 6 - COMMITMENTS AND CONTINGENCIES

USA Softball is periodically involved in various legal actions arising in the normal course of business. After taking into consideration available insurance coverage and other relevant information, management is of the opinion that the outcomes will not have a significant effect on USA Softball's consolidated financial position or results of operations.

USA Softball, Inc. and Subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2023 and 2022

NOTE 7 - LIQUIDITY AND FUNDS AVAILABLE

Financial assets available to meet cash needs for general expenditures within one year are summarized as follows at December 31:

	<u>2023</u>	<u>2022</u>
Financial assets at year end:		
Cash and cash equivalents	\$ 3,090,994	\$ 3,284,176
Restricted cash	50,000	50,000
Accounts receivable	519,621	1,047,724
Inventory	778,486	604,312
Marketable securities	2,830,396	2,661,839
Beneficial interest in assets held by others	<u>250,319</u>	<u>227,138</u>
 Total financial assets	 7,519,816	 7,875,189
Less amounts not available to be used within one year		
Cash restricted for capital improvements of the Complex	50,000	50,000
Board designated assets not available for expenditure within one year	<u>3,080,715</u>	<u>2,888,977</u>
 Financial assets not available to be used within one year	 <u>3,130,715</u>	 <u>2,938,977</u>
 Financial assets available to meet general expenditures within one year	 <u>\$ 4,389,101</u>	 <u>\$ 4,936,212</u>

As part of USA Softball's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due.

NOTE 8 - NET ASSET COMPOSITION

Net assets consist of the following at December 31:

	<u>2023</u>	<u>2022</u>
Net assets with donor restrictions		
Purpose or time restrictions		
Special programs	<u>\$ 21,470</u>	<u>\$ 25,892</u>
 Total purpose or time restrictions	 <u>21,470</u>	 <u>25,892</u>
 Total net assets with donor restrictions	 <u>\$ 21,470</u>	 <u>\$ 25,892</u>
Net assets without donor restrictions		
Designated for National Teams endowment	\$ 250,319	\$ 227,138
Designated for Cash Reserve Policy	2,830,396	2,661,839
Undesignated	<u>4,665,841</u>	<u>4,594,260</u>
 Total net assets without donor restrictions	 <u>\$ 7,746,556</u>	 <u>\$ 7,483,237</u>

USA Softball, Inc. and Subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2023 and 2022

NOTE 9 - BOARD DESIGNATED NET ASSETS

In 2022, USA Softball established a 'Cash Reserve Policy' that would establish a minimum cash balance based on a percentage of the current year budget. Expenditures from the cash reserve require approval from USA Softball's Board of Directors. The cash reserve can be invested in short-term debt securities or certificates of deposit and are reported at fair value, in the consolidated statements of financial position as described in Note 2. At December 31, 2023, the value of the invested cash reserve was \$2,830,396.

In 2018, USA Softball transferred \$200,000 to the OCCF, to create four funds, and specified itself as the beneficiary of the funds. USA Softball's Board of Directors has specified that these funds are to be held at OCCF, to function as a board designated endowment to support each of the four USA Softball National Teams. Annually, distributions from the funds are paid to USA Softball according to OCCF's spending policy. OCCF maintains variance power over these funds.

Variance power assures donors that if the charitable purpose of their contribution becomes impractical or impossible, the distributions will be directed to similar purposes in the community. OCCF also maintains legal ownership of the funds.

In 2023 and 2022, USA Softball received no distributions from and made no transfers to these funds. At December 31, 2023 and 2022, the fair value of the funds held at OCCF was \$250,319 and \$227,138, respectively.

In addition to the funds discussed above, OCCF maintains other funds that have been contributed by various donors to OCCF for the benefit of USA Softball. These funds are not included as assets of USA Softball, as USA Softball has been designated as the recipient of all earnings of the donated funds, and are subject to the investment and distribution policies of OCCF. At December 31, 2023 and 2022, the fair value of the funds originally donated by third parties was approximately \$33,000 and \$30,000, respectively.

NOTE 10 - ENDOWMENT DISCLOSURES

In 2018, USA Softball created an endowment, which consists of the beneficial interest in assets held by OCCF as discussed in Note 9. This endowment was created through funds designated by the Board of Directors to function as an endowment. As required by U.S. GAAP, net assets associated with endowment funds, including funds designated by the Board of Directors, are classified and reported based on the existence or absence of donor-imposed restrictions.

USA Softball, Inc. and Subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2023 and 2022

Interpretation of Relevant Law

The Board of Directors of USA Softball has interpreted the State Prudent Management of Institutional Funds Act ("OK UPMIFA") as requiring the preservation of the original gift amount of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, USA Softball classifies as net assets with donor restrictions, which are perpetual in nature (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not perpetual is classified as net assets with donor restrictions until those amounts are appropriated for expenditure by the Board of Directors in a manner consistent with the standard of prudence prescribed by OK UPMIFA. In accordance with OK UPMIFA, USA Softball considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- The duration and preservation of the fund;
- The purposes of USA Softball and the donor-restricted endowment fund;
- General economic conditions;
- The possible effect of inflation and deflation;
- The expected total return from income and the appreciation of investments;
- Other resources of USA Softball; and
- The investment policies of USA Softball.

Endowment net asset composition by type of fund as of December 31, 2023, is as follows:

	Without Donor Restrictions	With Donor Restrictions	Total
Board-designated endowment funds	\$ 250,319	\$ -	\$ 250,319
Total endowment funds	\$ 250,319	\$ -	\$ 250,319

Endowment net asset composition by type of fund as of December 31, 2022, is as follows:

	Without Donor Restrictions	With Donor Restrictions	Total
Board-designated endowment funds	\$ 227,138	\$ -	\$ 227,138
Total endowment funds	\$ 227,138	\$ -	\$ 227,138

USA Softball, Inc. and Subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2023 and 2022

Changes in endowment net assets for the year ended December 31, 2023, are as follows:

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
Endowment net assets, beginning of year	\$ 227,138	\$ -	\$ 227,138
Change in value of beneficial interest	<u>23,181</u>		<u>23,181</u>
Endowment net assets, end of year	<u>\$ 250,319</u>	<u>\$ -</u>	<u>\$ 250,319</u>

Changes in endowment net assets for the year ended December 31, 2022, are as follows:

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
Endowment net assets, beginning of year	\$ 283,161	\$ -	\$ 283,161
Change in value of beneficial interest	<u>(56,023)</u>		<u>(56,023)</u>
Endowment net assets, end of year	<u>\$ 227,138</u>	<u>\$ -</u>	<u>\$ 227,138</u>

Return objectives and risk parameters: USA Softball has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Endowment assets consist of board-designated funds. Under this policy, as approved by the Board of Directors, the endowment assets are invested with OCCF whose investment policies emphasize preservation of capital, protection against inflation and a continuing source of income.

Spending policy and how the investment objectives relate to spending policy: OCCF's distribution policy to beneficiary organizations is 5% of the average market value of the endowment fund, which is calculated on a rolling quarter average of the previous twelve quarters. USA Softball has evaluated the investment and spending policies of OCCF to determine that they sufficiently protect the purchasing power of the endowment, and appropriates distributions received from OCCF to be available for use in specific programs.

NOTE 11 - FAIR VALUE MEASUREMENTS

The methods and assumptions used to estimate the fair value of assets in the consolidated financial statements, including a description of the methodologies used for classification within the fair value hierarchy, are as follows:

Beneficial Interest in Assets Held by Others

Beneficial interest in assets held by others are primarily pooled investment funds held and managed by OCCF, which USA Softball does not have the ability to redeem. Based on the methodology of determining fair value of beneficial interest in assets held by others and the non-redeemable nature of the assets, they are categorized as Level 3 within the fair value hierarchy.

USA Softball, Inc. and Subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

December 31, 2023 and 2022

Marketable Securities

As discussed in Note 1, USA Softball invests in short-term debt securities, primarily US Treasury notes. The fair value of these investments are generally determined based on quoted market prices or estimates of fair value provided by external investment managers. The marketable securities are included as Level 2 within the fair value hierarchy.

Assets measured at fair value on a recurring basis are classified within the fair value hierarchy as follows:

	December 31, 2023			
	Level 1	Level 2	Level 3	Total
Marketable securities	\$ -	\$ 2,830,396	\$ -	\$ 2,830,396
Beneficial interest in assets held by others	-	-	250,319	250,319
Total assets measured at fair value	\$ -	\$ 2,830,396	\$ 250,319	\$ 3,080,715

	December 31, 2022			
	Level 1	Level 2	Level 3	Total
Marketable securities	\$ -	\$ 2,661,839	\$ -	\$ 2,661,839
Beneficial interest in assets held by others	-	-	227,138	227,138
Total assets measured at fair value	\$ -	\$ 2,661,839	\$ 227,138	\$ 2,888,977

NOTE 12 - SUBSEQUENT EVENTS

In March 2024, USA Softball entered into a fifteen-year agreement with Devon Energy to sell the naming rights to the USA Softball Hall of Fame Complex (“Naming Rights Agreement”), now known as Devon Park. In connection with the Naming Rights Agreement, USA Softball expects to receive \$1.5 million per year with annual escalations of 3% for the life of the agreement. The Naming Rights Agreement can be terminated after 5 or 10 years with applicable early termination fees.

Prior to the execution of the Naming Rights Agreement, USA Softball entered into an agreement with a third party to pay a 20% commission of the gross revenue of the Naming Rights Agreement. This commission is to be computed for each five-year period of the Naming Rights Agreement and to be paid in three equal installments during the first three years for each five-year period of the Naming Rights Agreement.

As part of the lease agreement with the City, as discussed in Note 1, USA Softball must withhold 10% of the gross revenue of the Naming Rights Agreement for fulfillment of the naming rights agreement. Also in accordance with the lease agreement, 50% of the remaining proceeds must be remitted to the City.

Subsequent events were evaluated through July 23, 2024, which is the date the consolidated financial statements were available to be issued.