

**MATTRESS RECYCLING COUNCIL -
CONNECTICUT (CT) LLC
(A WHOLLY OWNED SUBSIDIARY OF THE
MATTRESS RECYCLING COUNCIL, INC.)**

AUDITED FINANCIAL STATEMENTS

For the Years Ended December 31, 2018 and 2019

**MATTRESS RECYCLING COUNCIL -
CONNECTICUT (CT) LLC**
AUDITED FINANCIAL STATEMENTS
December 31, 2018 and 2019

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of the
Mattress Recycling Council, Inc.
Alexandria, Virginia

Report on the Financial Statements

We have audited the accompanying financial statements of the **Mattress Recycling Council – Connecticut LLC** (a wholly owned subsidiary of the Mattress Recycling Council, Inc.), which comprise the statements of financial position as of December 31, 2018 and 2019, and the related statements of activities, functional expenses and cash flows for the years then ended, December 31, 2018 and 2019 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

INDEPENDENT AUDITOR'S REPORT (continued)

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the **Mattress Recycling Council Connecticut LLC** (a wholly owned subsidiary of the Mattress Recycling Council, Inc.) as of December 31, 2018 and 2019, 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.

Report on the Audited Financial Statements of Mattress Recycling Council

We have also audited, in accordance with auditing standards generally accepted in the United States of America, the financial statements of the Mattress Recycling Council, Inc., as of and for the years ended December 31, 2018 and 2019, and our report thereon dated August 12, 2020, is expressed as an unmodified opinion on those financial statements.

Jedon Frazier of Coyle, P.A.

Rockville, Maryland
August 12, 2020

**MATTRESS RECYCLING COUNCIL -
CONNECTICUT, LLC**
STATEMENTS OF FINANCIAL POSITION
December 31, 2018 and 2019

ASSETS

CURRENT ASSETS

	<u>2018</u>	<u>2019</u>
Cash and cash equivalents - NOTES A, B and H	\$ 720,081	\$ 517,412
Investments - short-term - NOTES A, C, H, and I	281,988	708,105
Accounts receivable (net of allowance for doubtful accounts of \$18,123 and \$13,708) - NOTE A	507,655	377,074
Interest receivable	719	1,993
Prepaid expenses	<u>4,924</u>	<u>6,303</u>
TOTAL CURRENT ASSETS	<u>1,515,367</u>	<u>1,610,887</u>

PROPERTY AND EQUIPMENT - NOTES A and D

Computers and office equipment	2,531	7,638
Furniture	472	1,880
Software	14,406	14,406
	<u>17,409</u>	<u>23,924</u>
Accumulated depreciation	<u>(15,570)</u>	<u>(17,526)</u>
TOTAL PROPERTY AND EQUIPMENT	<u>1,839</u>	<u>6,398</u>

OTHER ASSETS

Investments - board designated - financial reserve - NOTES A, C, H and I	<u>2,736,003</u>	<u>2,557,756</u>
TOTAL OTHER ASSETS	<u>2,736,003</u>	<u>2,557,756</u>
TOTAL ASSETS	<u>\$ 4,253,209</u>	<u>\$ 4,175,041</u>

The Accompanying Notes are an Integral Part of these Financial Statements

**MATTRESS RECYCLING COUNCIL -
CONNECTICUT, LLC**
STATEMENTS OF FINANCIAL POSITION
December 31, 2018 and 2019

LIABILITIES AND NET ASSETS

CURRENT LIABILITIES	<u>2018</u>	<u>2019</u>
Accounts payable and accrued expenses	\$ 295,110	\$ 400,855
Due to MRC-Holdings - NOTE J	276,514	230,085
Customer credit	<u>602</u>	<u>605</u>
TOTAL CURRENT LIABILITIES	<u>572,226</u>	<u>631,545</u>
TOTAL LIABILITIES	<u>572,226</u>	<u>631,545</u>
 COMMITMENTS AND CONTINGENCIES - NOTES G, I, J, K, L, and M		
 NET ASSETS - NOTES A and E		
Net assets without restrictions		
Undesignated	944,980	985,740
Board designated - financial reserve - NOTES C	<u>2,736,003</u>	<u>2,557,756</u>
TOTAL NET ASSETS	<u>3,680,983</u>	<u>3,543,496</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 4,253,209</u>	<u>\$ 4,175,041</u>

The Accompanying Notes are an Integral Part of these Financial Statements

**MATTRESS RECYCLING COUNCIL -
CONNECTICUT, LLC**
STATEMENT OF ACTIVITIES
Year Ended December 31, 2018

December 31, 2018				
	Without Restrictions	With Restrictions	Total	%
REVENUES - NOTE A				
Mattress recycling fee	\$ 3,815,008	\$ 0	\$ 3,815,008	100.0
TOTAL REVENUES	<u>3,815,008</u>	<u>0</u>	<u>3,815,008</u>	<u>100.0</u>
EXPENSES - NOTE A				
PROGRAM SERVICE				
Collection, Recycling, and Transportation Costs	2,834,310	0	2,834,310	74.3
Communications/Education and Outreach Costs	247,554	0	247,554	6.5
Administration	235,642	0	235,642	6.2
Legal Services	2,698	0	2,698	0.1
Research and Development Costs	1,256	0	1,256	0.0
TOTAL PROGRAM EXPENSES	<u>3,321,460</u>	<u>0</u>	<u>3,321,460</u>	<u>87.1</u>
SUPPORTING SERVICES				
General and administrative	94,550	0	94,550	2.4
TOTAL SUPPORTING SERVICES	<u>94,550</u>	<u>0</u>	<u>94,550</u>	<u>2.4</u>
TOTAL EXPENSES	<u>3,416,010</u>	<u>0</u>	<u>3,416,010</u>	<u>89.5</u>
CHANGE IN NET ASSETS BEFORE INVESTMENT RETURNS	398,998	0	398,998	10.5
Net Investment Return - NOTE C	<u>(26,668)</u>	<u>0</u>	<u>(26,668)</u>	<u>(0.7)</u>
CHANGE IN NET ASSETS	372,330	0	372,330	<u>9.8</u>
NET ASSETS AT BEGINNING OF YEAR	<u>3,308,653</u>	<u>0</u>	<u>3,308,653</u>	
NET ASSETS AT END OF YEAR - NOTE E	<u>\$ 3,680,983</u>	<u>\$ 0</u>	<u>\$ 3,680,983</u>	

The Accompanying Notes are an Integral Part of these Financial Statements

MATTRESS RECYCLING COUNCIL -
CONNECTICUT, LLC
STATEMENT OF ACTIVITIES
Year Ended December 31, 2019

December 31, 2019				
	Without Restrictions	With Restrictions	Total	%
REVENUES - NOTE A				
Mattress recycling fee	\$ 3,570,659	\$ 0	\$ 3,570,659	100.0
TOTAL REVENUES	<u>3,570,659</u>	<u>0</u>	<u>3,570,659</u>	<u>100.0</u>
EXPENSES - NOTE A				
PROGRAM SERVICE				
Collection, Recycling, and Transportation Costs	3,238,319	0	3,238,319	90.7
Communications/Education and Outreach Costs	260,482	0	260,482	7.3
Administration	263,106	0	263,106	7.4
Legal Services	7,207	0	7,207	0.2
Research and Development Costs	24,814	0	24,814	0.7
TOTAL PROGRAM EXPENSES	<u>3,793,929</u>	<u>0</u>	<u>3,793,929</u>	<u>106.3</u>
SUPPORTING SERVICES				
General and administrative	149,031	-	149,031	4.2
TOTAL SUPPORTING SERVICES	<u>149,031</u>	<u>0</u>	<u>149,031</u>	<u>4.2</u>
TOTAL EXPENSES	<u>3,942,960</u>	<u>0</u>	<u>3,942,960</u>	<u>110.5</u>
CHANGE IN NET ASSETS BEFORE INVESTMENT RETURNS	<u>(372,301)</u>	<u>0</u>	<u>(372,301)</u>	<u>-10.4</u>
Net Investment Return - NOTE C	234,814	0	234,814	6.6
CHANGE IN NET ASSETS	<u>(137,487)</u>	<u>0</u>	<u>(137,487)</u>	<u>-3.9</u>
NET ASSETS AT BEGINNING OF YEAR	<u>3,680,983</u>	<u>0</u>	<u>3,680,983</u>	
NET ASSETS AT END OF YEAR - NOTE E	<u>\$ 3,543,496</u>	<u>\$ 0</u>	<u>\$ 3,543,496</u>	

The Accompanying Notes are an Integral Part of these Financial Statements

**MATTRESS RECYCLING COUNCIL -
CONNECTICUT, LLC**
STATEMENT OF FUNCTIONAL EXPENSES
Year Ended December 31, 2018

	PROGRAM SERVICE <u>MRC - CT</u> <u>Recycling Program</u>	SUPPORTING SERVICES <u>General and</u> <u>Administrative</u>	<u>Total</u>	<u>%</u>
Collection, Recycling, and Transportation Costs				
Recycling Program Costs	\$ 2,834,310	0	\$ 2,834,310	83%
Communications/Education and Outreach Costs				
Marketing and Communication	247,554	0	247,554	7.2
Administration				
Management and Staffing Expenses	212,040	37,418	249,458	7.3
Annual Financial Audit	0	23,536	23,536	0.7
Fee Audit	17,025	0	17,025	0.5
Computer/Database Services	0	14,237	14,237	0.4
Bad Debt	0	7,852	7,852	0.2
Staff Travel Expense	6,577	1,161	7,738	0.2
Accounting Services	0	4,693	4,693	0.1
Insurance	0	2,968	2,968	0.1
Licenses	0	1,369	1,369	0.0
Depreciation	0	894	894	0.0
Bank Fees	0	122	122	0.0
	<u>235,642</u>	<u>94,250</u>	<u>329,892</u>	<u>9.7</u>
Legal Services	2,698	300	2,998	0.1
Research and Development Costs	<u>1,256</u>	<u>0</u>	<u>1,256</u>	<u>0.0</u>
Total	<u>\$ 3,321,460</u>	<u>\$ 94,550</u>	<u>\$ 3,416,010</u>	<u>100.0</u>

**MATTRESS RECYCLING COUNCIL -
CONNECTICUT, LLC**

STATEMENT OF FUNCTIONAL EXPENSES

Year Ended December 31, 2019

	PROGRAM SERVICE	SUPPORTING SERVICES		
	MRC - CT	General and		
	Recycling Program	Administrative	Total	%
Collection, Recycling, and Transportation Costs				
Recycling Program Costs	\$ 3,238,319	\$ 0	\$ 3,238,319	82.1
Communications/Education and Outreach Costs				
Marketing and Communication	260,482	0	260,482	6.6
Administration				
Management and Staffing Expenses	249,029	106,727	355,755	9.0
Annual Financial Audit	0	19,629	19,629	0.5
Compliance Audit	6311	0	6,311	0.2
Computer/Database Services	0	14,021	14,021	0.4
Bad Debt	0	170	170	0.0
Staff Travel Expense	7,766	1371	9,137	0.2
Accounting Services	0	202	202	0.0
Insurance	0	3,611	3,611	0.1
Licenses	0	499	499	0.0
Depreciation	0	1,956	1,956	0.0
Bank Fees	0	46	46	0.0
	<u>263,106</u>	<u>148,230</u>	<u>411,336</u>	<u>10.4</u>
Legal Services	7,207	801	8,008	0.2
Research and Development Costs	<u>24,814</u>	<u>0</u>	<u>24,814</u>	<u>0.6</u>
Total	<u>\$ 3,793,929</u>	<u>\$ 149,031</u>	<u>\$ 3,942,960</u>	<u>100.0</u>

**MATTRESS RECYCLING COUNCIL -
CONNECTICUT, LLC**
STATEMENT OF CASH FLOWS
Year Ended December 31, 2019

CASH FLOWS FROM OPERATING ACTIVITIES	<u>2018</u>	<u>2019</u>
Increase (decrease) in net assets	\$ 372,330	\$ (137,487)
Adjustments to reconcile change in unrestricted net assets to net cash used in operating activities:		
Depreciation and amortization expense - NOTE D	894	1,956
Unrealized/realized (gain)/loss on investments - NOTE C	104,545	(154,026)
(Increase) decrease in operating assets		
Accounts receivable	(5,526)	130,581
Interest receivable	(719)	(1,274)
Prepaid expenses	3,567	(1,379)
Increase (decrease) in operating liabilities		
Accounts payable and accrued expenses	34,810	105,745
Due to MRC-Holdings	(115,898)	(46,429)
Customer credit	(7,748)	3
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES	<u>386,255</u>	<u>(102,310)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(903)	(6,515)
Purchase of investments	0	(1,707,138)
Proceeds from sale of investments	1,134,704	1,435,047
Increase (decrease) in board designated investments - financial reserve	(1,200,829)	178,247
NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES	<u>(67,028)</u>	<u>(100,359)</u>
CASH FLOWS FROM FINANCING ACTIVITIES - NONE	<u>0</u>	<u>0</u>
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES	<u>0</u>	<u>0</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	319,227	(202,669)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>400,854</u>	<u>720,081</u>
UNRESTRICTED CASH AND CASH EQUIVALENTS, END OF YEAR - NOTES A and B	<u><u>720,081</u></u>	<u><u>\$ 517,412</u></u>

See Note F for Supplemental Cash Flow Disclosures

**MATTRESS RECYCLING COUNCIL -
CONNECTICUT LLC**

NOTES TO FINANCIAL STATEMENTS
December 31, 2018 and 2019

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of the **Mattress Recycling Council – Connecticut LLC** (“MRC – CT”) is presented to assist in understanding the MRC – CT’s financial statements. The financial statements and notes are representations of the MRC – CT’s management who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Purpose of the Connecticut Recycling Operations:

Connecticut’s (CT) Public Act 13-42 requires mattress manufacturers in CT to develop, finance, and implement a convenient and cost-effective statewide recycling program for mattresses and box spring units discarded in the state. MRC – CT developed and manages the program known as Bye Bye Mattress. MRC – CT funds its activities through a \$9 per unit recycling fee collected from consumers when they purchase a mattress or box spring unit at retail. MRC – CT is required to perform a financial statement audit under accounting principles generally accepted in the United States of America to satisfy the state of Connecticut’s Public Act no. 16-122, Section 3.

MRC – CT is one of three operating wholly owned subsidiaries of the Mattress Recycling Council, Inc. (“MRC” or “MRC Holdings”). MRC also operates recycling programs in the states of California and Rhode Island. The MRC is a not-for-profit organization incorporated on November 14, 2013 under the laws of the State of Delaware and organized and operated for purposes consistent with recognition of exempt status under Internal Revenue Code Section 501(c)(3), including, without limitation, to work to establish an environmentally sound and cost-effective program for recycling of sleep products. The MRC is a subsidiary (under current accounting standards) of the International Sleep Products Association (“ISPA”) due to common control.

The MRC – CT’s significant accounting policies are as follows:

Basis of Accounting and Separately Stated Financial Statements of MRC – CT:

The financial statements of the MRC – CT have been prepared on the accrual basis of accounting and, accordingly, reflect all significant receivables, advances, prepaid expenses, payables, accruals and other liabilities.

**MATTRESS RECYCLING COUNCIL -
CONNECTICUT LLC**
NOTES TO FINANCIAL STATEMENTS
December 31, 2018 and 2019

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

On an annual basis, MRC – CT’s financial statements are included in the consolidated group financial statements of the MRC. These financial statements of the MRC – CT have been issued as a subsidiary of the MRC as of December 31, 2019. MRC – CT’s December 31, 2019 separately stated financial statements will be prepared due to the request of the Board of Directors of MRC and the State of Connecticut. See **NOTE J** for related party transaction disclosures.

Basis of Presentation:

As a wholly owned subsidiary of the MRC, a 501(c)(3) not-for-profit organization, the financial statements of the MRC – CT have been prepared on the accrual basis of accounting. The MRC – CT reports information regarding its financial position and activities according to two classes of net assets: net assets without restrictions and net assets with restrictions.

Net Assets Without Restrictions - Net assets that are not subject to or are no longer subject to third party imposed stipulations. The board designated reserves are included in net assets without restrictions.

Net Assets With Restrictions - Net assets whose use is limited by third party-imposed time and/or purpose restrictions.

Revenues are reported as increases in net assets without restrictions unless use of the related assets is limited by third party-imposed restrictions. Expenses are reported as decreases in net assets without restrictions. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in net assets without restrictions unless their use is restricted by explicit third-party stipulations or by law. Expirations of restrictions on the net assets (i.e., the third party-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as reclassifications between the applicable classes of net assets. The MRC – CT has adopted a policy to classify restricted revenues as without restrictions to the extent that restrictions were met in the year the revenue was received.

MRC – CT established a financial reserve policy to provide for minimum and maximum short- and long-term reserves. It is the policy of MRC – CT to include in its short-term reserves, net assets which equal approximately three months of its annual budgeted expenses. MRC – CT’s long-term reserves shall be no less than nine months of its annual budgeted expenses, but no more than 15 months. In total MRC – CT’s reserves are sought to be maintained at approximately 100% of its operating budgeted expenses.

**MATTRESS RECYCLING COUNCIL -
CONNECTICUT LLC**
NOTES TO FINANCIAL STATEMENTS
December 31, 2018 and 2019

NOTE A — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income Tax Status:

The MRC is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. However, income from activities not directly related to the MRC tax-exempt purpose is subject to taxation as unrelated business income. MRC – CT is considered a disregarded entity for federal income tax purposes. MRC – CT’s activity and mission are consistent with those of its Parent company, MRC. The subsidiary’s financial operations are reported on a consolidated basis with MRC’s tax exempt Federal Form 990 filing. Thus, the subsidiary is subject only to state income taxes as a for-profit limited liability company.

The MRC has adopted the authoritative guidance relating to uncertainty in income taxes included in ASC Topic *Income Taxes*. These provisions provide consistent guidance for the accounting for uncertainty in income taxes recognized in an entity’s financial statements and prescribe a threshold of “more likely than not” for recognition and de-recognition of tax positions taken or expected to be taken in a tax return. The MRC performed an evaluation of uncertain tax positions for the initial period ended December 31, 2019, and determined that there were no material matters that would require recognition in the financial statements or that may have an effect on its tax-exempt status. As of December 31, 2019, the statute of limitations for the MRC’s income tax return for the years ended December 31, 2016, 2017, and 2018 remain open with the Federal, state, and local authorities. It is the MRC’s policy to recognize interest and/or penalties related to uncertain tax positions, if any, in income tax expense.

Cash and Cash Equivalents:

For purposes of the statement of cash flows, the MRC – CT considers all unrestricted highly liquid investments with an initial maturity of three months or less to be cash equivalents.

Accounts Receivable:

Accounts receivable are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollectible amounts through a charge to earnings and a credit to valuation allowance based on its assessment of the current status of individual accounts. Balances which are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable. For the years ended December 31, 2018 and 2019, the balance of the allowance for doubtful accounts was \$18,123 and \$13,708, respectively.

**MATTRESS RECYCLING COUNCIL -
CONNECTICUT LLC**
NOTES TO FINANCIAL STATEMENTS
December 31, 2018 and 2019

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue Recognition:

Revenue from recycling fees is recognized at the point of sale in the period in which the recycling fee is collected at retail.

Property, Equipment, Depreciation and Amortization:

The MRC – CT capitalizes all expenditures for property and equipment in excess of \$1,000. Purchased property and equipment are carried at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets.

Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Investments:

The MRC – CT has adopted Accounting Standards Codification (ASC) 958 Not-for-Profit Entities (formerly Statement of Financial Accounting Standards (SFAS) No. 124, *Accounting for Certain Investments Held by Not-for-Profit Organizations*). Under FASB ASC 958-320, investments in marketable equity securities with readily determinable fair values and all investments in marketable debt securities are valued at their fair values in the statements of financial position. Realized and unrealized gains and losses are included in the change in net assets.

**MATTRESS RECYCLING COUNCIL -
CONNECTICUT LLC**
NOTES TO FINANCIAL STATEMENTS
December 31, 2018 and 2019

NOTE A — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Functional Allocation of Expenses:

The costs of providing the various programs and other activities have been summarized on a functional basis in the statement of activities and in the statement of functional expenses. Accordingly, certain shared costs have been allocated among the three state programs (CA, CT, and RI) based on supporting services benefiting each program. Shared general and administrative expenses include those expenses that are not directly identifiable with any other specific function but that provide for the overall support of the MRC, including expenses related to contracts with third-party vendors. Total shared costs are allocated to the respective states on a monthly basis. For the years ended December 31, 2018 and 2019, 8% of the shared expenses outlined above were allocated to MRC – CT, which is based on relative state population of CT as it relates to CA and RI.

New Accounting Pronouncement

During the year ended December 31, 2019, MRC - CT adopted the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, Revenue from Contracts with Customers (Topic 606). ASU No. 2014-09 establishes principles for recognizing revenue upon the transfer of promised goods or services to customers, in an amount that reflects the expected consideration received in exchange for those goods or services. The implementation had no material effect on MRC – CT’s results of operations, financial position, and cash flows.

NOTE B – CASH AND CASH EQUIVALENTS – UNRESTRICTED AND RESTRICTED

Cash and cash equivalents at December 31, 2018 and 2019, consisted of the following:

	<u>2018</u>	<u>2019</u>
Demand deposits - unrestricted	\$ 720,081	\$ 517,412
Demand deposits – restricted	<u>0</u>	<u>0</u>
	<u>\$ 720,081</u>	<u>\$ 517,412</u>

**MATTRESS RECYCLING COUNCIL -
CONNECTICUT LLC**
NOTES TO FINANCIAL STATEMENTS
December 31, 2018 and 2019

NOTE C – INVESTMENTS (SHORT-TERM and BOARD DESIGNATED)

As of December 31, 2018, and 2019, the MRC – CT investments consisted of approximately 89% and 87%, respectively, conservative fixed income products, and the remaining 11% and 13%, respectively, is invested in U.S. and International ETF's and mutual funds. All investments are exposed to various risks, such as market and credit. Due to the level of risk associated with investments and level of uncertainty related to changes in the value of investments, there is always a possibility that changes in risks in the near term could materially affect investment balances and the amounts reported in the financial statements.

Investments at December 31, 2018 are consisted of the following:

	<u>Cost</u>	<u>Fair Value</u>
Unrestricted – short-term	\$ 286,747	\$ 281,988
Board Designated – financial reserve	<u>2,820,182</u>	<u>2,736,003</u>
	<u>\$ 3,106,929</u>	<u>\$ 3,017,991</u>

The MRC – CT has established a financial reserve fund of approximately nine (9) months of the average budgeted operating expenses for the year ending December 31, 2018, which equates to \$2,736,003 as of December 31, 2018 (See **NOTE E**).

Investments are composed of the following:

	<u>Cost</u>	<u>Fair Value</u>
U.S. ETF and Equity Securities	\$ 163,576	\$ 164,499
International ETF and Equity Securities	104,265	91,842
Fixed Income	2,747,528	2,675,761
Mutual Funds	<u>91,560</u>	<u>85,889</u>
	<u>\$ 3,106,929</u>	<u>\$ 3,017,991</u>

**MATTRESS RECYCLING COUNCIL -
CONNECTICUT LLC**
NOTES TO FINANCIAL STATEMENTS
December 31, 2018 and 2019

NOTE C – INVESTMENTS (SHORT-TERM and BOARD DESIGNATED) (continued)

Investments at December 31, 2019 are consisted of the following:

	<u>Cost</u>	<u>Fair Value</u>
Unrestricted – short-term	\$ 692,160	\$ 708,105
Board Designated – financial reserve	<u>2,500,161</u>	<u>2,557,756</u>
	<u>\$ 3,192,321</u>	<u>\$ 3,265,861</u>

The MRC – CT has established a financial reserve fund of approximately nine (9) months of the average budgeted operating expenses for the year ending December 31, 2019, which equates to \$2,557,756 as of December 31, 2019 (See **NOTES A, B and E**).

Investments are composed of the following:

	<u>Cost</u>	<u>Fair Value</u>
U.S. ETF and Equity Securities	\$ 163,576	\$ 210,567
International ETF and Equity Securities	104,557	108,434
Fixed Income	2,833,003	2,850,123
Mutual Funds	<u>91,185</u>	<u>96,737</u>
	<u>\$ 3,192,321</u>	<u>\$ 3,265,861</u>

Investment return for the year ended December 31, 2018 is comprised of the following:

	<u>12/31/18</u>
Interest and dividend income	\$ 78,288
Unrealized loss	(104,545)
Realized gain	<u>9,566</u>
Investment return before fees	(16,691)
Less: Investment fees	<u>(9,977)</u>
Net investment return	<u>\$ (26,668)</u>

**MATTRESS RECYCLING COUNCIL -
CONNECTICUT LLC**
NOTES TO FINANCIAL STATEMENTS
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NOTE C – INVESTMENTS (SHORT-TERM and BOARD DESIGNATED) (continued)

Investment return for the year ended December 31, 2019 is comprised of the following:

	<u>12/31/19</u>
Interest and dividend income	\$ 90,310
Unrealized gain	147,129
Realized gain	<u>6,897</u>
Investment return before fees	244,336
Less: Investment fees	<u>(9,522)</u>
Net investment return	<u>\$ 234,814</u>

NOTE D – PROPERTY AND EQUIPMENT

Property and equipment at December 31, 2018 consisted of the following:

	<u>Cost</u>	<u>Depreciation and Amortization Expense</u>	<u>Accumulated Depreciation and Amortization</u>	<u>Net Book Value</u>	<u>Estimated Useful Life (Years)</u>
Computer and office equipment	\$ 2,531	\$ 475	\$ 1,512	\$ 1,019	3-5
Furniture	472	69	184	288	7
Software	<u>14,406</u>	<u>350</u>	<u>13,874</u>	<u>532</u>	3
	<u>\$ 17,409</u>	<u>\$ 894</u>	<u>\$ 15,570</u>	<u>\$ 1,839</u>	

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NOTE D – PROPERTY AND EQUIPMENT (Continued)

Property and equipment at December 31, 2019 consisted of the following:

	<u>Cost</u>	<u>Depreciation and Amortization Expense</u>	<u>Accumulated Depreciation and Amortization</u>	<u>Net Book Value</u>	<u>Estimated Useful Life (Years)</u>
Computer and office equipment	\$ 7,638	\$ 1,396	\$ 2,908	\$ 4,730	3-5
Furniture	1,880	113	297	1,583	7
Software	<u>14,406</u>	<u>447</u>	<u>14,321</u>	<u>85</u>	3
	<u>\$ 23,924</u>	<u>\$ 1,956</u>	<u>\$ 17,526</u>	<u>\$ 6,398</u>	

NOTE E – NET ASSETS

As of December 31, 2018 and 2019 total net assets without restrictions available for general operations of the MRC – CT amounted to \$3,680,983 and \$3,543,496, respectively. The MRC – CT’s Board has a reserve policy to establish a board designated financial reserve to operate CT’s recycling program over a multi-year period. As of December 31, 2018 and 2019, the Board has designated \$2,736,003 and \$2,557,756, respectively, of its total net assets as a financial reserve in order to comply with state regulations. The remaining net assets in the amount of \$944,980 and \$985,740 are undesignated as of December 31, 2018 and 2019, respectively.

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NOTES TO FINANCIAL STATEMENTS
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NOTE E – NET ASSETS (continued)

As of December 31, 2018 or 2019 the MRC – CT did not have any net assets with restrictions.

	Without Restrictions	With Restrictions	Total Net Assets
Balance at December 31, 2017	\$3,308,653	\$ 0	\$3,308,653
2018 Increase (decrease) in net assets	372,330	0	372,330
Balance at December 31, 2018	\$3,680,983	\$ 0	\$3,680,983
2019 Increase (decrease) in net assets	(\$137,487)	0	(\$137,487)
Balance at December 31, 2019	<u>\$3,543,496</u>	<u>\$ 0</u>	<u>\$3,543,496</u>

NOTE F – SUPPLEMENTAL CASH FLOW STATEMENT DISCLOSURES

Supplemental disclosure of cash flows information:

Cash paid during the initial period ended for:

	2018	2019
Interest	<u>\$ 0</u>	<u>0</u>

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NOTE G – COMMITMENTS AND CONTINGENCIES

MRC Recycling Fees:

Connecticut General Statutes § 22a-905a(h) requires that every two years following July 1, 2014, MRC – CT propose an updated mattress stewardship fee for all mattresses sold in the state and have an independent auditor render an opinion as to whether that fee “is reasonable to achieve the goals” of the law. Specifically, § 22a-905a(h) requires that the fee not exceed the cost to fund the mattress recycling activity required by § 22a-905a(a), and that the fee allow MRC – CT to maintain financial reserves sufficient to operate the mattress recycling program over a multi-year period in a fiscally prudent and responsible manner.

The recycling fee in Connecticut was subject to administrative review in 2016 and 2018, and the fee was determined to be reasonable. The recycling fee is subject to review again during the second half of 2020, and any changes in the fee will affect MRC – CT revenue stream in future years. See **NOTE M**, “SUBSEQUENT EVENTS”.

Product Care Association Consulting Fees:

The MRC has outsourced its billing and collection functions to Product Care Association (PCA), a third-party vendor which operates out of Canada. PCA collects and reviews the monthly sales reports from various mattress retailer sellers, invoices these sellers, and collects the fee income on behalf of MRC. During the year ended December 31, 2018 and 2019, the total expenses incurred related to PCA consulting fees were \$273,850 and \$316,322 and MRC – CT proportionate allocation of those expenses were \$18,089 and \$12,693, which is included in administration (management and staffing) on the statement of activities.

Concentration of Service Provider:

For both years ended December 31, 2018 and 2019 two recyclers accounted for 100% of the MRC – CT’s total recycling costs and 100% of the units recycled. MRC – CT continues to review the recycling network for efficiency and cost effectiveness and will pursue additional options if needed to reduce this concentration risk.

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NOTE G – COMMITMENTS AND CONTINGENCIES (continued)

Note Payable – line of credit:

On July 19, 2018, MRC entered into a line of credit agreement with PNC Bank. The principal amount of the line was \$1,000,000 and called for an interest rate which is equal to the daily LIBOR rate plus 2.0%. All unpaid principal and interest is payable at its maturity date on July 31, 2020. Until the maturity date, MRC is required to make monthly accrued interest payments, which were due each month. The line of credit is secured by collateral of the assets of MRC. Interest expense related to the line of credit for the year ended December 31, 2018 and 2019 is \$0 and \$0, respectively.

NOTE H – CONCENTRATION OF CREDIT RISK

The MRC – CT maintains its cash, cash equivalents, and investment balances in three U.S. financial institutions.

The balances are insured by the Federal Deposit Insurance Corporation (FDIC) and the Securities Investor Protection Corporation (SIPC). The FDIC insures up to \$250,000 and the SIPC insures up to \$500,000 (including up to \$250,000 for cash) as of December 31, 2019. The MRC – CT's investment firm also maintains additional insurance coverage through an outside insurer which provides excess protection of up to \$400 million per account. At December 31, 2019, the MRC – CT's uninsured cash balance was \$7,197 and uninsured investment balance was \$0.

NOTE I – FAIR VALUE OF FINANCIAL INSTRUMENTS

Generally accepted accounting principles define fair value, establish a framework for measuring fair value, and establish a fair value hierarchy that prioritizes the inputs to valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market. Valuation techniques that are consistent with the market, income or cost approach are used to measure fair value. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels:

**MATTRESS RECYCLING COUNCIL -
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NOTES TO FINANCIAL STATEMENTS
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NOTE I – FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

Level 1 – These inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the MRC – CT has the ability to access.

Level 2 – These are inputs (other than quoted prices included within level 1) that are observable for the asset or liability, either directly or indirectly. These inputs may include quoted prices for the identical instrument on an inactive market, prices for similar instruments, interest rates, default rates and other similar data.

Level 3 – These are unobservable inputs for the asset or liability and rely on management’s own assumptions about the assumptions that market participants would use in pricing the asset or liability. The unobservable inputs should be developed based on the best information available in the circumstances and may include the MRC – CT’s own data.

The MRC – CT estimates that the fair value of all financial instruments at December 31, 2019 does not differ materially from the aggregate carrying values of its financial instruments recorded in the accompanying statement of financial position.

**Fair Value Measurements on a Recurring Basis
As of December 31, 2018**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments – short-term	\$ 281,988	\$ 0	\$ 0	\$ 281,988
Investments – financial reserve	<u>2,736,003</u>	<u>0</u>	<u>0</u>	<u>2,736,003</u>
Total	<u>\$ 3,017,991</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 3,017,991</u>

**Fair Value Measurements on a Recurring Basis
As of December 31, 2019**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments – short-term	\$ 708,105	\$ 0	\$ 0	\$ 708,105
Investments – financial reserve	<u>2,557,756</u>	<u>0</u>	<u>0</u>	<u>2,557,756</u>
Total	<u>\$ 3,265,861</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 3,265,861</u>

**MATTRESS RECYCLING COUNCIL -
CONNECTICUT LLC**

NOTES TO FINANCIAL STATEMENTS
December 31, 2018 and 2019

NOTE J – RELATED PARTY TRANSACTIONS (MRC)

MRC – CT is one of three operating wholly owned subsidiaries of the Mattress Recycling Council, Inc. (“MRC” or “MRC Holdings”). MRC also operates recycling programs in the states of California and Rhode Island. The MRC is a not-for-profit organization incorporated on November 14, 2013 under the laws of the State of Delaware and organized and operated for purposes consistent with recognition of exempt status under Internal Revenue Code Section 501(c)(3), including, without limitation, to work to establish an environmentally sound and cost-effective program for recycling of sleep products. The MRC is a subsidiary (under current accounting standards) of the International Sleep Products Association (“ISPA”) due to common control.

These financial statements include the intra-entity accounts and transactions between the MRC – CT and MRC. The following transactions are included in these separately stated financial statements, but are eliminated in the consolidated MRC financial statements:

	2018	2019
Due to MRC – Holdings	\$ 276,514	\$230,085
Administrative and management fee expense - MRC	\$ 179,064	\$248,388
Management fund expense - MRC	\$ 19,896	\$19,987

Operating Agreement with MRC:

MRC – CT is required to pay a monthly service/license fee in the amount of \$20,000, which represents the anticipated costs incurred by MRC for administrative and financial staff support services to the LLC plus an administrative charge (management fund fee) equal to 10% of the total monthly fee. MRC discontinued the 10% administrative charge, and as of our report date, the fee has not been reinstated. At the end of each quarter a reconciliation is prepared for a “true up” of actual costs MRC-CT incurred versus the monthly fee charged, and any surplus or deficits are reimbursed by the respective party.

For the years ended December 31, 2018 and 2019, the MRC – CT incurred expenses of \$198,960 and \$268,375, respectively, of which \$179,064 and \$248,388, respectively, related to this agreement for administrative fees and \$19,896 and \$19,987, respectively, related to this agreement for management fund fees, and MRC recorded the associated management fee revenue in the same amount. The administrative and management fund fee expense charged by MRC has not been eliminated in these financial statements as of December 31, 2019.

**MATTRESS RECYCLING COUNCIL -
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NOTES TO FINANCIAL STATEMENTS
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NOTE K – RECENT ACCOUNTING PRONOUNCEMENTS

During August 2018, the Financial Accounting Standards Board (“FASB”) issued ASU 2018-08, *Clarifying the Scope and the Accounting Guidance for Contributions Made*. This standard provides clarifications on recognition of contributions and grants (including government grants). This standard is effective beginning in fiscal year 2021. Management continues to evaluate the potential impact of this update on MRC – CT’s financial statements.

NOTE L – LIQUIDITY AND AVAILABILITY OF FINANCIAL ASSETS

The MRC – CT has financial assets as of December 31, 2019, consisting of unrestricted cash and cash equivalents of \$517,412, accounts receivable of \$377,074, interest receivable of \$1,993, and investments for financial reserve of \$3,265,861, which total \$4,162,340. Included in these financial assets is the Board designated reserve of cash and cash equivalents and investments in the amount of \$2,557,756 set aside for the financial reserve in order to comply with state regulations in CT. These board designated financial assets are not available for general use.

The following reflected the MRC – CT’s financial assets available for general use as of the Statement of Financial Position date.

Financial assets, at year end	\$ 4,162,340
Less those unavailable for general expenditure within one year, due to: Board designations:	
Amount set aside for the financial reserve	<u>2,557,756</u>
Financial assets available to meet cash need for general expenditures within one year	<u>\$ 1,604,584</u>

The MRC – CT considers all expenditures related to its ongoing recycling programs, as well as the services undertaken to support these programs to be general expenditures. As part of the MRC – CT’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. In addition, the MRC – CT invests cash in excess of daily requirements in investments, which include conservative fixed income products, U.S. and International ETF’s, and mutual funds.

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December 31, 2018 and 2019

NOTE L – LIQUIDITY AND AVAILABILITY OF FINANCIAL ASSETS (continued)

In addition to financial assets available to meet general expenditures over the next 12 months, The MRC-CT expects to use some of its financial reserve in 2020 to cover operating expenditures since the MRC-CT is forecasting a net loss in that year.

NOTE M – SUBSEQUENT EVENTS

In preparing the financial statements, the MRC – CT has evaluated events and transactions for potential recognition or disclosure through August 12, 2020, the date the audit report was available to be issued.

COVID-19 Uncertainty

The extent of the impact of COVID-19 on MRC-CT's operational and financial performance will depend on certain developments, including the duration of the outbreak, impact on customers, employees and vendors all which are uncertain and cannot be predicted. The extent to which COVID-19 may impact our financial condition or results of operations is uncertain.

Proposed Recycling Fee Adjustment

MRC – CT has proposed a fee adjustment to the state of Connecticut to increase the recycling fee to \$11.75 per unit effective January 1, 2021. The proposed increase was requested to preserve MRC-CT's financial reserves so that the Organization can operate the mattress recycling program over a multi-year period in a fiscally prudent and responsible manner.