

Consolidated Financial Statements and  
Uniform Guidance Supplementary  
Information Together with Report of  
Independent Certified Public  
Accountants

**Americares Foundation, Inc. and Affiliate**

For the years ended June 30, 2025 and 2024

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**REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

Board of Directors  
Americares Foundation, Inc.

**Report on the audit of the financial statements****Opinion**

We have audited the consolidated financial statements of Americares Foundation, Inc. and Affiliate (the "Foundation"), which comprise the consolidated statements of financial position as of June 30, 2025 and 2024, and the related consolidated statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Foundation as of June 30, 2025 and 2024, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

**Basis for opinion**

We conducted our audits of the consolidated financial statements in accordance with auditing standards generally accepted in the United States of America (US GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States (*Government Auditing Standards*). 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 the Foundation 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 the Foundation'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 and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements 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 and *Government Auditing Standards*, we:

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

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

### **Supplementary information**

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The schedule of expenditures of federal awards for the year ended June 30, 2025, as required by Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such supplementary information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audits of the consolidated financial statements and certain additional procedures. These additional procedures included comparing and

reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with US GAAS. In our opinion, the accompanying supplementary information is fairly stated, in all material respects, in relation to the consolidated financial statements as a whole.

**Other reporting required by *Government Auditing Standards***

In accordance with *Government Auditing Standards*, we have also issued our report dated December 5, 2025 on our consideration of the Foundation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Foundation's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Foundation's internal control over financial reporting and compliance.

*Grant Thornton LLP*

New York, New York  
December 5, 2025

**Americares Foundation, Inc. and Affiliate**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

June 30,  
(Dollars in thousands)

	2025	2024
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 11,663	\$ 6,083
Investments	43,295	44,660
Contributions receivable, net	7,171	7,093
Other receivables	1,142	659
Inventory, net	287,058	331,675
Prepaid expenses and other assets	2,780	2,635
Total current assets	353,109	392,805
<b>Noncurrent assets</b>		
Other assets		
Contributions receivable, net	2,407	2,975
Property held for investment	40	36
Beneficial interest in split-interest agreements		
Charitable gift annuities and perpetual trust assets	9,599	9,033
Trust agreements	216	194
Total other assets	12,262	12,238
Property and equipment, net	2,387	2,593
Right-of-use assets, net	6,801	8,338
Total noncurrent assets	21,450	23,169
Total assets	\$ 374,559	\$ 415,974
<b>LIABILITIES AND NET ASSETS</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	\$ 11,024	\$ 10,424
Committed subgrants	2,823	1,460
Lease liabilities, net	2,230	2,177
Total current liabilities	16,077	14,061
<b>Noncurrent liabilities</b>		
Liabilities under split-interest agreements	6,319	5,692
Note payable	1,500	300
Lease liabilities, net	5,109	6,604
Total noncurrent liabilities	12,928	12,596
Total liabilities	29,005	26,657
<b>Net assets</b>		
Without donor restrictions	97,720	58,860
With donor restrictions	247,834	330,457
Total net assets	345,554	389,317
Total liabilities and net assets	\$ 374,559	\$ 415,974

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

Americares Foundation, Inc. and Affiliate

CONSOLIDATED STATEMENTS OF ACTIVITIES

Years ended June 30,  
(Dollars in thousands)

	2025			2024		
	Without Donor Restrictions	With Donor Restrictions	Total	Without Donor Restrictions	With Donor Restrictions	Total
<b>Support and revenue</b>						
Public support:						
Contributions of cash and other financial assets	\$ 55,970	\$ 39,669	\$ 95,639	\$ 46,600	\$ 30,391	\$ 76,991
Government grants	3,139	-	3,139	8,149	-	8,149
Contributions of nonfinancial assets:						
Donated medical and disaster supplies	168,556	1,586,689	1,755,245	127,236	1,785,573	1,912,809
Contributed services, facilities and freight	10,467	-	10,467	9,283	-	9,283
Total contributions of nonfinancial assets	179,023	1,586,689	1,765,712	136,519	1,785,573	1,922,092
Net assets released from restrictions	1,709,817	(1,709,817)	-	1,763,679	(1,763,679)	-
Total public support	1,947,949	(83,459)	1,864,490	1,954,947	52,285	2,007,232
Investment and other revenue:						
Net investment return	3,998	836	4,834	3,820	397	4,217
Other revenue	3,543	-	3,543	3,386	-	3,386
Change in value of split-interest agreements	(391)	-	(391)	(254)	154	(100)
Total investment and other revenue	7,150	836	7,986	6,952	551	7,503
Total support and revenue	1,955,099	(82,623)	1,872,476	1,961,899	52,836	2,014,735
<b>Expenses</b>						
Program services:						
Distribution of donated medical and disaster supplies	1,745,551	-	1,745,551	1,823,015	-	1,823,015
Other program expenses	133,068	-	133,068	128,839	-	128,839
Total program services	1,878,619	-	1,878,619	1,951,854	-	1,951,854
Supporting services:						
Management and general	15,629	-	15,629	15,757	-	15,757
Fundraising	21,991	-	21,991	20,664	-	20,664
Total supporting services	37,620	-	37,620	36,421	-	36,421
Total expenses	1,916,239	-	1,916,239	1,988,275	-	1,988,275
<b>CHANGE IN NET ASSETS</b>	38,860	(82,623)	(43,763)	(26,376)	52,836	26,460
<b>Net assets, beginning of year</b>	58,860	330,457	389,317	85,236	277,621	362,857
<b>Net assets, end of year</b>	\$ 97,720	\$ 247,834	\$ 345,554	\$ 58,860	\$ 330,457	\$ 389,317

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

Americares Foundation, Inc. and Affiliate

CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES

For the year ended June 30, 2025, with summarized comparative information for the year ended June 30, 2024  
(Dollars in thousands)

	2025							2024	
	Program Services				Supporting Services			Total	Total
	Access to Medicine	Emergency Programs	Clinical Services and Community Health	Total	Management and General	Fundraising	Total		
<b>Functional expenses</b>									
Salaries and related payroll expenses	\$ 4,210	\$ 7,971	\$ 15,727	\$ 27,908	\$ 10,955	\$ 9,902	\$ 48,765	\$ 48,526	
Rent and other occupancy costs	332	983	1,534	2,849	637	208	3,694	3,810	
Distribution of donated medical and disaster supplies	1,729,225	10,440	5,886	1,745,551	-	-	1,745,551	1,823,015	
Other grants, awards, relief supplies and destruction	9,476	22,342	25,949	57,767	-	58	57,825	56,177	
Grants to other agencies	2,530	4,572	2,185	9,287	11	-	9,298	7,516	
Professional fees and contract services	202	2,198	10,574	12,974	1,580	3,527	18,081	17,179	
Office supplies and equipment	166	493	789	1,448	1,276	1,079	3,803	3,711	
Telephone	24	67	122	213	71	72	356	394	
Postage, shipping and warehousing	17,082	492	343	17,917	15	1,559	19,491	17,257	
Promotional expenses	41	76	223	340	7	4,767	5,114	5,165	
Travel	112	700	399	1,211	106	196	1,513	2,306	
Insurance and miscellaneous	241	128	463	832	758	616	2,206	2,611	
Depreciation	25	84	213	322	213	7	542	608	
Total functional expenses	<u>\$ 1,763,666</u>	<u>\$ 50,546</u>	<u>\$ 64,407</u>	<u>\$ 1,878,619</u>	<u>\$ 15,629</u>	<u>\$ 21,991</u>	<u>\$ 1,916,239</u>	<u>\$ 1,988,275</u>	

The accompanying notes are an integral part of this consolidated financial statement.

Americares Foundation, Inc. and Affiliate

CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES

For the year ended June 30, 2024  
(Dollars in thousands)

	2024						
	Program Services				Supporting Services		
	Access to Medicine	Emergency Programs	Clinical Services and Community Health	Total	Management and General	Fundraising	Total
<b>Functional expenses</b>							
Salaries and related payroll expenses	\$ 5,773	\$ 8,147	\$ 13,960	\$ 27,880	\$ 11,563	\$ 9,083	\$ 48,526
Rent and other occupancy costs	791	1,017	1,231	3,039	420	351	3,810
Distribution of donated medical and disaster supplies	1,782,632	33,895	6,488	1,823,015	-	-	1,823,015
Other grants, awards, relief supplies and destruction	52,370	2,061	1,746	56,177	-	-	56,177
Grants to other agencies	1,702	3,248	2,566	7,516	-	-	7,516
Professional fees and contract services	8,503	1,641	2,065	12,209	1,526	3,444	17,179
Office supplies and equipment	459	410	991	1,860	910	941	3,711
Telephone	33	84	95	212	138	44	394
Postage, shipping and warehousing	15,069	703	363	16,135	14	1,108	17,257
Promotional expenses	38	100	275	413	7	4,745	5,165
Travel	218	864	646	1,728	193	385	2,306
Insurance and miscellaneous	480	4	721	1,205	874	532	2,611
Depreciation	122	143	200	465	112	31	608
Total functional expenses	\$ 1,868,190	\$ 52,317	\$ 31,347	\$ 1,951,854	\$ 15,757	\$ 20,664	\$ 1,988,275

The accompanying notes are an integral part of this consolidated financial statement.

**Americares Foundation, Inc. and Affiliate**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**Years ended June 30,**  
**(Dollars in thousands)**

	<b>2025</b>	<b>2024</b>
<b>Cash flows from operating activities:</b>		
Change in net assets	\$ (43,763)	\$ 26,460
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Depreciation and amortization	542	608
Net realized (gain) loss on investments	(940)	555
Net unrealized gain on fair value of investments	(1,883)	(2,802)
Donated investments	(7,277)	(1,898)
Realized and unrealized (gain) loss on property held for investment and contributed stock	(27)	11
Contributions restricted for endowment	-	(25)
Changes in assets and liabilities:		
Decrease (increase) in contributions receivable	490	(570)
(Increase) decrease in other receivables	(483)	1,249
Decrease (increase) in inventory	44,617	(38,170)
Increase in prepaid expenses and other assets	(145)	(1,115)
Increase in beneficial interest in split-interest agreements	(588)	(245)
Decrease in right-of-use assets	2,239	1,894
Increase in accounts payable and accrued expenses	600	457
Increase (decrease) in committed subgrants	1,363	(333)
Decrease in deferred revenue	-	(1,548)
Decrease in lease liabilities	(2,165)	(1,877)
Increase in liabilities under split-interest agreements	627	690
	(6,793)	(16,659)
<b>Net cash used in by operating activities</b>		
	(6,793)	(16,659)
<b>Cash flows from investing activities:</b>		
Purchase of property and equipment	(215)	(258)
Proceeds from sale of investments	31,035	40,383
Purchases of investments	(19,540)	(26,517)
	11,280	13,608
<b>Net cash provided by investing activities</b>		
	11,280	13,608
<b>Cash flows from financing activities:</b>		
Proceeds from contributions restricted for endowment	-	25
Proceeds from note payable	1,500	-
Payments on note payable	(300)	-
Payments of finance leases	(107)	(94)
	1,093	(69)
<b>Net cash provided by (used in) financing activities</b>		
	1,093	(69)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	5,580	(3,120)
<b>Cash and cash equivalents, beginning of year</b>	6,083	9,203
<b>Cash and cash equivalents, end of year</b>	\$ 11,663	\$ 6,083
<b>Supplemental cash flow information:</b>		
Donated medical and disaster relief supplies	\$ 1,755,245	\$ 1,912,809
Contributed services and facilities	\$ 10,467	\$ 9,283
Cash paid for interest	\$ 10	\$ 8
Non-cash ROU assets, obtained in exchange for new operating lease liabilities	\$ 819	\$ 8,997
Non-cash ROU assets, obtained in exchange for new financing lease liabilities	\$ 11	\$ -

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

**Americares Foundation, Inc. and Affiliate**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**June 30, 2025 and 2024**  
**(Dollars in thousands)**

**NOTE 1 - ORGANIZATION**

Americares Foundation, Inc. (the "Foundation") is a nonprofit organization established in 1979, which provides life-changing medicine, medical supplies, and health programs to people affected by poverty or disaster throughout the world. Americares has seven country offices throughout the world, and it sponsors Americares Free Clinics, Inc. (the "Clinics"), an affiliated organization, which operates four free health clinics in Connecticut.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Presentation***

The accompanying consolidated financial statements include Americares Foundation, Inc. and its affiliated organization (together "Americares") as described in Note 1 and have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") using the accrual basis of accounting. All inter-company amounts have been eliminated in consolidation.

***Net Assets***

Net assets and related revenues and support are classified based upon the existence or absence of donor-imposed stipulations, as follows:

Net Assets Without Donor Restrictions

Includes all resources that are expendable for carrying on Americares' general mission with no donor restrictions but may be designated for specific purposes by action of the Board of Directors or may otherwise be limited by contractual agreements with outside parties. Also included in net assets without donor restrictions are certain planned giving amounts received that have been designated by management to function as an endowment.

Net Assets With Donor Restrictions

Net assets whose use is limited by donor-imposed stipulations that either expire with the passage of time or are for expenditure on a specific program or in a specific geographic location. These donor imposed stipulations can be fulfilled and removed by the actions of Americares pursuant to those stipulations.

Net assets with donor restrictions also include the corpus of gifts, which must be maintained in perpetuity, but allow for the expenditure of net investment income and gains earned on the corpus for either specified or unspecified purposes in accordance with donor stipulations.

Revenue is reported as increases in net assets without donor restrictions unless their use is limited by donor-imposed restrictions. Expenses are reported as decreases in net assets without donor restrictions. If an expense is incurred for a purpose for which net assets with donor restriction are available, a donor-imposed restriction is fulfilled to the extent of the expense incurred.

Americares receives gifts of cash and other assets with donor stipulations that limit the use of donated assets. When the donor-restriction expires, that is when a stipulated time restriction ends or a purpose restriction is accomplished, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the accompanying consolidated statements of activities as net assets released from restrictions.

**Americares Foundation, Inc. and Affiliate**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**June 30, 2025 and 2024**  
**(Dollars in thousands)**

***Cash and Cash Equivalents***

Americares classifies short-term highly liquid investments with original maturities of three months or less as cash equivalents. Americares places its cash and cash equivalents in institutions and funds of high credit quality. Americares maintains cash at financial institutions that periodically exceed federally insured amounts. Americares has not experienced any loss in such accounts and believes it is not exposed to any significant risk on cash.

***Contributions of Cash and Other Financial Assets***

Americares records contributions, including promises to give, in the period received or pledged as long as they are unconditional which requires there be no right of return of the assets contributed and no indication of donor-imposed barriers or performance obligations as a condition of the contribution based upon the donor agreement. Contributions of securities or other similar nonfinancial assets are recorded at the fair value of the assets received and are classified as either without donor restrictions or with donor restrictions, depending on whether the donor has imposed a restriction on the use of such assets. Conditional contributions received with donor-imposed barriers are recognized as revenue when the barriers have been met. Amounts received in advance of satisfying the donor-imposed barriers are reported as deferred revenue until the barriers are met.

Pledged contributions not expected to be received within one year are recognized as support with donor restrictions and are discounted using an appropriate discount rate assigned in the year the pledge originates. Amortization of the discount is recorded as additional contribution revenue in accordance with the donor-imposed restrictions, if any, on the contributions. An allowance for uncollectible contributions receivable is provided based upon management's judgment, including such factors as prior collection history, type of contribution and nature of fundraising activity. Americares writes-off contributions receivable when they become uncollectible, and payments subsequently received are recorded as income in the period received. As of June 30, 2025 and 2024, there were no allowances for uncollectible contributions receivable.

***Government Grants***

Americares has determined that government grants are conditional contributions and therefore recognizes revenue when the barriers have been met. Amounts received in advance of satisfying the performance barriers are reported as accrued liabilities until the barriers are met. Generally, performance barriers are met as Americares incurs qualifying costs under the grant or contract agreements. Amounts expended in excess of reimbursements are reported in the consolidated statements of financial position as other receivables.

Americares establishes an allowance for uncollectible accounts, based on historical collection experience. Receivables are written off when deemed uncollectible. As of 2025 and 2024, there were no allowances for uncollectible grant-related receivables.

***Contribution of Nonfinancial Assets***

**Donated Medical Inventory and Disaster Supplies**

Upon receipt, Americares reports gifts of donated inventory and supplies as support without donor restrictions unless explicit donor stipulations specify how or where the donated supplies must be used. Gifts of donated inventory and supplies with explicit restrictions that specify how or where the assets are to be used are reported as support with donor restrictions. Additionally, where donated inventory or supplies may be restricted by donors to be used outside the United States of America, such donations were utilized in

**Americares Foundation, Inc. and Affiliate**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**June 30, 2025 and 2024**  
**(Dollars in thousands)**

international health services and natural disaster services. In valuing contributed pharmaceuticals otherwise legally permissible for sale in the United States of America (the principal market), Americares recognizes such gifts on the date received at wholesale acquisition cost ("WAC"), which approximates the exit price in the United States of America. Americares has determined that the WAC is the most appropriate estimate of the fair value for its donated medical inventory and supplies. Americares estimates the WAC by using published industry recognized drug and pricing reference guides for pharmaceuticals in the United States. For products not available in such reference guides, the wholesale value is provided by the donor or estimated using publicly available pricing sources. In valuing pharmaceuticals not legally permissible for sale in the United States of America (and primarily consumed in developing markets), Americares used third-party sources representing wholesale exit prices in the developing markets in which the products are approved for sale (that is, the principal markets). Donated inventory and supplies are not sold and goods are only distributed for program use.

Americares operates a Patient Assistance Program ("PAP") through which it receives contributions of donated medical supplies. Gifts in kind received pursuant to this program are not sold; goods received are only distributed for program use. This program's pharmaceutical donations totaled \$1,345,013 and \$1,435,417 for the years ended June 30, 2025 and 2024, respectively. Additionally, Americares received gifts of cash to assist with the funding of PAP costs totaling \$15,336 and \$14,746 for the years ended June 30, 2025 and 2024, respectively. These donations are used to provide drugs to needy patients in the United States of America who have met various eligibility criteria and who would not otherwise be able to afford them. In addition, contributions receivable has been recorded for cash amounts pledged by donors to the PAP program of \$3,818 and \$2,080 for the years ended June 30, 2025 and 2024, respectively.

***Contributed Services, Facilities and Freight***

Americares receives services and supplies provided by a wide variety of organizations and professionals who receive no fees or salaries, except for reimbursement of certain travel and related expenses. Contributed services are recognized if the services received create or enhance nonfinancial assets or require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. Americares records the fair value of contributed services, facilities, and freight as revenue, with an equivalent amount recorded as expense.

***Other Nonfinancial Assets***

Americares' policy is to report gifts of property and equipment as support without donor restrictions unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire assets are reported as support with donor restrictions. Absent explicit donor stipulations about how long such assets must be maintained, Americares reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

Americares has a significant number of volunteers who contribute meaningful amounts of time in furtherance of its mission. Such contributions do not meet generally accepted accounting criteria for recognition as contributed services and, accordingly, are not reflected in the consolidated statements of activities.

***Inventory***

Purchased inventory is carried at cost. Donated inventory is valued at WAC, which approximates fair value, as determined on the date of receipt. Americares monitors its inventory throughout the year and writes-off amounts that have expired or records an allowance for items that may expire before distribution can be made or are known to have become damaged.

**Americares Foundation, Inc. and Affiliate**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**June 30, 2025 and 2024  
(Dollars in thousands)**

***Investments***

Investments are recorded at fair value based on the quoted market values of the securities; accordingly, the accompanying consolidated statements of activities reflects changes in fair value as increases or decreases in unrealized gain (loss) in fair value of investments. Dividend income is recorded on the ex-dividend date, and interest income is recorded as earned on the accrual basis. Security transactions are recorded on a trade date basis. The cost of marketable securities sold is determined by the specific identification method and realized gains (losses) are reflected in the accompanying consolidated statements of activities.

***Fair Value Measurements***

Americares follows the guidance that established a framework for measuring fair value and expanding its disclosures about fair value measurements. The standard provides a consistent definition of fair value, which focuses on an exit price between market participants in an orderly transaction. The standard also prioritizes, within the measurement of fair value, the use of market-based information over entity specific information and establishes a three-level hierarchy for fair value measurements based on the transparency of information used in the valuation of the respective financial instrument.

The three levels are based on the transparency of inputs as follows:

- Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the report date. A quoted price for an identical asset or liability in an active market provides the most reliable fair value measurement because it is directly observable to the market.
- Level 2 - Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the report date. The nature of these securities includes investments for which quoted prices are available but trade less frequently and investments that are fair valued using other securities, the parameters of which can be directly observed.
- Level 3 - Securities that have little to no pricing observability as of the report date. These securities are measured using management's best estimate of fair value, where the inputs into the determination of fair value are not observable and require significant management judgment or estimation.

The categorization of an investment within the fair value hierarchy is based upon the pricing transparency of the investment and does not necessarily correspond to Americares' perceived risk of that investment.

***Split-Interest Agreements***

Americares is the beneficiary of various irrevocable trusts held both by Americares and third-party trustees. Receivables from split-interest agreements held by third-party trustees represent the net present value of an estimate of the funds to be received. The net present value of these receivables was determined by using an estimate of the funds to be received from these trusts, the specified number of periods the funds will be received, and a discount rate determined at the time of the gift.

Liabilities from split-interest agreements result from annuity contracts whereby donors receive life-time income in exchange for a payment to Americares that constitutes part charitable contribution and part purchase of an annuity. The liability is recorded at the present value of the payments to be made based on the donor's life expectancy. Actuarial gains and losses on the present value discount are reflected in the accompanying consolidated statements of activities as change in value of split-interest agreements.

**Americares Foundation, Inc. and Affiliate**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**June 30, 2025 and 2024**  
**(Dollars in thousands)**

***Perpetual Assets Held in Trust***

Donors have established and funded trusts which are administered by organizations other than Americares. Under the terms of these trusts, Americares has the irrevocable right to receive all or a portion of the income earned on the trust assets either in perpetuity or for the life of the trust. Americares does not control the assets held by outside trusts. Americares recognizes its interest in the trusts, based on the fair value of the assets contributed to the trusts, as contributions with donor restrictions. Fluctuations in the fair value of these assets are recorded as changes in net assets with donor restrictions in the accompanying consolidated statements of activities.

***Property and Equipment***

Property and equipment purchased for a value greater than \$5 and with depreciable lives greater than one year are recorded at cost; assets donated to Americares are recorded at fair value on the date of donation. Assets acquired under capital leases are stated at present value of future minimum lease payments at the inception of the lease and are amortized over the shorter period of the lease term or the estimated useful life of the asset. Capitalizable costs incurred in connection with ongoing capital projects are recorded as construction in progress.

Depreciation expense is computed using the straight-line method over the estimated useful lives of the assets. Furniture and equipment are depreciated over five years. Capitalized software, which is reflected within furniture and equipment on the accompanying consolidated statements of financial position, is depreciated over 10 years. Leasehold improvements are amortized over the lesser of the economic life of the assets or the terms of the related leases. Buildings are depreciated over 20 years.

***Committed Subgrants***

Americares makes subgrants and awards to organizations that help in the rehabilitation, rebuilding and recovery efforts of areas suffering as a result of natural or manmade disasters, as well as, complex humanitarian situations. A liability for cash subgrants is recorded when Americares has approved the subgrant and there are unconditional terms with the partner grantee. Committed subgrants beyond one year are recorded at net present value using a risk-free rate of return. At June 30, 2025 and 2024, committed subgrants expected to be distributed in the next fiscal year aggregate to \$2,823 and \$1,460, respectively.

***Allocation of Expenses***

Amounts for salaries, office supplies, occupancy and other similar items are allocated to program or supporting services based on allocation factors such as square footage (used for allocation of rent, utilities and building maintenance), headcount (used for allocation of insurance, telephone and software) and budgeted costs (for example, software budgeted as an information technology cost, but allocated to programs). These allocation factors are representative of cost consumption and depend on the nature of the activity for which the expense was incurred.

***Concentration of Credit Risk***

Cash and investments are exposed to various risks, such as interest rate, market, and credit risks. Americares maintains its cash and cash equivalents in various bank deposit accounts that, at times, may exceed federally insured limits. To minimize such risks, Americares maintains its cash in various bank deposit accounts and in diversified institutions and, accordingly, Americares does not expect nonperformance.

**Americares Foundation, Inc. and Affiliate**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**June 30, 2025 and 2024**  
**(Dollars in thousands)**

***Use of Estimates***

The preparation of consolidated financial statements in conformity with U.S. GAAP 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. Significant estimates include valuation reserves for inventories and contributions receivable. While Americares believes that these estimates are reasonable, actual results could differ from such estimates.

***Leases***

Americares determines if an arrangement is a lease or contains a lease at inception of a contract. A contract is determined to be or contain a lease if the contract conveys the right to control the use of identified property, plant, or equipment (an identified asset) in exchange for consideration. Americares determines these assets are leased because Americares has the right to obtain substantially all of the economic benefit from and the right to direct the use of the identified asset. Assets in which the supplier or lessor has the practical ability and right to substitute alternative assets for the identified asset and would benefit economically from the exercise of its right to substitute the asset are not considered to be or contain a lease because Americares determines it does not have the right to control and direct the use of the identified asset. Americares's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

In evaluating its contracts, Americares separately identifies lease and non-lease components, such as common area and other maintenance costs, in calculating the right-of-use ("ROU") assets and lease liabilities for its office space. Americares has elected the practical expedient to not separate lease and non-lease components and classifies the contract as a lease if consideration in the contract allocated to the lease component is greater than the consideration allocated to the non-lease component.

Leases result in the recognition of ROU assets and lease liabilities on the consolidated statements of financial position. ROU assets represent the right to use an underlying asset for the lease term.

Lease liabilities represent the obligation to make lease payments arising from the lease, measured on a discounted basis. Americares determines lease classification as operating or finance at the lease commencement date. At lease inception, the lease liability is measured at the present value of the lease payments over the lease term. The ROU asset equals the lease liability adjusted for any initial direct costs, prepaid or deferred rent, and lease incentives. Americares has made a policy election to use a risk-free rate per U.S. Treasury instrument for the initial and subsequent measurement of all lease liabilities. The risk-free rate is determined using a period comparable with the lease term. The lease term may include options to extend or to terminate the lease that Americares is reasonably certain to exercise. Lease expense is generally recognized on a straight-line basis over the lease term.

Americares has elected not to record leases with an initial term of 12 months or less on its consolidated statement of financial position. Lease expense on such leases is recognized on a straight-line basis over the lease term.

**Americares Foundation, Inc. and Affiliate**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**June 30, 2025 and 2024  
(Dollars in thousands)**

**NOTE 3 - INVESTMENTS**

Investments, at fair value, consisted of and are classified as follows within the fair value hierarchy:

	2025			2024		
	Level 1	Level 3	Total	Level 1	Level 3	Total
Fixed income	\$ 16,880	\$ -	\$ 16,880	\$ 22,712	\$ -	\$ 22,712
Equity securities	25,389	-	25,389	21,518	-	21,518
Other	1,026	-	1,026	430	-	430
	<u>43,295</u>	<u>-</u>	<u>43,295</u>	<u>44,660</u>	<u>-</u>	<u>44,660</u>
Beneficial interest in split-interest agreements						
Perpetual assets held in trust	-	3,280	3,280	-	3,341	3,341
Trust agreements	-	216	216	-	194	194
	<u>-</u>	<u>3,496</u>	<u>3,496</u>	<u>-</u>	<u>3,535</u>	<u>3,535</u>
Total	<u>\$ 43,295</u>	<u>\$ 3,496</u>	<u>\$ 46,791</u>	<u>\$ 44,660</u>	<u>\$ 3,535</u>	<u>\$ 48,195</u>

The following table summarizes the changes in Level 3 investments for the years ended June 30, 2025 and 2024:

	2025	2024
Balance at beginning of year	\$ 3,535	\$ 3,328
Unrealized (loss) gain	(39)	207
Balance at end of year	<u>\$ 3,496</u>	<u>\$ 3,535</u>

**NOTE 4 - CONTRIBUTIONS RECEIVABLE**

Contributions expected to be collected after one year have been discounted using a discount rate of 3.78% and 4.58% for the years ended June 30, 2025 and 2024, respectively, and are reflected on the accompanying consolidated financial statements at net present value.

Contributions receivable, net as of June 30, 2025 and 2024, are due as follows:

	2025	2024
Less than one year	\$ 7,171	\$ 7,093
One to three years	2,750	3,327
Total contributions receivable	9,921	10,420
Less: discount to present value	(343)	(352)
Total contributions receivable, net	<u>\$ 9,578</u>	<u>\$ 10,068</u>

**Americares Foundation, Inc. and Affiliate**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**June 30, 2025 and 2024**  
**(Dollars in thousands)**

**NOTE 5 - INVENTORY**

Inventory balances as of June 30, 2025 and 2024 were composed of the following:

	2025	2024
Medicines	\$ 312,195	\$ 356,452
Medical devices and nonmedical supplies	4,372	6,136
Other assorted	491	1,087
	317,058	363,675
Total inventory		
Less: allowance for obsolescence	(30,000)	(32,000)
	\$ 287,058	\$ 331,675
Total inventory, net		

**NOTE 6 - PROPERTY AND EQUIPMENT**

Property and equipment consisted of the following as of June 30, 2025 and 2024:

	2025	2024
Building and land	\$ 1,597	\$ 1,597
Furniture and equipment	6,403	6,344
Leasehold improvements	3,859	3,663
Construction in process	-	47
	11,859	11,651
Total property and equipment		
Accumulated depreciation and amortization	(9,472)	(9,058)
	\$ 2,387	\$ 2,593
Property and equipment, net		

Depreciation expense for property and equipment for the years ended June 30, 2025 and 2024 was \$435 and \$550, respectively.

**Americares Foundation, Inc. and Affiliate**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**June 30, 2025 and 2024  
(Dollars in thousands)**

**NOTE 7 - CONTRIBUTED NONFINANCIAL ASSETS**

For the years ended June 30, 2025 and 2024, contributions of nonfinancial assets consisted of the following:

Nonfinancial Assets Category	Type of Contribution for Beneficiaries	Valuation	2025	2024
Medicines	Pharmaceuticals and medical supplies	WAC/international pricing/donor provided	\$ 1,738,833	\$ 1,888,712
Medical devices and nonmedical supplies	Devices such as syringes, needles, portable power supplies, solution sets	WAC/international pricing/donor provided	<u>16,412</u>	<u>24,097</u>
Subtotal			1,755,245	1,912,809
Contributed services	Services such as pro bono medical, advertising and legal services	Standard industry practice for similar services	10,128	8,976
Contributed freight	Air freight services	Standard industry practice for similar services	<u>339</u>	<u>307</u>
Total nonfinancial assets contributed			<u>\$ 1,765,712</u>	<u>\$ 1,922,092</u>

The principal market used to arrive at a fair value for total medicines, medical devices, medical supplies and other is:

	2025	2024
United States	\$ 1,755,084	\$ 1,908,929
International	<u>161</u>	<u>3,880</u>
Total donated medical and disaster supplies	<u>\$ 1,755,245</u>	<u>\$ 1,912,809</u>

In 2025, Americares received medicines, medical devices, and non-medical supplies with donor restrictions aggregating \$1,586,689, of which \$1,345,013 were used on the Patient Assistance Program, \$189,735 on international programs, \$47,455 on programs in the United States of America and \$4,486 on emergency programs.

In 2024, Americares received medicines, medical devices, and non-medical supplies with donor restrictions aggregating \$1,785,573, of which \$1,435,417 were used on the Patient Assistance Program, \$213,860 on international programs, \$132,310 on programs in the United States of America and \$3,986 on emergency programs.

**Americares Foundation, Inc. and Affiliate**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**June 30, 2025 and 2024**  
**(Dollars in thousands)**

**NOTE 8 - NET ASSETS**

Americares' net assets with donor restrictions are available for the following purposes as of June 30:

	2025	2024
Purpose restricted:		
Disaster relief:		
Donated inventory	\$ 226,509	\$ 317,472
Donated cash and pledges	11,372	845
Clinics	766	375
	238,647	318,692
Time-restricted	2,750	5,653
Endowment funds subject to Americares' appropriation and satisfaction of donor restrictions - original corpus	1,748	1,748
Endowment accumulated earnings	1,409	1,023
Perpetual trusts	3,280	3,341
Total	\$ 247,834	\$ 330,457

**NOTE 9 - ENDOWMENTS AND LIABILITIES UNDER SPLIT-INTEREST AGREEMENTS**

Management appropriates amounts from the donor-restricted endowment in accordance with their established endowment policy. Donor-restricted endowment balances are released from restrictions as Americares incurs expenditures during the fiscal period in satisfaction of the donor stipulations. Amounts appropriated that have not been spent on qualifying expenditures remain as net assets with donor restrictions.

***Endowments***

Americares has received donor-restricted endowment contributions of perpetual duration and classified these funds as net assets with donor restrictions, with the appreciation available for the general purposes of Americares. Americares' investment policy requires that endowment funds be invested in Level 1 assets and provides management with an asset allocation guideline, which provides flexibility for management of the portfolio to achieve long-term growth, without excessive risk. Americares follows guidance which, among other things, addresses the net asset classification of donor-restricted endowment funds for organizations subject to an enacted version of the 2006 Uniform Prudent Management of Institutional Funds Act ("UPMIFA"). A key component of this guidance is a requirement to classify the portion of a donor-restricted endowment fund that is not classified as held in perpetuity as net assets with donor restrictions until appropriated for expenditure. This standard requires new disclosures about an organization's donor restricted and board-designated (quasi) endowment funds. During 2008, Connecticut enacted UPMIFA into law. Management of Americares has interpreted the Connecticut law as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, Americares would classify as net assets with donor restrictions (a) the original value of gifts donated to the permanent endowment; (b) the original value of subsequent gifts to the donor-restricted endowment; and (c) accumulations to the donor-restricted endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund, if any. The remaining portion of the donor-restricted endowment fund includes the accumulated unspent earnings on the donor-restricted endowment funds that remains within net assets with donor restrictions until those amounts are appropriated for expenditure by Americares in a manner consistent with the standard of prudence prescribed by UPMIFA.

**Americares Foundation, Inc. and Affiliate**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**June 30, 2025 and 2024**  
**(Dollars in thousands)**

Changes in endowment net assets for the years ended June 30, 2025 and 2024 are as follows:

	Without Donor Restrictions	With Donor Restrictions	Total
Endowment assets, June 30, 2023	\$ 10,606	\$ 2,460	\$ 13,066
Management designations and donor restricted gifts	-	25	25
Net investment return	1,442	286	1,728
Endowment assets, June 30, 2024	12,048	2,771	14,819
Management designations and donor restricted gifts	12,285	-	12,285
Net investment return	1,737	386	2,123
Withdrawal	(526)	-	(526)
Endowment assets, June 30, 2025	\$ 25,544	\$ 3,157	\$ 28,701

Perpetual trust assets totaling \$3,280 and \$3,340 have been excluded from the above donor -restricted endowment assets as of June 30, 2025 and 2024, respectively. During fiscal year 2025, Americares withdrew \$526 from its quasi-endowment to support the implementation of a new enterprise resource planning system.

***Quasi-Endowments***

Management of Americares has removed planning giving gifts from its annual operating budget and has established guidelines for allocating these gifts on an annual basis between the management-directed quasi endowment, an innovation fund, and strategic initiatives or operating funds. These guidelines are reviewed at the end of each fiscal year dependent on the level of planned giving gifts and the financial results for the fiscal year. Management informs the Board of Directors of these decisions. Management designated \$12,285 and \$0 for the years ended June 30, 2025 and 2024, respectively, of gifts without donor restrictions for long-term investment in the quasi-endowment (i.e., without donor restrictions). Management has access to such funds and may use them without a resolution from the Board of Directors.

***Charitable Gifts Annuities***

Americares has several charitable gift annuities which are arrangements between donors and Americares. Under these arrangements, donors contribute assets to Americares in exchange for a promise by Americares to pay a fixed amount back to the donor (or individuals designated by the donor) over a period of time. The current and long-term portions of the liability for these arrangements is shown in accounts payable and accrued liabilities and liabilities under split-interest agreements and assets relating these arrangements are included in prepaid expenses and other assets in the accompanying consolidated statements of financial position.

Americares has entered into agreements with insurance companies to reinsure its charitable gift annuity program. Under the terms of these agreements, the insurance companies agreed to assume the risk of changes in the present value of expected future cash flows payable to the annuitants in exchange for cash consideration of \$1,247 and \$1,221 as of June 30, 2025 and 2024, respectively. Additionally, the insurance companies agreed to fund payments made to beneficiaries over the duration of the annuity. As a result of

**Americares Foundation, Inc. and Affiliate**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**June 30, 2025 and 2024**  
**(Dollars in thousands)**

these transactions, Americares recorded an increase in the fair value of its charitable gift annuities of \$58 and \$257 in fiscal years ended June 30, 2025 and 2024, respectively, which is included in the change in value of split-interest agreements line on the consolidated statements of activities. Subsequent changes in the actuarial present value of Americares' liability to annuitants do not impact the consolidated statements of activities.

As of June 30, 2025 and 2024, the actuarial calculation for these arrangements (which equates to the fair value of the reinsurance agreement) was \$7,326 and \$6,518, respectively. Such amounts are included in prepaid expenses and other assets. Liabilities under split interest agreements are included as accrued and non-current liabilities on the accompanying consolidated statements of financial position.

	2025	2024
Balance at beginning of year	\$ 6,518	\$ 5,655
Purchase of reinsurance contract	1,247	1,221
Change in value of reinsurance contract	(439)	(358)
Balance at end of year	\$ 7,326	\$ 6,518

Americares is mandated by certain states' laws to keep, as a reserve, certain excess balances related to its annuity contracts, which equaled \$100 at June 30, 2025 and 2024.

**NOTE 10 - NOTE PAYABLE AND LINE OF CREDIT**

In November 2021, Americares Free Clinics, Inc. ("AFC") issued an unsecured \$300 five-year bond with an annual interest rate of 1% to the Northern Trust Company, Inc. The purpose of the bond is to assist AFC in the funding of its programs. Interest expense of \$3 for both the years ended June 30, 2025 and 2024 has been reflected in insurance and miscellaneous expense on the accompanying consolidated statements of activities. During the fiscal year ended June 30, 2025, Americares paid the outstanding bond.

On July 9, 2024, Americares entered into a loan agreement with Sobrato Family Foundation, for an aggregate principal amount of up to \$5,000, which is unsecured. The purpose of this loan is to provide working capital for programs aimed at promoting its charitable mission. The loan matures on July 8, 2027. Pursuant to the loan agreement, interest accrues at a rate of 2%. As of June 30, 2025, \$1,500 was outstanding. Interest expense of \$22 for the year ended June 30, 2025 has been reflected in insurance and miscellaneous expense on the accompanying consolidated statements of activities.

In fiscal year 2017, Americares entered into an uncommitted \$3,000 line of credit with Northern Trust Company secured by certain Americares investment funds. The line of credit will expire in July 2026 and any outstanding balances under the line of credit would accrue interest at the overnight London Interbank Offered Rate plus 1.75%. No amounts were outstanding as of June 30, 2025 and 2024.

**NOTE 11 - INCOME TAXES**

Americares and the Clinics follow guidance that clarifies the accounting for uncertainty in tax positions taken or expected to be taken in a tax return, including issues relating to financial statement recognition and measurement. This guidance provides that the tax effects from an uncertain tax position can only be recognized in the financial statements if the position is "more-likely-than-not" to be sustained if the position were to be challenged by a taxing authority. The assessment of the tax position is based solely on the technical merits of the position, without regard to the likelihood that the tax position may be challenged.

**Americares Foundation, Inc. and Affiliate**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**June 30, 2025 and 2024**  
**(Dollars in thousands)**

Both Americares and the Clinics are exempt from federal income tax under Internal Revenue Code (“IRC”) section 501(c)(3), though they are subject to tax on income unrelated to its exempt purpose, unless that income is otherwise excluded by the IRC. Americares has processes presently in place to ensure the maintenance of its tax-exempt status; to identify and report unrelated income; to determine its filing and tax obligations in jurisdictions for which it has nexus; and to identify and evaluate other matters that may be considered tax positions. Americares has determined that there are no material uncertain tax positions that require recognition or disclosure in the financial statements.

**NOTE 12 - SIGNIFICANT DONORS**

Most of Americares’ medical, food and other disaster relief supplies (“merchandise”) contributions are received from companies in the pharmaceutical industry. For the years ended June 30, 2025 and 2024, the largest contributor accounted for 28% and 30%, respectively, of total merchandise contributions. The three largest contributors accounted for 54% and 53% of total merchandise contributions for the years ended June 30, 2025 and 2024, respectively.

**NOTE 13 - EMPLOYEE BENEFITS**

Americares established a defined contribution plan for all eligible employees effective January 1, 1992. As of December 31, 2002, Americares modified the plan to include a company matching program in which Americares would match each employee’s contribution to the 401(k) savings plan up to a maximum of 6% of each employee’s salary. Employees enrolling in the 401(k) savings plan after January 1, 2003 become 50% vested in the company match after one year of service and 100% vested after two years. Americares’ contribution was approximately \$1,605 and \$1,611 for the years ended June 30, 2025 and 2024, respectively.

During fiscal year 2015, Americares established a Non-Qualified Deferred Compensation Plan that is designed in accordance with Section 457 (b) and (f) of the IRC covering the Chief Executive Officer of Americares. The balance associated with the 457(b) plan was approximately \$92 and \$88 for the years ended June 30, 2025 and 2024, respectively. As of June 30, 2025 and 2024, there were no balances associated with the 457(f) plan. Plan balances are included in investments and accounts payable and accrued liabilities on the accompanying consolidated statements of financial position.

**NOTE 14 - LEASES**

Americares leases real estate and certain equipment. These lease agreements expire on various dates through January 2036. ROU assets pursuant to operating and finance leases are comprised of:

	<u>2025</u>	<u>2024</u>
Operating leases	\$ 6,577	\$ 8,018
Finance leases	<u>224</u>	<u>320</u>
Total ROU assets	<u>\$ 6,801</u>	<u>\$ 8,338</u>

For the years ended June 30, 2025 and 2024, there were no impairments on the ROU assets.

**Americares Foundation, Inc. and Affiliate**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**June 30, 2025 and 2024**  
**(Dollars in thousands)**

The lease cost and other required information relevant to the lease commitments for the years ended June 30, 2025 and 2024 are as follows:

	2025	2024
Lease cost		
Operating lease cost	\$ 1,828	\$ 1,107
Finance lease cost:		
Amortization of ROU assets	107	94
Interest on lease liabilities	10	13
Total lease cost	\$ 1,945	\$ 1,214
Operating cash flows paid for operating leases	\$ 2,017	\$ 1,365
Operating cash flows from finance leases	10	13
Financing cash flows from finance leases	107	94
ROU assets, obtained in exchange for new operating lease liabilities	819	8,997
ROU assets, obtained in exchange for new financing lease liabilities	11	-
Weighted-average remaining lease term:		
Operating leases	3.50 years	4.28 years
Finance leases	2.04 years	2.96 years
Weighted-average discount rate:		
Operating leases	5.00%	4.64%
Finance leases	3.66%	3.66%

Lease liabilities aggregating \$7,339 are reflected under current and non-current liabilities. Future minimum payments under the above-described leases are due as follows:

	Operating	Finance
2026	\$ 2,221	\$ 117
2027	2,117	111
2028	2,145	2
2029	771	2
2030	77	1
Thereafter	459	-
Total future undiscounted lease payments	7,790	233
Less: amounts representing interest	(675)	(9)
Total lease liabilities	\$ 7,115	\$ 224

**Americares Foundation, Inc. and Affiliate**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**June 30, 2025 and 2024**  
**(Dollars in thousands)**

**NOTE 15 - RELATED PARTY TRANSACTIONS**

Americares has a written conflict of interest policy that requires, among other things, that no member of the Board of Trustees or key person, or any immediate family member, can participate in any decision in which he or she has a material financial interest or exercises influence. Each Trustee and key person is required to certify compliance with the conflict of interest policy on an annual basis as well as disclose any potential related-party transactions to the audit committee. If such a relationship exists, Americares requires that such transactions be conducted at arms' length, with terms that are fair and reasonable to and for the benefit of Americares. There were no material related party transactions during fiscal years ended June 30, 2025 and 2024.

**NOTE 16 - LIQUIDITY AND AVAILABILITY**

Americares receives significant contributions and promises to give restricted by donors, and considers contributions restricted for programs which are ongoing, major, and central to its annual operations to be available to meet cash needs for general expenditures. Americares manages its liquidity and reserves following three guiding principles: operating within a prudent range of financial soundness and stability, maintaining adequate liquid assets to fund near-term operating needs, and maintaining sufficient reserves to provide reasonable assurance that long-term obligations will be discharged. Americares has a liquidity policy to maintain financial cash reserves within net assets without donor restrictions at a minimum of 90 days of operating expenses exclusive of restricted gifts at all times during the fiscal year. To achieve these targets, Americares forecasts its future cash flows, monitors its liquidity monthly and monitors its reserves annually. During the fiscal years ended June 30, 2025 and 2024, the level of liquidity and reserves were managed within the policy requirements.

Financial assets for general expenditure available to management for general expenditure within one year as of June 30, 2025 and 2024 is as follows:

	2025	2024
Financial assets due within one year:		
Cash and cash equivalents	\$ 11,663	\$ 6,083
Investments	43,295	44,660
Contributions, receivable due within one year	7,171	7,093
Other receivables	1,142	659
	63,271	58,495
Less:		
Amounts unavailable for general expenditures within one year due to:		
Restricted by donors with other purpose restrictions	12,138	1,220
Restricted by donors with time restrictions	2,750	5,654
Unappropriated accumulated endowment gains	1,409	1,023
Restricted by donor in perpetuity	1,748	1,748
Total financial assets available to management for general expenditure within one year	\$ 45,226	\$ 48,850

**Americares Foundation, Inc. and Affiliate**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**June 30, 2025 and 2024**  
**(Dollars in thousands)**

**NOTE 17 - SUBSEQUENT EVENTS**

There are no additional events that require consideration for adjustments to, or disclosure in the consolidated financial statements through December 5, 2025, the date these consolidated financial statements were available for issuance.

SUPPLEMENTARY INFORMATION

Americares Foundation, Inc. and Affiliate

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS

For the year ended June 30, 2025

Federal Grantor or Pass-through Grantor/Program Title	Federal Assistance Listings Number	Pass-Through Entity Identifying Number	Total Federal Expenditures	Amounts Provided to Subrecipients
<b>U.S. Department of State</b>				
Direct awards:				
Overseas Refugee Assistance Programs for Western Hemisphere Provide Health Services for Venezuelan Migrants, Refugees, and Host Communities in Colombia	19.518	N/A	\$ 2,228,034	\$ -
<b>Total U.S. Department of State</b>			<u>2,228,034</u>	<u>-</u>
<b>U.S. Agency for International Development (USAID)</b>				
Direct awards:				
USAID Foreign Assistance for Programs Overseas Community Partnerships for Respectful Care	98.001	N/A	891,193	211,776
Ocean Freight Reimbursement Program	98.003	N/A	19,294	-
<b>Total U.S. Agency for International Development (USAID)</b>			<u>910,487</u>	<u>211,776</u>
<b>Total Expenditures of Federal Awards</b>			<u>\$ 3,138,521</u>	<u>\$ 211,776</u>

See accompanying notes to the schedule of expenditures of federal awards.

**Americares Foundation, Inc. and Affiliate**

**NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS**

**For the year ended June 30, 2025**

**NOTE 1 - BASIS OF PRESENTATION**

The accompanying Schedule of Expenditures of Federal Awards (the "Schedule") has been prepared on the accrual basis of accounting. The information in the Schedule is presented in accordance with the requirements of Title 2 U.S. *Code of Federal Regulations (CFR)* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*. Federal award program amounts, as presented in the accompanying Schedule, represent expenditures or federal award payments administered by Americares Foundation, Inc. and affiliate (collectively, "Americares") during the year ended June 30, 2025. Amounts reported in the accompanying schedule agree with the amounts reported in the related federal financial reports filed by Americares.

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES**

Expenditures for direct costs are recognized as incurred using the accrual method of accounting and cost accounting principles. Under these cost principles, certain types of expenditures are not allowable or are limited as to reimbursement. Expenditures also include a portion of costs associated with general Americares activities (facilities and administrative costs), which are allocated to awards under negotiated formulas commonly referred to as indirect cost rates.

**NOTE 3 - INDIRECT COST RATE**

Americares has elected not to use the 10 percent de minimis indirect cost rate allowed under the Uniform Guidance.

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## **REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS REQUIRED BY *GOVERNMENT AUDITING STANDARDS***

Board of Directors  
Americares Foundation, Inc.

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States (*Government Auditing Standards*), the consolidated financial statements of Americares Foundation, Inc. and Affiliate (collectively, the "Foundation"), which comprise the consolidated statement of financial position as of June 30, 2025, and the related consolidated statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the consolidated financial statements, and have issued our report thereon dated December 5, 2025.

### **Report on internal control over financial reporting**

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

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

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

**Report on compliance and other matters**

As part of obtaining reasonable assurance about whether the Foundation's consolidated financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the financial statements.

However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

**Purpose of this report**

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

*Grant Thornton LLP*

New York, New York  
December 5, 2025

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## **REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS ON COMPLIANCE FOR EACH MAJOR FEDERAL PROGRAM AND ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY THE UNIFORM GUIDANCE**

Board of Directors  
Americares Foundation, Inc.

### **Report on compliance for each major federal program**

Opinion on each major federal program

We have audited the compliance of Americares Foundation, Inc. and Affiliate (the "Foundation") with the types of compliance requirements identified as subject to audit in the *OMB Compliance Supplement* that could have a direct and material effect on the Foundation's major federal program for the year ended June 30, 2025. The Foundation's major federal program is identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

In our opinion, the Foundation complied, in all material respects, with the compliance requirements referred to above that could have a direct and material effect on its major federal program for the year ended June 30, 2025.

### **Basis for opinion on each major federal program**

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

We are required to be independent of the Foundation and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on compliance for the major federal program. Our audit does not provide a legal determination of the Foundation's compliance with the compliance requirements referred to above.

### **Responsibilities of management for compliance**

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

### **Auditor's responsibilities for the audit of compliance**

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

In performing an audit in accordance with US GAAS, *Government Auditing Standards*, and the Uniform Guidance, we:

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

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

### **Report on internal control over compliance**

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

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

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

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

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

*Grant Thornton LLP*

New York, New York  
March 31, 2026

**Americares Foundation, Inc. and Affiliate**  
**SCHEDULE OF FINDINGS AND QUESTIONED COSTS**  
**For the year ended June 30, 2025**

**SECTION I - SUMMARY OF AUDITORS' RESULTS**

**Financial Statements**

Type of auditors' report issued		Unmodified
Internal control over financial reporting material weakness(es) identified?	_____ yes	_____ <u>x</u> no
Significant deficiency(ies) identified that are not considered to be material weaknesses?	_____ yes	_____ <u>x</u> none reported
Noncompliance material to financial statements noted?	_____ yes	_____ <u>x</u> no

**Federal Awards**

Internal control over the major programs:		
Material weaknesses identified?	_____ yes	_____ <u>x</u> no
Significant deficiency(ies) identified that are not considered to be material weaknesses?	_____ yes	_____ <u>x</u> none reported
Type of auditors' report issued on compliance for the major program:		Unmodified
Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a) of the Uniform Guidance:	_____ yes	_____ <u>x</u> no

**Identification of the Major Program**

<u>Name of Grantor and Federal Program or Cluster</u>	<u>Federal Assistance Listings Number</u>
U.S. Department of State Overseas Refugee Assistance Programs for Western Hemisphere	19.518
Dollar threshold used to distinguish between type A and type B programs	\$750,000
Auditee qualified as low-risk auditee?	_____ <u>x</u> yes _____ no

**SECTION II - FINANCIAL STATEMENT FINDINGS**

None noted.

**SECTION III - FEDERAL AWARD FINDINGS AND QUESTIONED COSTS**

None noted.