

**Bermuda Institute of  
Ocean Sciences (BIOS), Inc.**

Financial Statements and  
Uniform Guidance Schedules  
Together With Independent Auditors' Reports

December 31, 2019 and 2018

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## **Independent Auditors' Report**

**Board of Trustees**  
**Bermuda Institute of Ocean Sciences (BIOS), Inc.**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Bermuda Institute of Ocean Sciences (BIOS), Inc. ("BIOS"), which comprise the statements of financial position as of December 31, 2019 and 2018, and the related statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

### ***Management's Responsibility for the Financial Statements***

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

### ***Auditors' Responsibility***

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

***Opinion***

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bermuda Institute of Ocean Sciences (BIOS), Inc. as of December 31, 2019 and 2018, 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.

***Other Matters***

***Report on Supplementary Information***

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying schedule of expenditures of federal awards on pages 21 and 22 is presented for purposes of additional analysis as required by Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the 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 June 15, 2020 on our consideration of BIOS'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 BIOS'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 BIOS's internal control over financial reporting and compliance.

*PKF O'Connor Davies, LLP*

June 15, 2020

**Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Statements of Financial Position

	December 31,	
	2019	2018
<b>ASSETS</b>		
Cash and cash equivalents	\$ 2,260,391	\$ 1,824,950
Grants and accounts receivable	837,804	604,180
Contributions receivable, net (Note 4)	94,751	1,702,301
Inventory and prepaid expenses	51,316	96,622
Investments (Note 5)	18,051,990	16,021,206
Property and equipment, net (Note 6)	<u>18,019,147</u>	<u>18,346,376</u>
	<u>\$ 39,315,399</u>	<u>\$ 38,595,635</u>
<b>LIABILITIES AND NET ASSETS</b>		
Liabilities		
Accounts payable and accrued expenses	\$ 886,878	\$ 910,962
Grants and other advances	466,960	773,797
Loans payable (Note 8)	<u>9,380,317</u>	<u>6,826,407</u>
Total Liabilities	<u>10,734,155</u>	<u>8,511,166</u>
Net Assets		
Without donor restrictions	9,259,440	10,368,256
With donor restrictions (Note 11)	<u>19,321,804</u>	<u>19,716,213</u>
Total Net Assets	<u>28,581,244</u>	<u>30,084,469</u>
	<u>\$ 39,315,399</u>	<u>\$ 38,595,635</u>

See notes to financial statements

**Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Statement of Activities  
Year Ended December 31, 2019

	2019			2018 Total
	Without Donor Restrictions	With Donor Restrictions	Total	
<b>REVENUE AND OTHER SUPPORT</b>				
Contributions	\$ 726,901	\$ 745,071	\$ 1,471,972	\$ 1,650,233
Grants and contracts				
U.S. government and corporations	9,282,822	7,941	9,290,763	8,842,344
Bermuda government	167,960	-	167,960	306,856
Tuition, guest services and other income	1,712,493	-	1,712,493	1,520,534
Investment return	534,576	2,201,075	2,735,651	(926,695)
Net assets released from restrictions (Note 11)	3,348,496	(3,348,496)	-	-
Total Revenue and Other Support	<u>15,773,248</u>	<u>(394,409)</u>	<u>15,378,839</u>	<u>11,393,272</u>
<b>EXPENSES</b>				
Program Services				
Scientific research	13,472,765	-	13,472,765	12,068,247
Education	1,670,663	-	1,670,663	1,574,050
Guest and residential services	93,924	-	93,924	355,271
Total Program Services	<u>15,237,352</u>	<u>-</u>	<u>15,237,352</u>	<u>13,997,568</u>
Development and public relations	525,947	-	525,947	606,942
Management and general	1,118,765	-	1,118,765	1,253,441
Total Expenses	<u>16,882,064</u>	<u>-</u>	<u>16,882,064</u>	<u>15,857,951</u>
Change in Net Assets	(1,108,816)	(394,409)	(1,503,225)	(4,464,679)
<b>NET ASSETS</b>				
Beginning of year	<u>10,368,256</u>	<u>19,716,213</u>	<u>30,084,469</u>	<u>34,549,148</u>
End of year	<u>\$ 9,259,440</u>	<u>\$ 19,321,804</u>	<u>\$ 28,581,244</u>	<u>\$ 30,084,469</u>

**Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Statement of Activities  
Year Ended December 31, 2018

	Without Donor Restrictions	With Donor Restrictions	Total
<b>REVENUE AND OTHER SUPPORT</b>			
Contributions	\$ 641,707	1,008,526	\$ 1,650,233
Grants and contracts			
U.S. government and corporations	8,729,835	112,509	8,842,344
Bermuda government	306,856	-	306,856
Tuition, guest services and other income	1,502,410	18,124	1,520,534
Investment return	(133,944)	(792,751)	(926,695)
Net assets released from restrictions (Note 11)	3,758,167	(3,758,167)	-
Total Revenue and Other Support	<u>14,805,031</u>	<u>(3,411,759)</u>	<u>11,393,272</u>
<b>EXPENSES</b>			
Program Services			
Scientific research	12,068,247	-	12,068,247
Education	1,574,050	-	1,574,050
Guest and residential services	355,271	-	355,271
Total Program Services	<u>13,997,568</u>	<u>-</u>	<u>13,997,568</u>
Development and public relations	606,942	-	606,942
Management and general	1,253,441	-	1,253,441
Total Expenses	<u>15,857,951</u>	<u>-</u>	<u>15,857,951</u>
Change in Net Assets	(1,052,920)	(3,411,759)	(4,464,679)
<b>NET ASSETS</b>			
Beginning of year	<u>11,421,176</u>	<u>23,127,972</u>	<u>34,549,148</u>
End of year	<u>\$ 10,368,256</u>	<u>\$ 19,716,213</u>	<u>\$ 30,084,469</u>

**Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Statement of Functional Expenses  
Year Ended December 31, 2019

	2019			Total	2018 Total
	Program Services	Management and General	Development and Public Relations		
Salaries	\$ 4,032,174	\$ 2,329,270	\$ 413,570	\$ 6,775,014	\$ 6,723,812
Subrecipient contracts	1,785,343	-	-	1,785,343	1,812,745
Depreciation	1,802,995	233,840	-	2,036,835	1,914,395
Occupancy	1,958	-	-	1,958	2,816
Employee benefits	735,261	445,368	63,625	1,244,254	1,258,932
Supplies	806,851	61,563	3,259	871,673	872,991
Utilities and fuel	431,689	429,751	2,214	863,654	934,469
Travel and lodging	533,225	40,806	14,126	588,157	374,434
Equipment repairs and maintenance	795,230	482,204	15,481	1,292,915	693,944
Postage and shipping	260,668	6,395	443	267,506	241,743
Insurance	90,925	190,895	-	281,820	282,294
Interest and bank fees	-	429,153	-	429,153	349,282
Professional fees and services	69,623	159,204	1,595	230,422	163,518
Printing and publishing	2,904	-	8,328	11,232	16,773
Entertainment	4,122	28,677	1,163	33,962	36,599
Miscellaneous	166,183	1,820	163	168,166	179,204
Captive services	123,227	(125,207)	1,980	-	-
Overhead and cost recoveries	3,594,974	(3,594,974)	-	-	-
<b>Total Expenses</b>	<b>\$ 15,237,352</b>	<b>\$ 1,118,765</b>	<b>\$ 525,947</b>	<b>\$ 16,882,064</b>	<b>\$ 15,857,951</b>

See notes to financial statements

**Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Statement of Functional Expenses  
Year Ended December 31, 2018

	<u>Program Services</u>	<u>Management and General</u>	<u>Development and Public Relations</u>	<u>Total</u>
Salaries	\$ 3,871,403	\$ 2,363,403	\$ 489,006	\$ 6,723,812
Subrecipient contracts	1,812,745	-	-	1,812,745
Depreciation	1,801,180	113,215	-	1,914,395
Occupancy	2,816	-	-	2,816
Employee benefits	711,565	475,543	71,824	1,258,932
Supplies	796,436	75,127	1,428	872,991
Utilities and fuel	485,766	445,886	2,817	934,469
Travel and lodging	320,959	47,008	6,467	374,434
Equipment repairs and maintenance	264,319	412,341	17,284	693,944
Postage and shipping	231,247	10,245	251	241,743
Insurance	90,879	191,415	-	282,294
Interest and bank fees	-	349,282	-	349,282
Professional fees and services	63,945	99,573	-	163,518
Printing and publishing	4,295	-	12,478	16,773
Entertainment	5,922	29,534	1,143	36,599
Miscellaneous	173,052	4,422	1,730	179,204
Captive Services	112,808	(115,322)	2,514	-
Overhead and Cost Recoveries	<u>3,248,231</u>	<u>(3,248,231)</u>	<u>-</u>	<u>-</u>
<b>Total Expenses</b>	<b><u>\$ 13,997,568</u></b>	<b><u>\$ 1,253,441</u></b>	<b><u>\$ 606,942</u></b>	<b><u>\$ 15,857,951</u></b>

See notes to financial statements

**Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Statements of Cash Flows

	Year Ended December 31,	
	2019	2018
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Change in net assets	\$ (1,503,225)	\$ (4,464,679)
Adjustments to reconcile change in net assets to net cash from operating activities		
Net (appreciation) depreciation in fair value of investments	(2,480,862)	1,206,140
Depreciation	2,036,835	1,914,395
Loss on disposal of property and equipment	63,090	-
Contributions, grants and contracts classified as financing activities	(1,648,539)	(560,633)
Change in discount of unconditional promises to give	(932)	(76,601)
Changes in operating assets and liabilities (Note 13)	1,089,243	1,758,028
Net Cash from Operating Activities	(2,444,390)	(223,350)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceeds from sale of investments	826,363	819,127
Purchases of investments	(376,285)	(640,355)
Expenditures for property and equipment	(1,772,696)	(1,506,095)
Net Cash from Investing Activities	(1,322,618)	(1,327,323)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Permanently restricted contributions	34,941	25,800
Grants and contracts used for property acquisition	1,613,598	534,833
New borrowings under loans payable	2,600,000	-
Repayment of loans payable	(46,090)	(42,770)
Net Cash from Financing Activities	4,202,449	517,863
Net Change in Cash and Cash Equivalents	435,441	(1,032,810)
<b>CASH AND CASH EQUIVALENTS</b>		
Beginning of year	1,824,950	2,857,760
End of year	\$ 2,260,391	\$ 1,824,950
<b>SUPPLEMENTAL CASH FLOW INFORMATION</b>		
Cash paid for interest	\$ 416,102	\$ 339,844
Noncash transactions		
Equipment and services donated to BIOS	-	10,432

See notes to financial statements

## **Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Notes to Financial Statements  
December 31, 2019 and 2018

### **1. Organization**

Bermuda Institute of Ocean Sciences (BIOS), Inc., formerly The Bermuda Biological Station for Research, Inc., founded in 1903, was incorporated in the State of New York in 1926 as a U.S. not-for-profit research organization. BIOS is exempt from U.S. income taxes pursuant to Sections 501(c)(3) and 509(a) of the Internal Revenue Code. BIOS is also a Bermuda Registered Charity (Reg #116).

BIOS's mission is to seek and share fundamental knowledge of the oceans through state-of-the-art scientific research, world-class field expeditions, and comprehensive educational experiences.

The research conducted at BIOS is relevant to the waters surrounding Bermuda, as well as the global Earth system, and is multidisciplinary, spanning the biological, chemical, geological, and physical sciences. BIOS researchers are active partners in regional and international research collaborations that are working to address some of the most pressing issues of our time including climate change, marine conservation, ecosystem health, and natural-disaster risk assessment.

### **2. Summary of Significant Accounting Policies**

#### ***Basis of Accounting and Use of Estimates***

The financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (US GAAP), which requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosures of contingencies at the date of the financial statements and reported amounts of revenues and expenses recognized during the reporting period. Actual results could differ from those estimates.

#### ***Change in Accounting Principle***

Effective January 1, 2019, BIOS adopted ASU 2014-09, *Revenue from Contracts with Customers*, as amended. The guidance provides a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance. The new revenue recognition guidance does not apply to how contributions and pledges are recognized, as they are specifically scoped out of the new guidance. The core principle of the new guidance is that an entity should recognize revenue from the transfer of promised goods or services to customers in an amount that reflects the consideration the entity expects to receive for those promised goods or services to customers. The guidance includes a five-step framework to determine the timing and amount of revenue to recognize related to contracts with customers. In addition, this guidance requires new or expanded disclosures related to judgments made by entities when following this framework. As permitted by the new framework, BIOS elected not to adjust the promised amount of consideration for the effects of a significant financing component as all revenue is collected within one year or less. Adoption of the ASU had no impact on BIOS's financial statements.

## Bermuda Institute of Ocean Sciences (BIOS), Inc.

Notes to Financial Statements  
December 31, 2019 and 2018

### 2. Summary of Significant Accounting Policies (*continued*)

#### ***Change in Accounting Principle (continued)***

Effective January 1, 2019, BIOS adopted Accounting Standards Update (ASU) 2018-08, Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made (“ASU 2018-08”). ASU 2018-08 provides a framework for evaluating whether grants and contributions should be accounted for as exchange transactions or as nonexchange transactions. BIOS adopted ASU 2018-08 on a modified prospective basis and has determined there to be an immaterial impact to its financial statements.

#### ***Financial Statement Presentation***

BIOS is required to report information regarding its financial position and activities according to the following net asset classifications:

**Net assets without donor restrictions:** Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of BIOS. These net assets may be used at the discretion of BIOS management and board of trustees.

**Net assets with donor restrictions:** Net assets subject to stipulations imposed by donors and grantors. Donor restrictions with stipulations that they be used for a particular purpose or for a specified time period are temporary in nature until the purpose or stipulated time restriction is met. Other donor restrictions are perpetual in nature creating endowment funds that provide a permanent source of income.

#### ***Contributions***

Contributions, including unconditional promises to give, are recognized as revenue in the period received or pledged. BIOS reports gifts as restricted support if they are received with donor stipulations that limit the use of the donated assets, or if they are restricted as support for future periods. When donor restrictions expire, that is, when a stipulated time restriction ends or purpose restriction is accomplished, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statements of activities as net assets released from restrictions. Contributions of assets other than cash are recorded at their estimated fair value and are recorded as an increase in net assets without donor restrictions unless the donor places restrictions on their use. Contributions due after one year are reported at their discounted net present value. Amortization of the discount is recorded annually as additional contribution revenue over the anticipated collection period of the pledge.

#### ***Functional Allocation of Expenses***

The financial statements report certain categories of expenses that are attributed to more than one program or supporting function. Therefore, expenses require allocation on a reasonable basis that is consistently applied. Salaries are allocated on the basis of staff estimates of time and effort. Direct program costs such as grants, occupancy, interest, fuel, and professional fees are allocated directly to the programs. All other costs that are not charged directly to a program are allocated based on actual usage, metric application or contractual requirements.

## Bermuda Institute of Ocean Sciences (BIOS), Inc.

Notes to Financial Statements  
December 31, 2019 and 2018

### 2. Summary of Significant Accounting Policies (*continued*)

#### ***Foreign Currency***

BIOS's functional currency is the U.S. dollar. There are no foreign currency transaction gains or losses from transacting in the Bermuda dollar because it is on par with the U.S. dollar.

#### ***Cash Equivalents***

All highly liquid investments, with maturities of three months or less at the time of purchase are considered cash equivalents.

#### ***Allowance for Uncollectible Receivables***

An allowance for uncollectible receivables is estimated based on a combination of write-off history, aging analysis and any specific known troubled accounts. Management believes all receivables are fully collectible, therefore, no allowance for doubtful accounts is recognized at year-end.

#### ***Inventory***

Inventory is reported at the lower of cost or net realizable value (first in, first out) and consists of gift shop merchandise, cafeteria, laboratory and SCUBA supplies held for resale.

#### ***Fair Value Measurements***

BIOS follows US GAAP guidance on *Fair Value Measurements* which defines fair value and establishes a fair value hierarchy organized into three levels based upon the input assumptions used in pricing assets. Level 1 inputs have the highest reliability and are related to assets with unadjusted quoted prices in active markets. Level 2 inputs relate to assets with other than quoted prices in active markets which may include quoted prices for similar assets or liabilities or other inputs which can be corroborated by observable market data. Level 3 inputs are unobservable and are used to the extent that observable inputs do not exist.

Pursuant to US GAAP guidance, alternative investments where fair value is measured using the Net Asset Value ("NAV") per share as a practical expedient are not categorized within the fair value hierarchy.

#### ***Investment Valuation and Income Recognition***

Investments are carried at fair value. The fair value of alternative investments has been estimated using the NAV as reported by the management of the respective alternative investment. US GAAP provides for the use of NAV as a "Practical Expedient" for estimating fair value of alternative investments. NAV reported by each alternative investment fund is used as a practical expedient to estimate the fair value of BIOS's interest therein.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date. Realized and unrealized gains and losses are included in the determination of the change in net assets.

## **Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Notes to Financial Statements  
December 31, 2019 and 2018

### **2. Summary of Significant Accounting Policies (continued)**

#### ***Investment Valuation and Income Recognition (continued)***

Alternative investments consist of non-traditional, not readily marketable investments. The underlying investments of such funds, whether invested in stock or other securities, are generally not currently traded in a public market and typically are subject to restrictions on resale. Values determined by investment managers and general partners of underlying securities that are thinly traded or not traded in an active market may be based on historical cost, appraisals, a review of the investees' financial results, financial condition and prospects, together with comparisons to similar companies for which quoted market prices are available or other estimates that require varying degrees of judgment.

Because of the inherent uncertainty of valuations, the estimated fair values may differ significantly from the values that would have been used had a ready market for such investments existed or had such investments been liquidated, and those differences could be material.

#### ***Grant Support and Revenue Recognition***

Grants at BIOS are either reimbursement of costs limited by the maximums stated in the grant or are fixed price contracts. Support under grants for reimbursement of costs is recognized in the same period and in an amount equivalent to the aggregate of the incurred underlying costs. Revenue from fixed price grants is recognized proportionately over the life of the grant.

#### ***Tuition, Guest Services and Other Income***

Tuition, guest services and other income are recognized over the period the tuition and guest services are provided. Prepayments are recorded as deferred revenue.

#### ***Property and Equipment***

Purchases of property and equipment are recorded at cost. Gifts or contributions of property and equipment are recognized at fair value at the time received. Property and equipment are depreciated using the straight-line method over the estimated useful lives of the assets. When items are disposed, the cost and accumulated depreciation are eliminated from the records of account, and a gain or loss is reported in current income. Repair and maintenance charges that do not increase the lives of the assets are expensed as incurred.

#### ***Asset Recoverability***

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying value amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated undiscounted future cash flows, an impairment charge is recognized in the amount by which of the carrying amount of the asset exceeds the fair value of the asset. Management has concluded that an impairment charge for 2019 and 2018 is not necessary.

## Bermuda Institute of Ocean Sciences (BIOS), Inc.

Notes to Financial Statements  
December 31, 2019 and 2018

### 2. Summary of Significant Accounting Policies *(continued)*

#### ***Accounting for Uncertainty in Income Taxes***

BIOS recognizes the effect of income tax positions only when they are more likely than not to be sustained. Management has determined that BIOS had no uncertain income tax positions that require financial statement recognition or disclosure. BIOS is no longer subject to examination by the applicable taxing jurisdictions for periods prior to 2016.

#### ***Reclassifications***

Certain fiscal year 2018 amounts have been reclassified to conform to the 2019 financial statement presentation. The reclassifications had no effect on the 2018 total assets, total liabilities, total net assets or change in net assets.

#### ***Subsequent Events***

Management evaluated subsequent events for disclosure and/or recognition in the financial statements through June 15, 2020, the date financial statements were available for issuance.

### 3. Concentrations of Financial Risk

Financial instruments that are exposed to concentrations of financial risk consist primarily of cash, managed investment funds and receivables. Management believes the diversification and quality of managed investment funds minimizes risk concentration regarding investments other than fluctuations in the financial markets in general. At December 31, 2019 and 2018 grants and accounts receivable from one grantor totaled approximately \$418,000 and \$373,000. At December 31, 2019, contributions receivable due from one donor totaled approximately \$75,000. At December 31, 2018, contributions receivable due from two donors totaled approximately \$1,643,000.

For the years ended December 31, 2019 and 2018 grants and contracts from one grantor totaled approximately 86% and 79% of grants and contracts. For the year ended December 31, 2019 contributions from two donors totaled approximately 21% of contributions. For the year ended December 31, 2018 contributions from one donor totaled approximately 11% of contributions.

### 4. Contributions Receivable

Contributions receivable at December 31 are expected to be collected as follows:

	2019	2018
Amount expected to be collected in:		
One year or less	\$ 94,751	\$ 1,683,662
Years two through five	-	19,571
	94,751	1,703,233
Less:		
Discount (5% per annum) to present value	-	(932)
	<u>\$ 94,751</u>	<u>\$ 1,702,301</u>

**Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Notes to Financial Statements  
December 31, 2019 and 2018

**5. Investments**

BIOS investments consist of funds managed by Commonfund and The Vanguard Group, Inc. Following are the investments at December 31, grouped by the fair value hierarchy for those investments measured at fair value on a recurring basis:

	2019		
	Level 1	Investment Valued Using NAV (*)	Total
Vanguard Federal Money Market Fund	\$ 2,400,947	\$ -	\$ 2,400,947
Commonfund:			
Global Multi-Asset Portfolio, LLC	-	15,651,043	15,651,043
	<u>\$ 2,400,947</u>	<u>\$ 15,651,043</u>	<u>\$ 18,051,990</u>
	2018		
	Level 1	Investment Valued Using NAV (*)	Total
Vanguard Federal Money Market Fund	\$ 2,383,689	\$ -	\$ 2,383,689
Commonfund:			
Global Multi-Asset Portfolio, LLC	-	13,637,517	13,637,517
	<u>\$ 2,383,689</u>	<u>\$ 13,637,517</u>	<u>\$ 16,021,206</u>

(\*) As discussed in Note 2, investments that are measured using the practical expedient are not classified within the fair value hierarchy.

Information regarding investments valued at NAV using the practical expedient at December 31, 2019 is as follows:

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Global Multi-Asset Portfolio, LLC - see "a" below	\$ 15,651,043	\$ -	Monthly	5 days

- a. The fund's investment objective is to provide a diversified investment solution for long-term nonprofit investors by allocating assets across a broad spectrum of asset classes. The fund will invest primarily in a diversified portfolio of equity and fixed income securities and will also invest in real assets and alternative investments, in a proportion that the investment manager considers optimal for a well-diversified portfolio. The fund will employ active and passive strategies and will be unconstrained by geography, strategy and market capitalization.

**Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Notes to Financial Statements  
December 31, 2019 and 2018

**6. Property and Equipment**

Property and equipment, carried at cost, is comprised of the following at December 31:

	<u>Useful Lives</u>	<u>2019</u>	<u>2018</u>
Land		\$ 486,850	\$ 486,850
Buildings and improvements	20-40 years	17,631,209	17,565,560
Furniture, fixtures and equipment	5-15 years	8,647,819	8,692,829
RV Atlantic Explorer	25 years	12,918,444	11,421,105
Other	5-25 years	<u>758,392</u>	<u>758,392</u>
		40,442,714	38,924,736
Accumulated depreciation		<u>(22,423,567)</u>	<u>(20,578,360)</u>
		<u>\$ 18,019,147</u>	<u>\$ 18,346,376</u>

**7. Sponsored Projects**

Approximately 62% and 80% of revenues in 2019 and 2018 are awards for sponsored projects (governments and other sources). The awards generally provide for recovery of both direct and indirect costs. The indirect costs covered by the awards are determined as a negotiated or agreed-upon percentage of direct costs with certain exclusions.

**8. Loans Payable**

Loans payable consist of the following at December 31:

	<u>2019</u>	<u>2018</u>
Bank of NT Butterfield term loan, secured by mortgage on real property and research vessel, to refinance pre-existing debt and fund capital expenditures on the research facility. Payable in monthly installments of interest only (4.25%) through May 2021, then payable of monthly installments of \$45,416 plus interest, due May 2022.	\$ 5,750,000	\$ 5,750,000
Bank of NT Butterfield, revolving loan, secured by investment portfolio, due October 2020, interest payable in monthly installments at 4.25%.	2,600,000	-
Loan payable (unsecured) to Air Care Limited pursuant to the Energy Performance Contract, payable in monthly installments of \$10,438, including interest at 7.5%, due March, 2032.	<u>1,030,317</u>	<u>1,076,407</u>
	<u>\$ 9,380,317</u>	<u>\$ 6,826,407</u>

## Bermuda Institute of Ocean Sciences (BIOS), Inc.

Notes to Financial Statements  
December 31, 2019 and 2018

### 8. Loans Payable (*continued*)

Aggregate maturities of loans payable approximate \$2,650,000 in 2020, \$371,000 in 2021, \$5,490,000 in 2022, \$62,000 in 2023, \$67,000 in 2024 and \$740,000 thereafter. Interest expense totaled approximately \$416,000 and \$340,000 for years ended December 31, 2019 and 2018.

### 9. Pension Plan

BIOS maintains a contributory pension plan for employees ages 23 and over who have worked at least 720 hours in any calendar year. Participation in the plan is mandatory for Bermudians and spouses of Bermudians until they are 65 years old. The plan is voluntary for all other employees. Each participating employee may contribute to the plan up to a maximum of 10% of their gross salary. Mandatory participants must contribute 5%. BIOS matches the employee contribution of 5% of gross salary in accordance with the plan documents and the Bermuda Occupational Pensions Act 1998. Pension expense for both the years ended December 31, 2019 and 2018 approximated \$228,000.

### 10. Endowment Funds

Donor-restricted funds whose purpose is to provide long-term support for BIOS and its charitable programs are endowment funds. Net assets of endowment funds are classified as net assets with donor restrictions or net assets without donor restrictions as determined by the directions of donors, where applicable, and the provisions of the laws of the State of New York. Absent donor stipulations to the contrary, the provisions of New York State law do not impose restrictions on the use of income or capital appreciation derived from the original gift.

BIOS adheres to the New York State Uniform Prudent Management of Institutional Funds Act (NYPMIFA). NYPMIFA includes provisions that differ from previous law, including the elimination of the historic dollar value rule with respect to endowment spending, establishment of new standards governing the expenditure and modification of restrictions on endowment funds, and revision of the prudence standard for the management and investment of endowment funds.

#### ***Interpretation of Law***

BIOS interprets NYPMIFA as requiring the preservation of the fair value of the original gift as of the date of the gift absent explicit donor stipulations to the contrary. As a result of this interpretation, BIOS classifies as net assets with donor restrictions (permanent) (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts donated to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the net assets with donor restrictions (permanent) endowment fund that is not classified in net assets with donor restrictions (permanent) is classified as net assets with donor restrictions (temporary in nature) until those amounts are appropriated for expenditure. Management has reviewed all BIOS funds and determined that net asset reclassification was not necessary.

## Bermuda Institute of Ocean Sciences (BIOS), Inc.

Notes to Financial Statements  
December 31, 2019 and 2018

### 10. Endowment Funds (*continued*)

#### ***Investment Return Objectives***

BIOS has adopted investment and spending policies for the BIOS endowment fund (the Fund) with the core objective to provide a reliable source of long-term financial support. It is the desire of the trustees that the Fund achieves a balance of growth and stability and thereby, over the long run, earns a competitive rate available in the capital markets at the risk level prescribed for the Fund.

#### ***Investment Philosophy***

The Fund has a long-term investment horizon and the trustees believe that asset allocation is the major determinant of investment performance. The asset allocation plan is based on a number of factors, including – projected spending needs, maintenance of sufficient liquidity to meet spending payments, and return objectives and risk tolerances. The asset allocation plan provides for diversification of assets to maximize the investment return and manage the endowment investments consistent with market conditions. Investments are made through recognized third-party providers of multimanager strategies.

#### ***Spending Policy***

It is BIOS policy to annually distribute up to 5% of a three-year moving average of the Fund's market value as of June 30 of each year. This distribution will be sanctioned by the applicable laws of the state of New York. In 2019 and 2018, the full 5% was eligible for distribution to support the operations of BIOS.

Cumulative investment returns in excess of the spending rate that are not donor-restricted are board designated endowment funds. Restricted endowment earnings represent cumulative investment returns which must be spent in accordance with the donors' intent. Permanently restricted endowments must be maintained in perpetuity.

**Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Notes to Financial Statements  
December 31, 2019 and 2018

**10. Endowment Funds (continued)**

**Activity Summary**

The following summarizes activity in endowment funds for years ended December 31:

	Without Donor Restrictions	With Donor Restrictions	Total
<b>2019</b>			
Balance at January 1, 2019	\$ 1,238,772	\$ 12,424,545	\$ 13,663,317
Contributions	-	34,941	34,941
Investment income	36,761	167,323	204,084
Capital appreciation	447,247	2,033,751	2,480,998
Appropriated for expenditure	(127,639)	(569,716)	(697,355)
Balance at December 31, 2019	<u>\$ 1,595,141</u>	<u>\$ 14,090,845</u>	<u>\$ 15,685,985</u>
<b>2018</b>			
Balance at January 1, 2018	\$ 1,541,784	\$ 13,758,392	\$ 15,300,176
Contributions	-	25,800	25,800
Investment income	43,098	195,548	238,646
Capital depreciation	(217,806)	(988,300)	(1,206,106)
Appropriated for expenditure	(128,304)	(566,895)	(695,199)
Balance at December 31, 2018	<u>\$ 1,238,772</u>	<u>\$ 12,424,545</u>	<u>\$ 13,663,317</u>

**11. Net Assets With Donor Restrictions**

Net assets with donor restrictions are available for the purposes listed:

	2019	2018
Scientific research	\$ 6,208,237	\$ 7,468,329
Education	2,478,817	1,720,990
Laboratory building	227,709	154,794
Future periods and administrative	290,000	290,000
	<u>\$ 9,204,763</u>	<u>\$ 9,634,113</u>

Investment return from net assets held and subject to BIOS spending policy and appropriation is available to support the indicated activities at December 31:

	2019	2018
Scientific research	\$ 5,181,693	\$ 5,180,993
Education	3,457,377	3,423,136
Laboratory building	350,000	350,000
General operations	1,127,971	1,127,971
	<u>\$ 10,117,041</u>	<u>\$ 10,082,100</u>

**Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Notes to Financial Statements  
December 31, 2019 and 2018

**11. Net Assets With Donor Restrictions (continued)**

Net assets released from restriction consist of the following for the years ended December 31:

	<u>2019</u>	<u>2018</u>
Scientific research	\$ 2,649,932	\$ 2,978,016
Education	672,444	753,894
Laboratory building	<u>26,120</u>	<u>26,257</u>
	<u>\$ 3,348,496</u>	<u>\$ 3,758,167</u>

**12. Liquidity and Availability of Financial Assets**

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the statements of financial position date, comprise the following as of December 31:

Financial Assets:	<u>2019</u>
Cash and cash equivalents	\$ 2,260,391
Grants and accounts receivable	837,804
Contributions receivable, net	94,751
Investments	<u>18,051,990</u>
Total Financial Assets	<u>21,244,936</u>
Less amounts not available to be used within one year:	
Board designated endowment funds	\$ 1,595,141
Restricted by donor with time or purpose restrictions	9,204,763
Restricted by donor to be held in perpetuity	<u>10,117,041</u>
	<u>20,916,945</u>
Financial assets available to meet general expenditures over the next twelve months	<u>\$ 327,991</u>

BIOS monitors the availability of resources to meet its operating needs and contractual commitments, while also striving to maximize the investment of its available funds. For purpose of analyzing resources available to meet general expenditures over a 12-month period, BIOS considers all expenditures related to its ongoing mission related activities, as well as services undertaken to support these activities, to be general expenditures.

**Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Notes to Financial Statements  
December 31, 2019 and 2018

**13. Statements of Cash Flows**

	Year Ended December 31,	
	2019	2018
Changes in operating assets and liabilities:		
(Increase) decrease in		
Grants and accounts receivable	\$ (233,624)	\$ (27,242)
Contributions receivable	1,608,482	1,551,215
Inventory and prepaid expenses	45,306	217,048
Increase (decrease) in		
Accounts payable and accrued expenses	(24,084)	(362,272)
Grants and other advances	<u>(306,837)</u>	<u>379,279</u>
Changes in operating assets and liabilities	<u>\$ 1,089,243</u>	<u>\$ 1,758,028</u>

**14. Subsequent Event**

Subsequent to year end, the coronavirus outbreak has had and will have an adverse effect on the results of operations. Given the uncertainty around the extent and timing of the potential future spread or mitigation of the coronavirus and around the imposition or relaxation of protective measures, management cannot reasonably estimate the impact to future results of operations, cash flows, or financial condition.

The COVID-19 pandemic has resulted in substantial volatility in the global financial markets. As a result, BIOS's investments have incurred a decline in their fair value since December 31, 2019. Because the value of BIOS's investments has and will fluctuate in response to changing market conditions, the amount of losses, if any, that will be recognized in subsequent periods, cannot be determined.

\* \* \* \* \*

**Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Uniform Guidance Reports and Schedules

December 31, 2019

**Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Schedule of Expenditures of Federal Awards  
Year Ended December 31, 2019

<u>Federal Grantor/Pass-through Grantor/Program or Cluster Title</u>	<u>Federal CFDA Number</u>	<u>Grant Number</u>	<u>Pass-Through Entity Identification Number</u>	<u>Passed Through to Subrecipients</u>	<u>Total Federal Expenditures</u>
<b>Research and Development – Cluster:</b>					
<b>National Science Foundation:</b>					
<b>Geosciences</b>					
<b>Direct:</b>					
Collaborative Research: Ocean Acidification: Establishing the Links between Offshore Biogeochemistry, Coral Reef Metabolism and Acidification	47.050	OCE-1416670		\$ -	\$ 47,010
Time Series Particle Flux Measurements in the Sargasso Sea	47.050	OCE-1536644		227,976	246,562
Time Series Particle Flux Measurements in the Sargasso Sea	47.050	OCE-1829885		190,156	359,202
Collaborative Research: The Oleander project: High-Resolution observations of the dynamic ocean between New Jersey and Bermuda	47.050	OCE-1536517		-	136,712
The Panulirus Hydrographic Stations (Hydrostation S): Years 65-69	47.050	OCE-1633125		-	200,768
Operation of a Community Marine-Atmospheric Sampling Facility at Tudor Hill, Bermuda	47.050	OCE-1829686		-	86,606
Collaborative Research: Direct Characterization of Adaptive Nutrient Stress Responses in the Sargasso Sea using Protein Biomarkers and a Biogeochemical AUV	47.050	OCE-1657885		-	24,451
Collaborative Research: Biogeochemical and Physical Conditioning of Sub-Antarctic Mode Water in the Southern Ocean	47.050	OCE-1735783		-	86,180
Fall Semester Student Research in Oceanography and Marine Science at BIOS	47.050	OCE-1757475		-	159,193
2018 Oceanographic Instrumentation: RV Atlantic Explorer	47.050	OCE-1823894		-	14,635
Oceanographic Technical Services, Bermuda Institute of Ocean Sciences (BIOS), 2018-2022	47.050	OCE-1823636		-	665,953
Ship Operations R/V Atlantic Explorer	47.050	OCE-1822492		-	4,026,519
Collaborative Research: Diel physiological rhythms in a tropical oceanic copepod	47.050	OCE-1829318		60,685	242,173
Collaborative Research: The Bermuda Atlantic Time-Series Study: Sustained Biogeochemical, Ecosystem, and Ocean Change Observations and Linkages in the North Atlantic (Years 31-35)	47.050	OCE-1756105		-	1,372,202
NSFGEO-NERC: Collaborative Research: Using Time-series Field Observations to Constrain an Ocean Iron Model	47.050	OCE-1829844		-	11,100
Collaborative Research: High resolution Glider Observations enable reassessment of export production in oligotrophic Sargasso Sea	47.050	OCE-1851224		-	185,163
2019 Oceanographic Instrumentation RV Atlantic Explorer	47.050	OCE-1919074		-	67,151
<b>Total National Science Foundation</b>				<b>478,817</b>	<b>7,931,580</b>

See independent auditors' report and notes to schedule of expenditures of federal awards

**Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Schedule of Expenditures of Federal Awards  
Year Ended December 31, 2019  
(Continued)

<u>Federal Grantor/Pass-through Grantor/Program or Cluster Title</u>	<u>Federal CFDA Number</u>	<u>Grant Number</u>	<u>Pass-Through Entity Identification Number</u>	<u>Passed Through to Subrecipients</u>	<u>Total Federal Expenditures</u>
<b>Research and Development – Cluster (continued) :</b>					
<b>Department of Commerce, National Oceanic and Atmospheric Administration (NOAA) Cooperative Institutes</b>					
<b>Pass-through funds:</b>					
<i>University of Miami</i> NOAA Cooperative Institutes - Surface Water CO2 Measurements from Ships	11.432	NA15OAR4320064	S17-17	\$ -	\$ 136,887
<b>Total National Oceanic and Atmospheric Administration, Department of Commerce</b>				<u>-</u>	<u>136,887</u>
<b>Department of Commerce, Integrated Ocean Observing System (IOOS)</b>					
<b>Pass-through funds:</b>					
<i>University of Maryland Center for Environmental Science</i> The Alliance for Coastal Technologies (ACT) National Scale Efforts Towards Verification and Validation of Observing Technologies	11.012	NA16NOS0120017	SA07525796 PO54084	-	46,862
<b>Total Integrated Ocean Observing System, Department of Commerce</b>				<u>-</u>	<u>46,862</u>
<b>National Aeronautics and Space Administration</b>					
<b>Science</b>					
<b>Direct:</b>					
NRA/Research Opportunities in Space and Earth Sciences-2013	43.001	NNX16AB05G		364,697	780,361
<b>Science</b>					
<b>Pass-through funds:</b>					
<i>Virginia Institute of Marine Science</i> Zooplankton-Mediated Export Pathways: Quantifying Fecal Pellet Export and Active Transport by Diel and Ontogenetic Vertical Migration in the North Pacific and Atlantic Oceans	43.001	80NSSC17K0654	721102-712683	-	44,305
<i>Virginia Institute of Marine Science</i> Zooplankton-Mediated Export Pathways: Quantifying Fecal Pellet Export and Active Transport by Diel and Ontogenetic Vertical Migration in the North Pacific and Atlantic Oceans	43.001	80NSSC17K0654	721103-712683	-	100,709
<i>The Regents of The University of California, Santa Barbara</i> Bermuda Bio-Optics Project: Data for MOD IS Algorithm Maintenance	43.001	80NSSC18K0736	KK1872	-	50,548
<b>Total National Aeronautics and Space Administration</b>				<u>364,697</u>	<u>975,923</u>
<b>Total Expenditures of Federal Awards</b>				<u>\$ 843,514</u>	<u>\$ 9,091,252</u>

See independent auditors' report and notes to schedule of expenditures of federal awards

## **Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Notes to Schedule of Expenditures of Federal Awards  
Year Ended December 31, 2019

### **1 Basis of Presentation**

The accompanying Schedule of Expenditures of Federal Awards (the "Schedule") includes the federal award activity of Bermuda Institute of Ocean Sciences (BIOS), Inc. ("BIOS") under programs of the federal government for the year ended December 31, 2019. The information in this schedule is presented in accordance with the requirements of Title 2 U.S. Code of Federal Regulations Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* ("Uniform Guidance"). Because the Schedule presents only a selected portion of the operations of BIOS, it is not intended to and does not present the financial position, changes in net assets or cash flows of BIOS.

### **2. Summary of Significant Accounting Policies**

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

### **3. Indirect Cost Rate**

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

**Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance With Government Auditing Standards**

**Independent Auditors' Report**

**Board of Trustees  
Bermuda Institute of Ocean Sciences (BIOS), Inc.**

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Bermuda Institute of Ocean Sciences (BIOS), Inc. ("BIOS") which comprise the statement of financial position as of December 31, 2019, and the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated June 15, 2020.

**Internal Control Over Financial Reporting**

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

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

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

### **Compliance and Other Matters**

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

### **Purpose of this Report**

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity'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 entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

*PKF O'Connor Davies, LLP*

June 15, 2020

**Report on Compliance for Each Major Federal Program and Report on Internal Control  
Over Compliance Required by the Uniform Guidance**

**Independent Auditors' Report**

**Board of Trustees**  
**Bermuda Institute of Ocean Sciences (BIOS), Inc.**

**Report on Compliance for Each Major Federal Program**

We have audited Bermuda Institute of Ocean Sciences (BIOS), Inc.'s ("BIOS") compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on each of BIOS's major federal programs for the year ended December 31, 2019. BIOS's major federal programs are identified in the summary of auditors' results section of the accompanying schedule of findings and questioned costs.

***Management's Responsibility***

Management is responsible for compliance with federal statutes, regulations, and the terms and conditions of its federal awards applicable to its federal programs.

***Auditors' Responsibility***

Our responsibility is to express an opinion on compliance for each of BIOS's major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* ("Uniform Guidance"). Those standards and the Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about BIOS's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of BIOS's compliance.

***Opinion on Each Major Federal Program***

In our opinion, BIOS complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended December 31, 2019.

**Report on Internal Control Over Compliance**

Management of BIOS is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered BIOS's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program 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 internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of BIOS's 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 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 first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

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.

*PKF O'Connor Davies, LLP*

June 15, 2020

**Bermuda Institute of Ocean Sciences (BIOS), Inc.**

Schedule of Findings and Questioned Costs  
Year Ended December 31, 2019

Section I - Summary of Auditors' Results

Financial Statements

Type of report the auditor issued on whether the financial statements audited were prepared in accordance with U.S. GAAP: Unmodified

Internal control over financial reporting:

Material weakness(es) identified?  yes  no

Significant deficiency(ies) identified?  yes  none reported

Noncompliance material to financial statements noted?  yes  no

Federal Awards

Internal control over major federal programs:

Material weakness(es) identified?  yes  no

Significant deficiency(ies) identified?  yes  none reported

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

Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)?  yes  no

Identification of major program:

Bermuda Institute of Ocean Sciences (BIOS), Inc.'s major program is the research and development cluster. Accordingly, all grants and programs listed on the schedule of expenditures of federal awards are considered part of the research and development cluster. BIOS has no other federal programs.

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

Auditee qualified as low-risk auditee?  yes  no

Section II - Financial Statement Findings

During our audit, we noted no material findings for the year ended December 31, 2019.

Section III – Federal Award Findings and Questioned Costs

During our audit, we noted no material instances of non-compliance and none of the costs reported in the federal financially assisted programs are questioned or recommended to be disallowed.

Section IV – Prior Year Audit Findings

There were no prior year audit findings.