Financial Statements as of and for the Year Ended August 31, 2016 (with Comparative Totals for the Year Ended August 31, 2015) and Independent Auditors' Report

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INDEPENDENT AUDITORS' REPORT

To the Board of Trustees of NJ LEEP, Inc.

We have audited the accompanying financial statements of NJ LEEP, Inc., (a nonprofit organization) which comprise the statement of financial position as of August 31, 2016, and the related statements of activities, functional expenses and cash flows for the year 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 audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of NJ LEEP, Inc., as of August 31, 2016, and the changes in its net assets, functional expenses and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited NJ LEEP, Inc.'s 2015 financial statements, and our report dated January 12, 2016 expressed an unmodified opinion on those audited financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended August 31, 2015, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Cullari Carriero LLC
Fairfield, New Jersey

January 12, 2017

STATEMENT OF FINANCIAL POSITION AS OF AUGUST 31, 2016 (WITH COMPARATIVE TOTALS FOR THE YEAR ENDED AUGUST 31, 2015)

			Total				
	Unrestricted Net Assets	Temporarily Restricted Net Assets	2016	2015			
ASSETS							
CURRENT ASSETS:							
Cash and cash equivalents	\$ 1,132,704	\$ 192,986	\$ 1,325,690	\$ 988,768			
Accounts receivable	13,545	-	13,545	78,912			
Unconditional promises to give, net	-	177,892	177,892	65,000			
Prepaid expenses and other assets	31,266	-	31,266	6,778			
Total current assets	1,177,515	370,878	1,548,393	1,139,458			
EQUIPMENT, NET	7,663	-	7,663	-			
LONG TERM UNCONDITIONAL PROMISES							
TO GIVE, NET	-	29,300	29,300	47,218			
SECURITY DEPOSITS				14,875			
TOTAL ASSETS	\$ 1,185,178	\$ 400,178	\$ 1,585,356	\$ 1,201,551			
LIABILITIES AND NET ASSETS							
CURRENT LIABILITIES:							
Accrued expenses	\$ 33,218	\$ -	\$ 33,218	\$ 23,936			
Accounts payable	9,079	-	9,079	-			
Deferred rent	43,758		43,758	49,062			
TOTAL LIABILITIES	86,055		86,055	72,998			
COMMITMENTS							
NET ASSETS:							
Unrestricted net assets	1,099,123		1,099,123	863,281			
Temporarily restricted net assets	-	400,178	400,178	265,272			
Total net assets	1,099,123	400,178	1,499,301	1,128,553			
TOTAL LIABILITIES AND NET ASSETS	\$ 1,185,178	\$ 400,178	\$ 1,585,356	\$ 1,201,551			

STATEMENT OF ACTIVITIES FOR THE YEAR ENDED AUGUST 31, 2016 (WITH COMPARATIVE TOTALS FOR THE YEAR ENDED AUGUST 31, 2015)

	Unrestricted		Temporarily Unrestricted Restricted		Total			
		et Assets	-	t Assets	2016			2015
PUBLIC SUPPORT, REVENUES AND RECLASSIFICATIONS:								
Special events	\$	976,402	\$	-	\$	976,402	\$	961,241
Contributions		233,217		331,240		564,457		433,137
Non-cash contributions		567,688		-		567,688		81,750
State funded programs		35,000		-		35,000		29,575
Fee for service		4,240		-		4,240		67,500
Net assets released from restrictions								
Satisfaction of purpose restrictions		196,334		(196,334)		-		
Total public support, revenues, and reclassifications		2,012,881		134,906		2,147,787	_	1,573,203
EXPENSES AND LOSSES:								
Program services:								
College bound program for urban youth		1,459,605		-		1,459,605		778,227
Total program services		1,459,605		-	-	1,459,605		778,227
Supporting services:								
Management and general		105,912		-		105,912		144,399
Fundraising		210,976		-		210,976		307,428
Total supporting services		316,888		-		316,888		451,827
Total expenses and losses		1,776,493				1,776,493		1,230,054
NON-OPERATING INCOME (EXPENSE):								
Bad debt		(606)		-		(606)		(4,915)
Interest income		60		-		60		101
Total non-operating income (expense)	_	(546)			_	(546)	_	(4,814)
CHANGE IN NET ASSETS		235,842		134,906		370,748		338,335
NET ASSETS, BEGINNING OF YEAR		863,281		265,272		1,128,553	_	790,218
NET ASSETS, END OF YEAR	_\$_	1,099,123	\$	400,178	\$	1,499,301	\$	1,128,553

STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED AUGUST 31, 2016 (WITH COMPARATIVE TOTALS FOR THE YEAR ENDED AUGUST 31, 2015)

	Prog	Program Services Supporting Services			Supporting Services											
	pı	llege bound ogram for ban youth	Management and General		0		Fundraising		Fundraising				2016		otal	2015
Personnel costs:																
Salaries and wages	\$	447,115	\$	26,908	\$	71,012	S	545,035	\$	518,773						
Fringe benefits		27,928		1,777		3,348		33,053		40,856						
Payroll taxes		48,925		2,413		6,191		57,529		57,902						
Total personnel costs		523,968		31,098		80,551		635,617		617,531						
Contract personnel		22,135		764		255		23,154		18,174						
Depreciation		48		4		12		64		-						
Discount on pledges		-		-		-		-		12,782						
Educational materials license		60,720		-		-		60,720		33,500						
Equipment rental		5,118		852		407		6,377		3,173						
Event space for fundraising activities		-		-		84,350		84,350		105,464						
Insurance		11,509		952		2,074		14,535		14,403						
Meetings and conferences		11,655		1,247		571		13,473		-						
Miscellaneous		1,609		1,514		1,082		4,205		5,298						
Occupancy costs		222,686		4,068		12,645		239,399		257,596						
Postage, printing and reproduction		3,606		3,471		8,791		15,868		11,591						
Professional and consulting		527,440		49,004		11,559		588,003		35,743						
Supplies		48,240		7,134		4,608		59,982		102,644						
Telephone, website and communications		13,364		2,070		2,120		17,554		9,253						
Travel and transportation		7,507		3,734		1,951		13,192_		2,902						
Total expenses	\$	1,459,605	\$	105,912	\$	210,976	\$	1,776,493	\$	1,230,054						

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED AUGUST 31, 2016 AND 2015

	2016			2015		
CASH FLOWS FROM OPERATING ACTIVITIES: Change in net assets	\$	370,748	\$	338,335		
Adjustments to reconcile change in net assets to net cash provided by operating activities:						
Provision for bad debt		606		4,915		
Depreciation		64		-		
(Increase) decrease in operating assets:						
Accounts receivable		64,761		(5,836)		
Unconditional promises to give, net		(94,974)		(58,247)		
Prepaid expenses		(24,488)		(308)		
Security deposits		14,875		-		
Increase (decrease) in operating liabilities:						
Accrued expenses		9,282		2,664		
Accounts payable		9,079		-		
Deferred revenue		(5,304)		34,571		
Net cash provided by operating activities		344,649		316,094		
CASH FLOWS FROM INVESTING ACTIVITIES:						
Purchase of equipment		(7,727)		-		
Net cash (used in) investing activities		(7,727)				
INCREASE IN CASH AND CASH EQUIVALENTS		336,922		316,094		
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR		988,768		672,674		
CASH AND CASH EQUIVALENTS, END OF YEAR	\$	1,325,690	\$	988,768		

NOTES TO THE FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED AUGUST 31, 2016 AND 2015

1. NATURE OF ACTIVITIES

NJ LEEP, Inc. (the "Organization") is a four-year college access and success program serving low-income and first-generation students in the greater Newark area. Our college bound program empowers students with the academic and social-emotional skills to succeed in college and beyond, through intensive after-school, Saturday, and summer programming. The Organization is a non-profit organization incorporated in July 2006 in the State of New Jersey and is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting --- The financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Basis of presentation --- The Organization presents its financial statements using guidance provided by the American Institute of Certified Public Accountants' Audit & Accounting Guide for *Not-for-Profit Entities*. The Organization follows Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) in preparing and presenting their financial statements. ASC Paragraphs 958-205-45-2(a) through (d) establishes standards for external financial reporting by not-for-profit organizations and requires that resources be classified for accounting and reporting purposes into three net asset categories according to externally (donor) imposed restrictions: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Paragraphs 958-605-45-3 through 7, *Contributions Received*, requires that unconditional promises to give be recorded as receivables and revenue and requires the Organization to distinguish between contributions received for each net asset category in accordance with donor imposed restrictions. Accordingly, net assets of the Organization and changes therein would be classified and reported as follows:

<u>Unrestricted net assets</u> - Net assets that are not subject to donor-imposed stipulations. This represents the portion of expendable funds available to support the Organization's programs and activities.

<u>Temporarily restricted net assets</u> - Net assets subject to donor-imposed stipulations that may or will be met, either by actions of the Organization and/or the passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. The Organization had \$400,178 and \$265,272 of temporarily restricted net assets for the years ended August 31, 2016 and 2015, respectively.

<u>Permanently restricted net assets</u> - Net assets subject to donor-imposed restrictions stipulate that they be maintained permanently by the Organization. Generally, the donors of these assets permit the Organization to use all or part of the income earned on any related investments for general or specific purposes. There were no permanently restricted net assets in 2016 and 2015.

NOTES TO THE FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED AUGUST 31, 2016 AND 2015 (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Fair Value (hierarchy) of financial instruments --- The Organization measures fair value of its assets and liabilities as defined by FASB ASC Topic 820, *Fair Value Measurement and Disclosure*. This ASC Topic defines fair value, establishes a framework for measuring fair value, establishes a three-level fair value hierarchy based on the quality of inputs used to measure fair value and enhances disclosure requirements for fair value measurements. The three fair value hierarchy levels are defined as follows:

Level 1 – Financial assets and liabilities that use inputs which are quoted prices (unadjusted) in active markets for identical assets and liabilities that the reporting entity has the ability to access at the measurement date. An active market for the asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis. A quoted price in an active market provides the most reliable evidence of fair value and shall be used to measure fair value whenever available.

Level 2 – Financial assets and liabilities that use inputs to the valuation methodology which include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable in the market and significant to the overall fair value measurement. These inputs reflect management's judgment about the assumptions that a market participant would use in pricing the asset or liability, and are based on the best available information, some of which is internally developed. Unless otherwise noted, the fair values of financial instruments approximate their carrying values. The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values.

Furthermore, although the Organization believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Cash and cash equivalents --- The Organization considers all restricted and unrestricted cash and other highly liquid investments with initial maturities of three months or less to be cash equivalents.

NOTES TO THE FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED AUGUST 31, 2016 AND 2015 (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Accounts receivable --- Accounts receivable are stated at the amounts management expects to collect from outstanding balances. Management provides for probable uncollectible amounts through a charge to accounts receivable and a credit to the allowance for doubtful accounts based on its assessment of the current status of individual accounts and historical trends. Balances still outstanding after management has used reasonable collection efforts are written off as bad debt expense. In 2016 and 2015, no allowance has been set up as management's assessment of trends and historical analysis assures that all balances will be received.

Property and equipment --- Property and equipment are recorded at cost and are depreciated using the straight-line method over the estimated useful lives of the assets. Expenditures for maintenance, repairs and renewals of minor items are charged to earnings as incurred. The cost of assets retired or otherwise disposed of and the related accumulated depreciation are eliminated from the accounts and any resulting gain or loss is reflected in the statement of activities.

The Organization's policy is to capitalize property and equipment with a purchase price of \$5,000 or more and a useful life of one year or more based on the following schedule:

Asset Class	YearsYears
Equipment	5
Leasehold improvements	15
Furniture and fixtures	15

Impairment of long-lived assets --- The Organization continually evaluates whether current events or circumstances warrant adjustments to the carrying value or estimated useful lives of property and equipment in accordance with the provisions of ASC 360-10-05, *Impairment or Disposals of Long-Lived Assets*.

Revenue and support recognition — Contributions, including unconditional promises to give, are recorded as received. All contributions are available for unrestricted use unless specifically restricted by the donor. Conditional promises to give are recognized when the conditions on which they depend are substantially met. Unconditional promises to give are recorded at their net realizable value. Unconditional promises to give due in subsequent years are reported at the present value of their net realizable value, using interest rates consistent with unsecured individual credit rates applicable to the years in which the promises to give are to be received. The Organization uses the allowance method to determine uncollectible promises receivable. The allowance is based on prior years' experience and management's analysis of specific promises made.

The Organization accounts for fundraising in the statement of activities to the extent that expenses have been incurred for the purpose specified by the customer during the period.

Funds received in advance of their proper usage are accounted for as deferred revenue in the statement of financial position.

NOTES TO THE FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED AUGUST 31, 2016 AND 2015 (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Donated services --- Donated professional services amounted to \$517,688 and \$0 for the years ended August 31, 2016 and 2015. Other individuals volunteer their time and perform a variety of tasks that assist the Organization, but these services do not meet the criteria for recognition under accounting principles generally accepted in the United States of America.

Donated goods --- Donated goods with a fair value of \$50,000 and \$81,750 for the years ended August 31, 2016 and 2015, aided the Organization in accomplishing its program activities, of which \$50,000 is the fair market value of donated space, annually.

Income taxes --- The Organization is a not-for-profit organization described under Section 501(c)(3) of the Internal Revenue Code ("I.R.C.") and is therefore exempt from federal income taxes under Section 501(a) of the I.R.C. The Organization is also exempt under Title 15 of the State of New Jersey *Corporations and Associations Not for Profit Act*. Accordingly, no provision for Federal or State income taxes has been presented in the accompanying financial statements.

The Organization adheres to FASB ASC Topic 740, *Income Taxes*, which provides guidance and clarification on accounting for uncertainty in income taxes recognized in the Organization's financial statements. The guidance prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and also provides guidance on de-recognition, classification, interest and penalties, disclosure and transition. For the years ended August 31, 2016 and 2015, the Organization has no material uncertain tax positions to be accounted for in the financial statements.

Annually, the Organization files an informational return with the United States Internal Revenue Service. The Organization also files an annual charitable registration with the State of New Jersey, Division of Consumer Affairs. All required tax returns have been filed and all taxes have been paid. The Organization is no longer subject to tax examinations for tax years ended August 31, 2012 and prior.

Functional allocation of expenses --- Expenses are charged to each program based on direct expenditures incurred. Any program expenditures not directly chargeable are allocated to programs based on units of service and support costs are allocated to programs based on time spent. Program expenses are those related to the Organization's profits that are donated to related parties. Management and general and fundraising expenses include direct costs of the operation of the program and special events based on allocation methods considered by management to be reasonable.

Total columns --- The financial statements include certain prior year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended August 31, 2015, from which the summarized information was derived.

NOTES TO THE FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED AUGUST 31, 2016 AND 2015 (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Use of estimates --- The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Reclassification --- Certain amounts from prior year financial statements have been reclassified to conform to current year presentation.

Management evaluation --- Management has evaluated subsequent events through January 12, 2017, the date on which the financial statements were available to be issued, and have determined that there are no subsequent events that require disclosure.

3. CONCENTRATIONS OF CREDIT RISK

Arising from cash deposits in excess of insured limits — The Organization maintains the majority of its cash accounts in two financial institution located in northern New Jersey. During the year, cash balances can exceed federally insured limits of \$250,000. Management believes that the Organization has no significant risk of loss on these amounts due to the failure of the institution.

Funding dependence --- All of the funding for the Organization comes from donor assistance. This funding is dependent upon monies from individuals and other nonprofits or foundations, accordingly there is no guarantee that such funding will continue.

4. UNCONDITIONAL PROMISES TO GIVE

Unconditional promises to give consisted of the following at August 31, 2016 and 2015.

	2016	2015		
Amounts due:				
Less than one year	\$ 177,892	\$	65,000	
One to five years	35,000		60,000	
Total unconditional promises to give	 212,892		125,000	
Less: Present value discount	 5,700		12,782	
Unconditional promises to give, net	\$ 207,192	\$	112,218	

Promises to give due in more than one year are recognized at fair value, using present value techniques and discount rates of approximately 13% - 17% based on risk adjusted credit ratings. These rates are adjusted annually based on the market.

NOTES TO THE FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED AUGUST 31, 2016 AND 2015 (CONTINUED)

5. PROPERTY AND EQUIPMENT

A Summary of the Organization's property and equipment as of August 31, 2016 and 2015 are as follows:

	 2016	2015			
Equipment	\$ 7,727	\$	-		
Less: Accumulated depreciation	64		-		
Total	\$ 7,663	\$	-		

The total depreciation expense charged to operations for the years ended June 30, 2016 and 2015 was \$64 and \$0, respectively.

6. **COMMITMENTS**

The Organization entered into an agreement commencing August 1, 2014 for the lease of facilities in Northern New Jersey for programmatic educational meetings. The lease terminates on November 30, 2024 and includes a one-time five-year extension option.

The Organization entered into a service agreement for internet and software maintenance commencing October 1, 2016 and terminating September 30, 2019.

The Organization entered into a service agreement for copying services commencing March 1, 2016 and terminating February 28, 2020.

The Organization also leases two postage meters for business office purposes through 2018. Future minimum payments due under all operating leases in effect at August 31, 2016 are as follows:

2017	\$	182,414
2018		182,214
2019		181,539
2020		179,388
2021		178,500
Thereafter	-	535,500
	\$	1,439,555

NOTES TO THE FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED AUGUST 31, 2016 AND 2015 (CONTINUED)

7. TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets are available for the following purposes:

	2016			2015		
College bound	\$	43,143	\$	64,588		
Family engagement		160,407		90,000		
Leadership		40,000				
Mental health		75,000		-		
Science and math enrichment		1,589		-		
Parent council		1,000		1,000		
Equipment		9,000		10,000		
Scholarships		10,039		14,684		
Passage of time		60,000		85,000		
Total temporarily restricted net assets	\$	400,178	\$	265,272		

Net assets released from donor imposed restrictions by satisfying the purpose for which they were donated are as follows:

	2016			2015
College bound	\$	17,089	\$	62,853
Family engagement		90,000		-
Equipment		10,000		10,000
Naming rights		7,500		-
Scholarships		6,745		7,100
Passage of time		25,000		70,000
Leadership		40,000		-
Total restrictions satisfied	\$	196,334	\$	149,953

8. FRINGE BENEFITS

The Organization's fringe benefit package is offered to all full-time employees who are regularly scheduled to work at least thirty-five hours per week. Benefits become effective immediately following the employee's date of hire. These benefits include medical and dental insurance, paid vacation, sick and/ or personal days. For the years ended August 31, 2016 and 2015, the Organization expended \$33,053 and \$40,856, respectfully on fringe benefits.

NOTES TO THE FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED AUGUST 31, 2016 AND 2015 (CONTINUED)

9. RETIREMENT PLAN

The Organization has established a 403(b) defined contribution retirement plan (the "Plan"). The Organization's retirement plan is in conformity with the Employee Retirement Income Security Act of 1974 and its successor legislation. For tax purposes, management believes that the plan is operating as a qualified plan, however at this time the Internal Revenue Service has not issued formal opinions on 403(b) plans. The Plan runs from September 1st through August 31st. Full time employees become eligible to participate in the plan after one year of continuous service. Management may make discretionary contributions to the Plan. Employees are eligible for discretionary contributions after three years of continuous service. For the years ended August 31, 2016 and 2015 no discretionary contributions were made by the Organization.

10. RELATED PARTY TRANSACTIONS

Seton Hall Law School --- Seton Hall Law School provides space for NJ LEEP, Inc.'s operations. The fair market value of the space provided is approximately \$50,000, which is included in non-cash contributions on the Statement of Activities. Additionally, Seton Hall Law School provides NJ LEEP, Inc., the shared use of copy machines, technical support and space for fundraising events and conferences. In exchange for the aforementioned non-cash donations, NJ LEEP, Inc. reserves a seat on the Board of Trustees for both a faculty member and the Dean of Seton Hall Law School amongst other acknowledgements.