

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM C-AR
UNDER THE SECURITIES ACT OF 1933**

(Mark one.)

- ☐ Form C: Offering Statement
- ☐ Form C-U: Progress Update
- ☐ Form C/A: Amendment to Offering Statement
 - ☐ Check box if Amendment is material and investors must reconfirm within five business days.
- ☒ Form C-AR: Annual Report
- ☐ Form C-AR/A: Amendment to Annual Report
- ☐ Form C-TR: Termination of Reporting

Name of issuer

Citiesense, Inc.

Legal status of issuer

Form

Corporation

Jurisdiction of Incorporation/Organization

Delaware

Date of organization

February 10, 2017

Physical address of issuer

Ginkgo #1002, 675 3rd Avenue FRNT C, New York, NY 10017

Website of issuer

www.citiesense.com

Current number of employees

2

	Most recent fiscal year-end	Prior fiscal year-end
Total Assets	\$54,826.15	\$55,588.88
Cash & Cash Equivalents	\$2,625.52	\$24,359.01
Accounts Receivable	\$224.46	\$5,324.46
Short-term Debt	\$12,967.71	\$1,456.76
Long-term Debt	\$164,009.58	\$164,009.58
Revenues/Sales	\$90,182.45	\$59,973.24
Cost of Goods Sold	\$0.00	\$0.00
Taxes Paid	\$104.70	\$1,187.92
Net Income	-\$12,273.68	-\$2,610.28

April 22, 2024

FORM C-AR

Citiesense, Inc.



This Form C-AR (including the cover page and all exhibits attached hereto, the "Form C-AR") is being furnished by Citiesense, Inc. , a Delaware Corporation (the "Company," as well as references to "we," "us," or "our") for the sole purpose of providing certain information about the Company as required by the Securities and Exchange Commission ("SEC").

No federal or state securities commission or regulatory authority has passed upon the accuracy or adequacy of this document. The U.S. Securities and Exchange Commission does not pass upon the accuracy or completeness of any disclosure document or literature. The Company is filing this Form C-AR pursuant to Regulation CF (§ 227.100 et seq.) which requires that it must file a report with the Commission annually and post the report on its website at www.citiesense.com no later than 120 days after the end of each fiscal year covered by the report. The Company may terminate its reporting obligations in the future in accordance with Rule 202(b) of Regulation CF (§ 227.202(b)) by 1) being required to file reports under Section 13(a) or Section 15(d) of the Exchange Act of 1934, as amended, 2) filing at least one annual report pursuant to Regulation CF and having fewer than 300 holders of record, 3) filing annual reports for three years pursuant to Regulation CF and having assets equal to or less than \$10,000,000, 4) the repurchase of all the Securities sold pursuant to Regulation CF by the Company or another party, or 5) the liquidation or dissolution of the Company.

The date of this Form C-AR is April 22, 2024.

THIS FORM C-AR DOES NOT CONSTITUTE AN OFFER TO PURCHASE OR SELL SECURITIES.

Forward Looking Statement Disclosure

This Form C-AR and any documents incorporated by reference herein or therein contain forward-looking statements and are subject to risks and uncertainties. All statements other than statements of historical fact or relating to present facts or current conditions included in this

Form C-AR are forward-looking statements. Forward-looking statements give the Company's current reasonable expectations and projections relating to its financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "should," "can have," "likely" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events.

The forward-looking statements contained in this Form C-AR and any documents incorporated by reference herein or therein are based on reasonable assumptions the Company has made in light of its industry experience, perceptions of historical trends, current conditions, expected future developments and other factors it believes are appropriate under the circumstances. As you read and consider this Form C-AR, you should understand that these statements are not guarantees of performance or results. They involve risks, uncertainties (many of which are beyond the Company's control) and assumptions. Although the Company believes that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect its actual operating and financial performance and cause its performance to differ materially from the performance anticipated in the forward-looking statements. Should one or more of these risks or uncertainties materialize, or should any of these assumptions prove incorrect or change, the Company's actual operating and financial performance may vary in material respects from the performance projected in these forward-looking statements.

Any forward-looking statement made by the Company in this Form C-AR or any documents incorporated by reference herein or therein speaks only as of the date of this Form C-AR. Factors or events that could cause our actual operating and financial performance to differ may emerge from time to time, and it is not possible for the Company to predict all of them. The Company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

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About this Form C-AR

You should rely only on the information contained in this Form C-AR. We have not authorized anyone to provide you with information different from that contained in this Form C-AR. You should assume that the information contained in this Form C-AR is accurate only as of the date of this Form C-AR, regardless of the time of delivery of this Form C-AR. Our business, financial condition, results of operations, and prospects may have changed since that date.

Statements contained herein as to the content of any agreements or other document are summaries and, therefore, are necessarily selective and incomplete and are qualified in their entirety by the actual agreements or other documents.

SUMMARY

The following summary is qualified in its entirety by more detailed information that may appear elsewhere in this Form C-AR and the Exhibits hereto.

Citiesense, Inc. (the "Company") is a Delaware Corporation, formed on February 10, 2017. The Company was formerly known as Citiesense, LLC.

The Company is located at Ginkgo #1002, 675 3rd Avenue FRNT C, New York, NY 10017.

The Company's website is www.citiesense.com.

The information available on or through our website is not a part of this Form C-AR.

The Business

The Company provides a knowledge management platform called "Ginkgo" (www.ginkgo.city) platform enables neighborhood operators, such as Business Improvement Districts ("BIDs"), and or www.citiesense.com) for local business communities as a Software as a Service business. The their members ot centralize al data about their neighborhood. It also equips them with equipping communities with the Ginkgo platform, cities are able to organize the most accurate community assets, so they can keep track of local businesses, real estate, streets, and parks. By map-based data analytics and tools like QR Code generators used ot inventory and manage development, and more, ni order ot guide operations, planning, and development ni the right information about neighborhoods - such as storefront vacancy, tenancy, foot traffic, direction.

RISK FACTORS

Risks Related to the Company's Business and Industry

The development and commercialization of our Software as a Service product(s) is highly competitive.

We face competition with respect to any products that we may seek to develop or commercialize in the future. Our competitors include major companies worldwide. Many of our competitors have significantly greater financial, technical and human resources than we have and superior expertise in research and development and marketing approved Software as a Service products and thus may be better equipped than us to develop and commercialize Software as a Service products. These competitors also compete with us in recruiting and retaining qualified personnel and acquiring technologies. Smaller or early stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. Accordingly, our competitors may commercialize products more rapidly or effectively than we are able to, which would adversely affect our competitive position, the likelihood that our Software as a Service product(s) will achieve initial market acceptance and our ability to generate meaningful additional revenues from our products.

The Company's success depends on the experience and skill of the board of directors, its executive officers and key employees.

In particular, the Company is dependent on Starling Childs who is CEO of the Company. The Company has or intends to enter into employment agreements with Starling Childs although there can be no assurance that it will do so or that they will continue to be employed by the Company for a particular period of time. The loss of Starling Childs or any member of the board of directors or executive officer could harm the Company's business, financial condition, cash flow and results of operations.

We rely on various intellectual property rights, including trademarks in order to operate our business.

Such intellectual property rights, however, may not be sufficiently broad or otherwise may not provide us a significant competitive advantage. In addition, the steps that we have taken to maintain and protect our intellectual property may not prevent it from being challenged, invalidated, circumvented or designed-around, particularly in countries where intellectual property rights are not highly developed or protected. In some circumstances, enforcement may not be available to us because an infringer has a dominant intellectual property position or for other business reasons, or countries may require compulsory licensing of our intellectual property. Our failure to obtain or maintain intellectual property rights that convey competitive or unauthorized use of such property, could adversely impact our competitive position and results of operations. We also rely on nondisclosure and non-competition agreements with employees, consultants and other parties to protect, in part, trade secrets and other proprietary rights. There can be no assurances that these agreements will adequately protect our trade secrets and other proprietary rights and will not be breached, that we will have adequate remedies for any breach, that others will not independently develop substantially equivalent proprietary information or that third parties will not otherwise gain access to our trade secrets or other proprietary rights.

As we expand our business, protecting our intellectual property will become increasingly important. The protective steps we have taken may be inadequate to deter our competitors from using our proprietary information. In order to protect or enforce our patent rights, we may be required to initiate litigation against third parties, such as infringement lawsuits. Also, these third parties may assert claims against us with or without provocation. These lawsuits could be expensive, take significant time and could divert management's attention from other business concerns. The law relating to the scope and validity of claims in the technology field in which we operate is still evolving and, consequently, intellectual property positions in our industry are

generally uncertain. We cannot assure you that we will prevail in any of these potential suits or that the damages or other remedies awarded, if any, would be commercially valuable.

From time to time, third parties may claim that one or more of our products or services infringe their intellectual property rights.

Any dispute or litigation regarding patents or other intellectual property could be costly and time-consuming due to the complexity of our technology and the uncertainty of intellectual property litigation and could divert our management and key personnel from our business operations. A claim of intellectual property infringement could force us to enter into a costly or restrictive license agreement, which might not be available under acceptable terms or at all, could require us to redesign our products, which would be costly and time-consuming, and/or could subject us to an injunction against development and sale of certain of our products or services. We may have to pay substantial damages, including damages for past infringements if it is ultimately determined that our products infringe on a third party's proprietary right. Even if these claims are without merit, defending a lawsuit takes significant time, may be expensive and may divert management's attention from other business concerns. Any public announcements related to litigation or interference proceedings initiated or threatened against us could cause our business to be harmed. Our intellectual property portfolio may not be useful in asserting a counterclaim, or negotiating a license, in response to a claim of intellectual property infringement. In certain of our businesses, we rely on third party intellectual property licenses and we cannot ensure that these licenses will be available to us in the future on favorable terms or at all.

The amount of capital the Company is attempting to raise in this Offering is not enough to sustain the Company's current business plan.

In order to achieve the Company's near and long-term goals, the Company will need to procure funds in addition to the amount raised in the Offering. There is no guarantee the Company will be able to raise such funds on acceptable terms or at all. If we are not able to raise sufficient capital in the future, we will not be able to execute our business plan, our continued operations will be in jeopardy, and we may be forced to cease operations and sell or otherwise transfer all or substantially all of our remaining assets, which could cause an Investor to lose all or a portion of his or her investment.

We are subject to income taxes as well as non-income-based taxes, such as payroll, sales, use, value-added, net worth, property and goods and services taxes, in the U.S.

Significant judgment is required in determining our provision for income taxes and other tax liabilities. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. Although we believe that our tax estimates are reasonable: (i) there is no assurance that the final determination of tax audits or tax disputes will not be different from what is reflected in our income tax provisions, expense amounts for non-income based taxes and accruals and (ii) any material differences could have an adverse effect on our financial position and results of operations in the period or periods for which determination is made.

We are not subject to Sarbanes-Oxley regulations and lack the financial controls and safeguards required of public companies.

We do not have the internal infrastructure necessary, and are not required, to complete an attestation about our financial controls that would be required under Section 404 of the Sarbanes-Oxley Act of 2002. There can be no assurance that there are no significant deficiencies or material weaknesses in the quality of our financial controls. We expect to incur additional expenses and diversion of management's time if and when it becomes necessary to perform the system and process evaluation, testing and remediation required in order to comply with the management certification and auditor attestation requirements.

The Company's business operations may be materially adversely affected by a pandemic such as the Coronavirus (COVID-19) outbreak.

In December 2019, a novel strain of coronavirus was reported to have surfaced in Wuhan, China, which spread throughout other parts of the world, including the United States. On January 30, 2020, the World Health Organization declared the outbreak of the coronavirus disease (COVID-19) a "Public Health Emergency of International Concern." On January 31, 2020, U.S. Health and Human Services Secretary Alex M. Azar II declared a public health emergency for the United States to aid the U.S. healthcare community in responding to COVID-19, and on March 11, 2020, the World Health Organization characterized the outbreak as a "pandemic." COVID-19 resulted in a widespread health crisis that adversely affected the economies and financial markets worldwide. The Company's business could be materially and adversely affected. The extent to which COVID-19 impacts the Company's business will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of COVID-19 and the actions to contain COVID-19 or treat its impact, among others. If the disruptions posed by COVID-19 or other matters of global concern continue for an extended period of time the Company's operations may be materially adversely affected.

We face risks related to health epidemics and other outbreaks, which could significantly disrupt the Company's operations and could have a material adverse impact on us.

The outbreak of pandemics and epidemics could materially and adversely affect the Company's business, financial condition, and results of operations. If a pandemic occurs in areas in which we have material operations or sales, the Company's business activities originating from affected areas, including sales, materials, and supply chain related activities, could be adversely affected. Disruptive activities could include the temporary closure of facilities used in the Company's supply chain processes, restrictions on the export or shipment of products necessary to run the Company's business, business closures in impacted areas, and restrictions on the Company's

employees' or consultants' ability to travel and to meet with customers, vendors or other business relationships. The extent to which a pandemic or other health outbreak impacts the

Company's results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of a virus and the actions to contain it or treat its impact, among others. Pandemics can also result in social, economic, and labor instability which may adversely impact the Company's business.

If the Company's employees or employees of any of the Company's vendors, suppliers or customers become ill or are quarantined and in either or both events are therefore unable to work, the Company's operations could be subject to disruption. The extent to which a pandemic affects the Company's results will depend on future developments that are highly uncertain and cannot be predicted.

Fluctuations in the mix of customer demand for our various types of solution offerings could impact our financial performance and ability to forecast performance.

Due to fluctuations in customer needs, changes in customer industries and general economic conditions, customer demand for the range of our offerings varies from time to time and is not predictable. Some portion of the current product depends on a service maintained by a company called "Carto". If Carto were to change their product's service pricing or features in any substantial way, it may impact our ability to use this product as a tool that supports our own product's services. In addition, our gross margins vary by customer and by segment and the mix of services provided to our customers could impact our results of operations as certain of our customers and segments have different gross margin profiles. Generally, the profitability of an account increases over time. As a result, the mix of solutions we provide to our customers varies at any given time, both within a quarter and from quarter-to-quarter. These variations in service mix impact gross margins and the predictability of gross margins for any period. You should not rely on the results of any one quarter as an indication of our future performance.

Our operating results may fluctuate due to factors that are difficult to forecast and not within our control.

Our past operating results may not be accurate indicators of future performance, and you should not rely on such results to predict our future performance. Our operating results have fluctuated significantly in the past and could fluctuate in the future. Factors that may contribute to fluctuations include:

- ☐ changes in aggregate capital spending, cyclicalities and other economic conditions, or domestic
- ☐ and international demand in the industries we serve;
- ☐ our ability to effectively manage our working capital;
- ☐ our ability to satisfy consumer demands in a timely and cost-effective manner;
- ☐ pricing and availability of labor and materials;
- ☐ our inability to adjust certain fixed costs and expenses for changes in demand;
- ☐ shifts in geographic concentration of customers, supplies and labor pools; and
- ☐ seasonal fluctuations in demand and our revenue.

If we fail to attract and retain enough sufficiently trained customer service associates and other personnel to support our operations, our business and results of operations will be seriously harmed.

We rely on customer service associates, and our success depends to a significant extent on our ability to attract, hire, train and retain qualified customer service associates. Companies in our industry, including us, experience high employee attrition. Our attrition rate for our customer service associates who remained with us following a 90-day training and orientation period was on average approximately 5% per month. A significant increase in the attrition rate among our customer service associates could decrease our operating efficiency and productivity. Our failure

to attract, train and retain customer service associates with the qualifications necessary to fulfill the needs of our existing and future clients would seriously harm our business and results of operations.

Our ability to sell our products and services is dependent on the quality of our technical support services, and our failure to offer high quality technical support services would have a material adverse effect on our sales and results of operations.

Once our products are deployed within our end-customers' operations, end-customers depend on our technical support services to resolve any issues relating to these products. If we do not effectively assist our customers in deploying these products, succeed in helping our customers quickly resolve post-deployment issues, and provide effective ongoing support, our ability to sell additional products and services to existing customers would be adversely affected and our reputation with potential customers could be damaged. As a result, our failure to maintain high quality support services would have an adverse effect on our business and results of operations.

We may be adversely affected by cyclical, volatility or an extended downturn in the United States or worldwide economy, or in or related to the industries we serve.

Our revenues are generated primarily from servicing customers seeking to hire qualified professionals in the technology and data science industry. Demand for these professionals tends to be tied to economic and business cycles. Increases in the unemployment rate, specifically in the city planning, non-profit administration, property management and other vertical industries we serve, cyclical or an extended downturn in the economy could cause our revenues to decline. Therefore, our operating results, business and financial condition could be significantly harmed by an extended economic downturn or future downturns, especially in regions or industries where our operations are heavily concentrated. Further, we may face increased pricing pressures during such periods as customers seek to use lower cost or fee services, which may adversely affect our financial condition and results of operations.

We are subject to rapid technological change and dependence on new product development.

Our industry is characterized by rapid and significant technological developments, frequent new product introductions and enhancements, continually evolving business expectations and swift changes. To compete effectively in such markets, we must continually improve and enhance our

products and services and develop new technologies and services that incorporate technological advances, satisfy increasing customer expectations and compete effectively on the basis of performance and price. Our success will also depend substantially upon our ability to anticipate, and to adapt our products and services to our collaborative partner's preferences. There can be no assurance that technological developments will not render some of our products and services obsolete, or that we will be able to respond with improved or new products, services, and technology that satisfy evolving customers' expectations. Failure to acquire, develop or introduce new products, services, and enhancements in a timely manner could have an adverse effect on our business and results of operations. Also, to the extent one or more of our competitors introduces products and services that better address a customer's needs, our business would be adversely affected.

Failure to obtain new clients or renew client contracts on favorable terms could adversely affect results of operations.

We may face pricing pressure in obtaining and retaining our clients. Our clients may be able to seek price reductions from us when they renew a contract, when a contract is extended, or when the client's business has significant volume changes. They may also reduce services if they decide to move services in-house. On some occasions, this pricing pressure results in lower revenue from a client than we had anticipated based on our previous agreement with that client. This reduction in revenue could result in an adverse effect on our business and results of operations.

Further, failure to renew client contracts on favorable terms could have an adverse effect on our business. Our contracts with clients generally run for several years and include liquidated damage provisions that provide for early termination fees. Terms are generally renegotiated prior to the end of a contract's term. If we are not successful in achieving a high rate of contract renewals on favorable terms, our business and results of operations could be adversely affected.

We may rely on subcontractors and partners to provide customers with a single-source solution or we may serve as a subcontractor to a third party prime contractor.

From time to time, we may engage subcontractors, teaming partners or other third parties to provide our customers with a single-source solution for a broader range of service needs.

Similarly, we are and may in the future be engaged as a subcontractor to a third-party prime contractor. Subcontracting arrangements pose unique risks to us because we do not have control over the customer relationship, and our ability to generate revenue under the subcontract is dependent on the prime contractor, its performance and relationship with the customer and its relationship with us. While we believe that we perform appropriate due diligence on our prime contractors, subcontractors and teaming partners and that we take adequate measures to ensure that they comply with the appropriate laws and regulations, we can't guarantee that those parties will comply with the terms set forth in their agreements with us (or in the case of a prime contractor, their agreement with the customer), or that they will be reasonable in construing their contractual rights and obligations, always act appropriately in dealing with us or customers, provide adequate service, or remain in compliance with the relevant laws, rules or regulations. We may have disputes with our prime contractors, subcontractors, teaming partners or other third parties arising from the quality and timeliness of work being performed, customer concerns, contractual interpretations or other matters. We may be exposed to liability if we lose or terminate a subcontractor or teaming partner due to a dispute, and subsequently have difficulty engaging an appropriate replacement or otherwise performing their functions in-house, such that we fail to fulfill our contractual obligations to our customer. If the event a prime contract, under which we serve as a subcontractor, is terminated, whether for non-performance by the prime contractor or otherwise, then our subcontract will similarly terminate and we could face contractual liability and the resulting contract loss could adversely affect our business and results of operations.

Our business and financial condition may be impacted by military actions, global terrorism, natural disasters and political unrest.

Military actions in Ukraine, Afghanistan and elsewhere, global terrorism, natural disasters and political unrest in the Middle East and other countries are among the factors that may adversely impact regional and global economic conditions and our clients' ability, capacity and need to invest in our services. Additionally, hurricanes or other unanticipated catastrophes, both in the U.S. and globally, could disrupt our operations and negatively impact our business as well as disrupt our clients' businesses, which may result in a further adverse impact on our business. As

a result, significant disruptions caused by such events could materially and adversely affect our business and financial condition.

The Company could be negatively impacted if found to have infringed on intellectual property rights.

Technology companies, including many of the Company's competitors, frequently enter into litigation based on allegations of patent infringement or other violations of intellectual property rights. In addition, patent holding companies seek to monetize patents they have purchased or otherwise obtained. As the Company grows, the intellectual property rights claims against it will likely increase. The Company intends to vigorously defend infringement actions in court and before the U.S. International Trade Commission. The plaintiffs in these actions frequently seek injunctions and substantial damages. Regardless of the scope or validity of such patents or other intellectual property rights, or the merits of any claims by potential or actual litigants, the Company may have to engage in protracted litigation. If the Company is found to infringe one or more patents or other intellectual property rights, regardless of whether it can develop non-infringing technology, it may be required to pay substantial damages or royalties to a third-party, or it may be subject to a temporary or permanent injunction prohibiting the Company from marketing or selling certain products. In certain cases, the Company may consider the desirability of entering into licensing agreements, although no assurance can be given that such licenses can be obtained on acceptable terms or that litigation will not occur. These licenses may also significantly increase the Company's operating expenses.

Regardless of the merit of particular claims, litigation may be expensive, time-consuming, disruptive to the Company's operations and distracting to management. In recognition of these considerations, the Company may enter into arrangements to settle litigation. If one or more legal matters were resolved against the Company's consolidated financial statements for that reporting period could be materially adversely affected. Further, such an outcome could result in significant compensatory, punitive or trebled monetary damages, disgorgement of revenue or profits, remedial corporate measures or injunctive relief against the Company that could adversely affect its financial condition and results of operations.

Indemnity provisions in various agreements potentially expose us to substantial liability for intellectual property infringement and other losses.

Our agreements with advertisers, advertising agencies, customers and other third parties may include indemnification provisions under which we agree to indemnify them for losses suffered or incurred as a result of claims of intellectual property infringement, damages caused by us to property or persons, or other liabilities relating to or arising from our products, services or other contractual obligations. The term of these indemnity provisions generally survives termination or expiration of the applicable agreement. Large indemnity payments would harm our business, financial condition and results of operations. In addition, any type of intellectual property lawsuit, whether initiated by us or a third party, would likely be time consuming and expensive to resolve and would divert management's time and attention.

We rely heavily on our technology and intellectual property, but we may be unable to adequately or cost-effectively protect or enforce our intellectual property rights, thereby weakening our competitive position and increasing operating costs.

To protect our rights in our services and technology, we rely on a combination of copyright and trademark laws, trade secrets, confidentiality agreements with employees and third parties, and

protective contractual provisions. We also rely on laws pertaining to trademarks and domain names to protect the value of our corporate brands and reputation. Despite our efforts to protect our proprietary rights, unauthorized parties may copy aspects of our services or technology, obtain and use information, marks, or technology that we regard as proprietary, or otherwise violate or infringe our intellectual property rights. In addition, it is possible that others could independently develop substantially equivalent intellectual property. If we do not effectively protect our intellectual property, or if others independently develop substantially equivalent intellectual property, our competitive position could be weakened.

Effectively policing the unauthorized use of our services and technology is time-consuming and costly, and the steps taken by us may not prevent misappropriation of our technology or other proprietary assets. The efforts we have taken to protect our proprietary rights may not be sufficient or effective, and unauthorized parties may copy aspects of our services, use similar marks or domain names, or obtain and use information, marks, or technology that we regard as proprietary. We may have to litigate to enforce our intellectual property rights, to protect our trade secrets, or to determine the validity and scope of others' proprietary rights, which are sometimes not clear or may change. Litigation can be time consuming and expensive, and the outcome can be difficult to predict.

We rely on agreements with third parties to provide certain services, goods, technology, and intellectual property rights necessary to enable us to implement some of our applications.

Our ability to implement and provide our applications and services to our clients depends, in part, on services, goods, technology, and intellectual property rights owned or controlled by third parties. These third parties may become unable to or refuse to continue to provide these services, goods, technology, or intellectual property rights on commercially reasonable terms consistent with our business practices, or otherwise discontinue a service important for us to continue to operate our applications. If we fail to replace these services, goods, technologies, or intellectual property rights in a timely manner or on commercially reasonable terms, our operating results and financial condition could be harmed. In addition, we exercise limited control over our third-party vendors, which increases our vulnerability to problems with technology and services those vendors provide. If the services, technology, or intellectual property of third parties were to fail to perform as expected, it could subject us to potential liability, adversely affect our renewal rates, and have an adverse effect on our financial condition and results of operations.

We depend on profitable royalty-bearing licenses of our technology, and if we are unable to maintain and generate such license agreements, then we may not be able to sustain existing levels of revenue or increase revenue.

We depend upon the identification, investment in and license of new patents for our revenues. If we are unable to maintain such license agreements and to continue to develop new license agreements, then we may not have the resources to identify new technology-based opportunities for future patents and inventions in order to maintain sustainable revenue and growth. Our current or future license agreements may not provide the volume or quality of royalty revenue to sustain our business. In some cases, other technology sources may compete against us as they seek to license and commercialize technologies. These and other strategies may reduce the number of technology sources and potential clients to whom we can market our services. Our inability to maintain current relationships and sources of technology or to secure new licensees, may have a material adverse effect on our business and results of operations.

If we fail to maintain or expand our relationships with our suppliers, in some cases single-source suppliers, we may not have adequate access to new or key technology necessary for our products, which may impair our ability to deliver leading-edge products.

In addition to the technologies we develop, our suppliers develop product innovations at our direction that are requested by our customers. Further, we rely heavily on our component suppliers, such as Carto, to provide us with leading-edge components that conform to required specifications or contractual arrangements on time and in accordance with a product roadmap. If we are not able to maintain or expand our relationships with our suppliers or continue to leverage their research and development capabilities to develop new technologies desired by our customers, our ability to deliver leading-edge products in a timely manner may be impaired and we could be required to incur additional research and development expenses. Also, disruption in our supply chain or the need to find alternative suppliers could impact the costs and/or timing associated with procuring necessary products, components and services. Similarly, suppliers have operating risks that could impact our business. These risks could create product time delays, inventory and invoicing problems, staging delays, and other operational difficulties.

We must acquire or develop new products, evolve existing ones, address any defects or errors, and adapt to technology change.

Technical developments, client requirements, programming languages, and industry standards change frequently in our markets. As a result, success in current markets and new markets will depend upon our ability to enhance current products, address any product defects or errors, acquire or develop and introduce new products that meet client needs, keep pace with technology changes, respond to competitive products, and achieve market acceptance. Product development requires substantial investments for research, refinement, and testing. We may not have sufficient resources to make necessary product development investments. We may experience technical or other difficulties that will delay or prevent the successful development, introduction, or implementation of new or enhanced products. We may also experience technical or other difficulties in the integration of acquired technologies into our existing platform and applications. Inability to introduce or implement new or enhanced products in a timely manner could result in loss of market share if competitors are able to provide solutions to meet customer needs before we do, give rise to unanticipated expenses related to further development or modification of acquired technologies as a result of integration issues, and adversely affect future performance.

Our failure to deliver high quality server solutions could damage our reputation and diminish demand for our products, and subject us to liability.

Our customers require our products to perform at a high level, contain valuable features and be extremely reliable. The design of our server solutions is sophisticated and complex, and the process for manufacturing, assembling and testing our server solutions is challenging. Occasionally, our design or manufacturing processes may fail to deliver products of the quality that our customers require. For example, a vendor may provide us with a defective component that failed under certain heavy use applications. As a result, our product would need to be repaired. The vendor may agree to pay for the costs of the repairs, but we may incur costs in connection with the recall and diverted resources from other projects. New flaws or limitations in our products may be detected in the future. Part of our strategy is to bring new products to market quickly, and first-generation products may have a higher likelihood of containing undetected flaws. If our customers discover defects or other performance problems with our products, our customers' businesses, and our reputation, may be damaged. Customers may elect to delay or withhold payment for defective or underperforming products, request remedial action, terminate contracts for untimely delivery, or elect not to order additional products. If we do not

properly address customer concerns about our products, our reputation and relationships with our customers may be harmed. In addition, we may be subject to product liability claims for a defective product. Any of the foregoing could have an adverse effect on our business and results of operations.

Cyclical and seasonal fluctuations in the economy, in internet usage and in traditional retail shopping may have an effect on our business.

Both cyclical and seasonal fluctuations in internet usage and traditional retail seasonality may affect our business. Internet usage generally slows during the summer months, and queries typically increase significantly in the fourth quarter of each year. These seasonal trends may cause fluctuations in our quarterly results, including fluctuations in revenues.

The products we sell are advanced, and we need to rapidly and successfully develop and introduce new products in a competitive, demanding and rapidly changing environment.

To succeed in our intensely competitive industry, we must continually improve, refresh and expand our product and service offerings to include newer features, functionality or solutions, and keep pace with price-to-performance gains in the industry. Shortened product life cycles due to customer demands and competitive pressures impact the pace at which we must introduce and implement new technology. This requires a high level of innovation by both our software developers and the suppliers of the third-party software components included in our systems. In addition, bringing new solutions to the market entails a costly and lengthy process, and requires us to accurately anticipate customer needs and technology trends. We must continue to respond to market demands, develop leading technologies and maintain leadership in analytic data solutions performance and scalability, or our business operations may be adversely affected.

We must also anticipate and respond to customer demands regarding the compatibility of our current and prior offerings. These demands could hinder the pace of introducing and implementing new technology. Our future results may be affected if our products cannot effectively interface and perform well with software products of other companies and with our customers' existing IT infrastructures, or if we are unsuccessful in our efforts to enter into agreements allowing integration of third-party technology with our database and software platforms. Our efforts to develop the interoperability of our products may require significantly investments of capital and employee resources. In addition, many of our principal products are used with products offered by third parties and, in the future, some vendors of non-Company products may become less willing to provide us with access to their products, technical information and marketing and sales support. As a result of these and other factors, our ability to introduce new or improved solutions could be adversely impacted and our business would be negatively affected.

Industry consolidation may result in increased competition, which could result in a loss of customers or a reduction in revenue.

Some of our competitors have made or may make acquisitions or may enter into partnerships or other strategic relationships to offer more comprehensive services than they individually had offered or achieve greater economies of scale. In addition, new entrants not currently considered to be competitors may enter our market through acquisitions, partnerships or strategic relationships. We expect these trends to continue as companies attempt to strengthen or maintain their market positions. The potential entrants may have competitive advantages over us, such as greater name recognition, longer operating histories, more varied services and larger marketing

budgets, as well as greater financial, technical and other resources. The companies resulting from combinations or that expand or vertically integrate their business to include the market that we address may create more compelling service offerings and may offer greater pricing flexibility than we can or may engage in business practices that make it more difficult for us to compete effectively, including on the basis of price, sales and marketing programs, technology or service functionality. These pressures could result in a substantial loss of our customers or a reduction in our revenue.

Our business could be negatively impacted by cyber security threats, attacks and other disruptions.

Like others in our industry, we continue to face advanced and persistent attacks on our information infrastructure where we manage and store various proprietary information and sensitive/confidential data relating to our operations. These attacks may include sophisticated malware (viruses, worms, and other malicious software programs) and phishing emails that attack our products or otherwise exploit any security vulnerabilities. These intrusions sometimes may be zero-day malware that are difficult to identify because they are not included in the signature set of commercially available antivirus scanning programs. Experienced computer programmers and hackers may be able to penetrate our network security and misappropriate or compromise our confidential information or that of our customers or other third-parties, create system disruptions, or cause shutdowns. Additionally, sophisticated software and applications that we produce or procure from third-parties may contain defects in design or manufacture, including "bugs" and other problems that could unexpectedly interfere with the operation of the information infrastructure. A disruption, infiltration or failure of our information infrastructure systems or any of our data centers as a result of software or hardware malfunctions, computer viruses, cyber attacks, employee theft or misuse, power disruptions, natural disasters or accidents could cause breaches of data security, loss of critical data and performance delays, which in turn could adversely affect our business.

If we do not respond to technological changes or upgrade our websites and technology systems, our growth prospects and results of operations could be adversely affected.

To remain competitive, we must continue to enhance and improve the functionality and features of our websites and technology infrastructure. As a result, we will need to continue to improve and expand our hosting and network infrastructure and related software capabilities. These improvements may require greater levels of spending than we have experienced in the past. Without such improvements, our operations might suffer from unanticipated system disruptions, slow application performance or unreliable service levels, any of which could negatively affect our reputation and ability to attract and retain customers and contributors. Furthermore, in order to continue to attract and retain new customers, we are likely to incur expenses in connection with continuously updating and improving our user interface and experience. We may face significant delays in introducing new services, products and enhancements. If competitors introduce new products and services using new technologies or if new industry standards and practices emerge, our existing websites and our proprietary technology and systems may become obsolete or less competitive, and our business may be harmed. In addition, the expansion and improvement of our systems and infrastructure may require us to commit substantial financial, operational and technical resources, with no assurance that our business will improve. In addition to the risks listed above, businesses are often subject to risks not foreseen or fully appreciated by the management. It is not possible to foresee all risks that may affect us. Moreover, the Company cannot predict whether the Company will successfully effectuate the Company's current business plan. Each prospective Purchaser is encouraged to carefully analyze the risks and merits of an

investment in the Securities and should take into consideration when making such analysis, among other, the Risk Factors discussed above.

In addition to the risks listed above, businesses are often subject to risks not foreseen or fully appreciated by the management. It is not possible to foresee all risks that may affect us. Moreover, the Company cannot predict whether the Company will successfully effectuate the Company's current business plan. Each prospective Purchaser is encouraged to carefully analyze the risks and merits of an investment in the Securities and should take into consideration when making such analysis, among other, the Risk Factors discussed above.

BUSINESS

Description of the Business

The Company provides a knowledge management platform called "Ginkgo" (www.ginkgo.city) platform enables neighborhood operators, such as Business Improvement Districts ("BIDs"), and or www.citiesense.com) for local business communities as a Software as a Service business and their members to centralize all data about their neighborhood. It also equips them with equipping communities with the Ginkgo platform, cities are able to organize the most accurate community assets, so they can keep track of local businesses, real estate, streets, and parks. By map-based data analytics and tools like QR Code generators used to inventory and manage development, and more, in order to guide operations, planning, and development in the right information about neighborhoods - such as storefront vacancy, tenancy, foot traffic, direction.

Business Plan

The Company is committed to bringing the best user experience to its customers through its innovative hardware, software and services. The Company's business strategy leverages its unique ability to design and develop its own application software and services to provide its integration. As part of its strategy, the Company continues to expand its platform for the customers products and solutions with innovative design, superior ease-of-use and seamless discovery and delivery of third-party digital content and applications. We allow customers to easily manage their records in a Geographic Information Systems format and integrate their datasets for automated services with other cloud-based applications. The Company also supports a community for the development of third-party software and hardware products and digital content that complement the Company's offerings. The Company plans to achieve the following milestones in the next 12-18 months:

- Scale to communities in cities across the U.S.
- Grow our team from two (2) full-time employees to seven (7) full-time employees.
- Relaunch Ginkgo's membership benefit and expand on the services they currently provide for their local "Member Portal" features that will enable us to help local communities license their data as a stakeholders.

History of the Business

Citiesense Inc. is a Delaware corporation, incorporated on February 10, 2017. The Company previously existed as a limited liability company in Connecticut, known as Citiesense LLC, which was formed on March 1, 2013.

The Company's Products and/or Services

Product / Service	Description	Current Market
Ginkgo	Also described as "Neighborhood Knowledge Platform." The platform enables neighborhoods operators, such as BIDs, and their members to centralize all data about their neighborhoods.	The market for this platform primarily includes place-based organizations that manage downtowns, commercial districts, neighborhood, campuses and precincts in order to improve how these places perform economically, socially, and environmentally on behalf of locale stakeholders and other community members.

We have no new products in development.

The company's current distribution method is Software as a Service (SaaS). We offer our product, Ginkgo via our online website at <https://ginkgo.city> or <http://citiesense.com>.

Competition

The Company's primary competitors are ESRI: Leading GIS technology company - provides a popular software suite to work with geospatial data called ArGIS.

The Company already competes successfully by providing user-friendly geospatial data management specifically designed for neighborhood operators and their unique daily workflows. Member365: Popular all-in-one approach of providing member management in the same platform as all other member management platform for non-profits. The Company aims to compete based on our operations and data management for the community. Consequently, it becomes easier for an organization to create superior access to data, content management and local information as a community member benefit. CoStar: Leading real estate data company. CoStar supplies information on real estate markets based on a "top-down" research-based approach. The Company aims to compete with CoStar by providing a channel directly to the community of local stakeholders as a "ground-up" approach to standardizing and sharing better information about real estate and urban areas in general. Competitors include companies that offer some type of software service that overlaps with the suite of services that the Company's Neighborhood Knowledge Platform provides. There are three primary services in this all-in-one product suite. These include (1) Geographic Information Systems ("GIS") services for accessing and analyzing data a in a map-based data management platform, (2) Managing community membership for non-profits, including collecting and tracking fees for different types of membership and sponsorship, and (3) accessing information about local commercial real estate markets and insight into market dynamics. The markets in which our products are sold are highly competitive. Our products compete against similar products of many large and small companies, including well-known global competitors. In many of the markets and industry segments in which we sell our products, we compete against other branded products as well as retailers' private-label brands. Product quality, performance, value and packaging are also important differentiating factors.

Supply Chain and Customer Base

Aside from basic web hosting services and software development environments, the Company is not wholly reliant on, but utilizes Carto LLC for some of its PostgreSQL (SQL stands for Structured Query Language) map server to store and manage geospatial datasets.

The Company's customers are primarily non-profit place management organizations that fall within the small and medium sized business markets. Many of them manage Business Improvement District in their respective localities.

Intellectual Property

Trademarks

Application or Registration #	Goods / Services	Mark	File Date	Registration Date	Country
Citiesense®	Promotion of real estate projects with sustainable energy demands; promotion of real estate projects that consider the scarcity of natural resources; promotion of real estate projects that encourage positive relationships between developers and local communities; providing a subscription-based web-based platform that provides users with interactive tools, namely non-downloadable software to list real estate development and infrastructure development opportunities, and track projects currently underway and	Citiesense®	March 20, 2014	December 8, 2015	USA

	recently completed; providing a subscription-based web-based platform, namely; providing on-line non-downloadable database management software in the field of real estate development.				
Neighborhood Knowledge Platform®	Providing temporary use of non-downloadable cloud-based software for listing real estate development and infrastructure development opportunities, and for tracking projects currently underway and recently completed; providing temporary use of on-line non-downloadable software and applications for database management in the field of real estate development.	Neighborhood Knowledge Platform®	May 18, 2017	June 19, 2018	USA

Governmental/Regulatory Approval and Compliance

The Company is subject to and affected by laws and regulations of U.S. federal, state and local governmental authorities. These laws and regulations are subject to change.

Litigation

There are no existing legal suits pending, or to the Company's knowledge, threatened, against the Company.

Other

The Company's principal address is Ginkgo #1002, 675 3rd Avenue FRNT C, New York, NY 10017

DIRECTORS, OFFICERS AND EMPLOYEES

Directors

The directors or managers of the Company are listed below along with all positions and offices held at the Company and their principal occupation and employment responsibilities for the past three (3) years and their educational background and qualifications.

Name

Starling Childs

All positions and offices held with the Company and date such position(s) was held with start and ending dates

CEO

Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates

CEO Citiesense, Oversees general operations of the company, including mission planning, investor relations, business administration and development, strategies, sales and customer success, R&D, and marketing.

Education

Yale University, MEM, 2014 Cornell University, B.SC., 2007

Officers of the Company

The officers of the Company are listed below along with all positions and offices held at the Company and their principal occupation and employment responsibilities for the past three (3) years and their educational background and qualifications.

Name

Starling Childs

All positions and offices held with the Company and date such position(s) was held with start and ending dates

CEO

Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates

CEO Citiesense, Oversees general operations of the company, including mission planning, investor relations, business administration and development, strategies, sales and customer success, R&D, and marketing.

Education

Yale University, MEM, 2014 Cornell University, B.SC., 2007

Indemnification

Indemnification is authorized by the Company to directors, officers or controlling persons acting in their professional capacity pursuant to Delaware law. Indemnification includes expenses such as attorney's fees and, in certain circumstances, judgments, fines and settlement amounts actually paid or incurred in connection with actual or threatened actions, suits or proceedings involving such person, except in certain circumstances where a person is adjudged to be guilty of gross negligence or willful misconduct, unless a court of competent jurisdiction determines that such indemnification is fair and reasonable under the circumstances.

Employees

The Company currently has 2 employees in New York.

The Company has the following employment/labor agreements in place:

Employee	Description	Effective Date	Termination Date
Starling Childs	Full-time W2 employee, no benefits, \$14,400 salary	October 29, 2021	

CAPITALIZATION AND OWNERSHIP

Capitalization

The Company has issued the following outstanding Securities:

Type of security	Common Stock
Amount outstanding	6,920,481
Voting Rights	None. *Only Urban-X Accelerator SPV, LLC, has an anti-dilution rights allowing it to maintain 7% ownership of the Company until an equity financing of \$300,000.
Anti-Dilution Rights	
How this Security may limit, dilute or qualify the Notes/Bonds issued pursuant to Regulation CF	N/A
Other Material Terms or information.	

Type of security	Common Stock
Amount outstanding	700,000
Voting Rights	None
Anti-Dilution Rights	None
How this Security may limit, dilute or qualify the Notes/Bonds issued pursuant to Regulation CF	N/A
Other Material Terms or information.	

Type of security	SAFE (Simple Agreement for Future Equity)
Amount outstanding	80,000
Voting Rights	N/A
Anti-Dilution Rights	N/A
How this Security may limit, dilute or qualify the Notes/Bonds issued pursuant to Regulation CF	N/A
Other Material Terms or information.	

The Company has the following debt outstanding:

The total amount of outstanding debt of the company is \$0.00.

The Company has conducted the following prior Securities offerings in the past three years:

Security Type	Number Sold	Money Raised	Use of Proceeds	Offering Date	Exemption from Registration Used or Public Offering
Common Stock	670,481	\$105,000.00	Marketing, Website Development, R&D	February 6, 2017	Rule 506(b)
SAFE (Simple Agreement for Future Equity)	344	\$80,000.00	General Working Capital	January 1, 2020	Regulation CF

Ownership

A majority of the Company is owned by Starling Childs.

Below the beneficial owners of 20% percent or more of the Company's outstanding voting equity securities, calculated on the basis of voting power, are listed along with the amount they own.

Name	Percentage Owned
Starling Childs	35.5%

FINANCIAL INFORMATION

Please see the financial information listed on the cover page of this Form C-AR and attached hereto in addition to the following information. Financial statements are attached hereto as Exhibit A.

Operations

Financial Milestones: Citesense Inc., like many startups in the urban data and analytics sector, is actively pursuing key financial milestones such as revenue growth, customer acquisition, and funding rounds. Achieving sustained revenue growth depends on market demand for their services, competition, and the effectiveness of their sales and marketing efforts. Operational

Challenges: Urban data companies often face operational challenges related to data collection, processing, and analysis. Maintaining data quality and relevance proves challenging due to the dynamic nature of urban environments and the need to integrate data from various sources. Additionally, scaling operations while ensuring accuracy and efficiency remains a significant hurdle. Liquidity Challenges: Citesense Inc. may encounter liquidity challenges due to the high upfront costs associated with data acquisition and technology development. Managing cash flow to cover operational expenses while investing in growth initiatives like product development and market expansion can strain liquidity, especially in the absence of steady revenue streams. Regulatory and Compliance Issues: Compliance with data privacy regulations and other legal requirements poses ongoing challenges for companies dealing with urban data. Ensuring compliance with regulations such as GDPR or CCPA adds complexity to data management practices and requires significant resources for implementation and ongoing compliance efforts. Market Competition: The urban data and analytics space are becoming increasingly competitive, with new entrants continuously emerging and established players expanding their offerings. Citesense Inc. may face challenges in differentiating its products and services from competitors, attracting and retaining customers, and defending its market position. Technology and Innovation: Staying ahead of technological advancements and innovation is crucial for companies in this space. Citesense Inc. encounters challenges in keeping pace with evolving technologies, such as machine learning, artificial intelligence, and spatial analytics, to enhance the capabilities of its platform and deliver value to customers. Customer Adoption and Engagement: Convincing city governments, urban planners, real estate developers, and other potential customers to adopt Citesense's platform and integrate it into their decision-making processes proves challenging. Overcoming resistance to change, demonstrating the platform's effectiveness, and providing ongoing support and training to users are essential for driving adoption and engagement. Economic and Market Conditions: Economic downturns or fluctuations in the real estate market can impact demand for Citesense's services. Economic uncertainty may lead to budget constraints for potential customers, delays in decision-making, or a shift in priorities away from investments in urban data and analytics solutions.

Offer our SaaS product to our target audience.

Liquidity and Capital Resources

On February 6, 2017 the Company conducted an offering pursuant to Rule 506(b) and raised \$105,000.00.

On January 1, 2020 the Company conducted an offering pursuant to Regulation CF and raised \$80,000.00.

The Company does not have any additional sources of capital other than the proceeds from the Regulation CF Offering.

Capital Expenditures and Other Obligations

The Company does not intend to make any material capital expenditures in the future.

Material Changes and Other Information

Trends and Uncertainties

The financial statements are an important part of this Form C-AR and should be reviewed in their entirety. The financial statements of the Company are attached hereto as Exhibit A.

Restrictions on Transfer

Any Securities sold pursuant to Regulation CF being offered may not be transferred by any Investor of such Securities during the one-year holding period beginning when the Securities were issued, unless such Securities were transferred: 1) to the Company, 2) to an accredited investor, as defined by Rule 501(d) of Regulation D of the Securities Act of 1933, as amended, 3) as part of an Offering registered with the SEC or 4) to a member of the family of the Investor or the equivalent, to a trust controlled by the Investor, to a trust created for the benefit of a family member of the Investor or the equivalent, or in connection with the death or divorce of the Investor or other similar circumstances. "Member of the family" as used herein means a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother/father/daughter/son/sister/brother-in-law, and includes adoptive relationships. Remember that although you may legally be able to transfer the Securities, you may not be able to find another party willing to purchase them.

TRANSACTIONS WITH RELATED PERSONS AND CONFLICTS OF INTEREST

Related Person Transactions

From time to time the Company may engage in transactions with related persons. Related persons are defined as any director or officer of the Company; any person who is the beneficial owner of 10 percent or more of the Company's outstanding voting equity securities, calculated on the basis of voting power; any promoter of the Company; any immediate family member of any of the foregoing persons or an entity controlled by any such person or persons.

The Company has the following transactions with related persons:

None.

Conflicts of Interest

To the best of our knowledge the Company has not engaged in any transactions or relationships, which may give rise to a conflict of interest with the Company, its operations or its security holders.

OTHER INFORMATION

The Company has not failed to comply with the ongoing reporting requirements of Regulation CF § 227.202 in the past.

The Company is not subject to any Bad Actor Disqualifications under any relevant U.S. securities laws. The Co-Issuer is not subject to any Bad Actor Disqualifications under any relevant U.S. securities laws.

Bad Actor Disclosure

The Company is not subject to any Bad Actor Disqualifications under any relevant U.S. securities laws.

SIGNATURE

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C-AR and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

The issuer also certifies that the attached financial statements are true and complete in all material respects.

/s/Starling Childs

(Signature)

Starling Childs

(Name)

CEO

(Title)

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), this Form C-AR has been signed by the following persons in the capacities and on the dates indicated.

/s/Starling Childs

(Signature)

Starling Childs

(Name)

CEO

(Title)

(Date)

Instructions.

1. The form shall be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.
2. The name of each person signing the form shall be typed or printed beneath the signature.

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

EXHIBITS

Exhibit A Financial Statements

EXHIBIT A

Financial Statements

CITIESENSE INC
Balance Sheet
As of December 31, 2021

Assets

Current Assets

Key-Checking	\$ 24,359.01
Accounts Receivable	5,100.00
Receivable From Officers	<u>224.46</u>

Total Current Assets	<u>29,683.47</u>
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Property and Equipment

Software-Development	50,346.65
Less Accumulated Depreciation	<u>(9,039.45)</u>

Net Property and Equipment	<u>41,307.20</u>
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Non Current Assets

Furniture and Fixtures	(1,083.46)
Accumulated Amortization	<u>(14,318.33)</u>

Total Non Current Assets	<u>(15,401.79)</u>
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Total Assets	<u><u>\$ 55,588.88</u></u>
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CITIESENSE INC
Balance Sheet
As of December 31, 2021

Liabilities and Stockholders' Equity

Current Liabilities	
American Express	\$ 1,456.76
Total Current Liabilities	<u>1,456.76</u>
Long-Term Liabilities	
Other Liabilities	<u>164,009.58</u>
Total Long-Term Liabilities	<u>164,009.58</u>
Total Liabilities	<u>165,466.34</u>
Stockholders' Equity	
Capital Contributions	23,065.00
Capital Stock	60,000.00
Other Equity	(90,155.00)
Retained Earnings	<u>(102,787.46)</u>
Total Stockholders' Equity	<u>(109,877.46)</u>
Total Liabilities and Stockholders' Equity	<u>\$ 55,588.88</u>

CITIESENSE INC

Income Statement

**12 Months Ended
December 31, 2021**

Sales	
Services	\$ 59,973.24
Total Sales	<u>59,973.24</u>
Gross Profit	<u>59,973.24</u>
Operating Expenses	
Advertising	3,404.92
Amortization Expense	11,581.65
Bank Service Charges	2,612.70
Depreciation Expense	1,083.46
Dues and Subscriptions	3,794.00
Employee Benefits	199.00
Liability Insurance	2,235.25
Product and service Utilities	28,667.19
Professional Fees	2,340.00
Legal Fees	652.16
Rent	600.00
Entertainment	1,117.55
Travel	1,091.37
Office Supplies	241.84
Officer Wages	2,401.87
Taxes	10.02
Franchise Tax	927.90
State Taxes	250.00
Total Operating Expenses	<u>63,210.88</u>
Operating Income (Loss)	<u>(3,237.64)</u>
Other Income (Expenses)	
Other Income	811.10
Total Other Income (Expenses)	<u>811.10</u>
Net Income (Loss) Before Taxes	<u>(2,426.54)</u>
Federal Taxes - FICA	183.74
Net Income (Loss)	<u><u>\$ (2,610.28)</u></u>

Citiesense Inc
Balance Sheet
As of December 31, 2022

Assets

Current Assets

Key-Checking	\$ 2,625.52
Receivable From Officers	<u>224.46</u>

Total Current Assets	<u>2,849.98</u>
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Property and Equipment

Software-Development	98,094.36
Less Accumulated Depreciation	<u>(46,208.44)</u>

Net Property and Equipment	<u>51,885.92</u>
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Non Current Assets

Furniture and Fixtures	7,524.96
Accumulated Depreciation-Furniture	<u>(7,434.71)</u>

Total Non Current Assets	<u>90.25</u>
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Total Assets	<u><u>\$ 54,826.15</u></u>
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Citiesense Inc
Balance Sheet
As of December 31, 2022

Liabilities and Stockholders' Equity

Current Liabilities

Short Term Note Payable	\$ 2,450.00
American Express	371.71
Accrued Interest	146.00
Note Payable	<u>10,000.00</u>

Total Current Liabilities	<u>12,967.71</u>
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Long-Term Liabilities

Other Liabilities	<u>164,009.58</u>
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Total Long-Term Liabilities	<u>164,009.58</u>
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Total Liabilities	<u>176,977.29</u>
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Stockholders' Equity

Capital Contributions	23,065.00
Capital Stock	60,000.00
Other Equity	(90,155.00)
Retained Earnings	<u>(115,061.14)</u>

Total Stockholders' Equity	<u>(122,151.14)</u>
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Total Liabilities and Stockholders' Equity	<u><u>\$ 54,826.15</u></u>
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Citiesense Inc Income Statement

**12 Months Ended
December 31, 2022**

Sales	
Services	\$ 90,182.45
	<u>90,182.45</u>
Total Sales	<u>90,182.45</u>
	<u>90,182.45</u>
Gross Profit	<u>90,182.45</u>
Operating Expenses	
Advertising	2,468.76
Amortization Expense	28,118.45
Bank Service Charges	419.88
Depreciation Expense	1,083.45
Dues and Subscriptions	1,535.70
Liability Insurance	2,206.89
Disability Insurance	346.76
Payroll processing service	2,419.68
Product and service Utilities	27,075.87
Software Subscriptions	113.16
Professional Fees	2,160.00
Rent	3,200.00
Meals	1,532.21
Travel	2,848.19
Travel -Lodging	495.02
Office Supplies	201.55
Officer Wages	9,600.00
Wages	14,007.73
Taxes	52.35
State Taxes	52.35
Interest Expense	566.14
Loan Interest Expense	146.00
	<u>100,650.14</u>
Total Operating Expenses	<u>100,650.14</u>
	<u>(10,467.69)</u>
Operating Income (Loss)	<u>(10,467.69)</u>
Other Income (Expenses)	<u>0.00</u>
	<u>0.00</u>
Total Other Income (Expenses)	<u>0.00</u>
	<u>(10,467.69)</u>
Net Income (Loss) Before Taxes	<u>(10,467.69)</u>
Federal Taxes - FICA	1,805.99
	<u>1,805.99</u>
Net Income (Loss)	<u><u>\$ (12,273.68)</u></u>