

Community Foundation of Broward, Inc.

Financial Statements
For the Years Ended June 30, 2017 and 2016

Community Foundation of Broward, Inc.

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Community Foundation of Broward, Inc.
Fort Lauderdale, Florida

We have audited the accompanying financial statements of the Community Foundation of Broward, Inc. (a nonprofit organization)(the "Foundation"), which comprise the statements of financial position as of June 30, 2017 and 2016, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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.

Community Foundation of Broward, Inc.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Foundation as of June 30, 2017 and 2016, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

KEEFE McCULLOUGH

Fort Lauderdale, Florida
September 18, 2017

Community Foundation of Broward, Inc.
Statements of Financial Position
June 30, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Assets:		
Cash	\$ 643,621	\$ 444,661
Investments	174,933,232	155,127,962
Bequests receivable	1,524,000	125,191
Pledges receivable, net	-	117,600
Assets under split-interest agreements	1,888,972	585,321
Prepaid expenses and other assets	262,209	229,145
Other real estate	500,000	500,000
Property and equipment, net	<u>309,709</u>	<u>368,926</u>
Total assets	<u>\$ 180,061,743</u>	<u>\$ 157,498,806</u>
Liabilities:		
Accounts payable and accrued expenses	\$ 225,026	\$ 244,507
Grants payable	2,793,213	2,335,832
Deferred revenue and liabilities under split-interest agreements	1,022,970	362,008
Agency transactions payable	<u>16,408,546</u>	<u>14,953,267</u>
Total liabilities	<u>20,449,755</u>	<u>17,895,614</u>
Net Assets:		
Unrestricted	156,712,679	138,616,223
Temporarily restricted	<u>2,899,309</u>	<u>986,969</u>
Total net assets	<u>159,611,988</u>	<u>139,603,192</u>
Total liabilities and net assets	<u>\$ 180,061,743</u>	<u>\$ 157,498,806</u>

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

Community Foundation of Broward, Inc.
Statements of Activities
For the Years Ended June 30, 2017 and 2016

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>2017 Total</u>
Revenue, Gains (Losses) and Support:			
Contributions and bequests	\$ 10,950,398	\$ 2,190,959	\$ 13,141,357
Net realized and unrealized gains on investments	16,546,579	-	16,546,579
Interest and dividend income, net of fees	1,707,460	46,703	1,754,163
Other revenues	128,080	-	128,080
Change in value of split-interest agreements	-	(82,532)	(82,532)
Net assets released from restrictions	<u>242,790</u>	<u>(242,790)</u>	<u>-</u>
 Total revenue, gains (losses) and support	 <u>29,575,307</u>	 <u>1,912,340</u>	 <u>31,487,647</u>
Expenses:			
Grants and programs	10,192,224	-	10,192,224
Administrative	764,827	-	764,827
Donor development	<u>521,800</u>	<u>-</u>	<u>521,800</u>
 Total expenses	 <u>11,478,851</u>	 <u>-</u>	 <u>11,478,851</u>
 Change in net assets	 18,096,456	 1,912,340	 20,008,796
 Net Assets, beginning of year	 <u>138,616,223</u>	 <u>986,969</u>	 <u>139,603,192</u>
 Net Assets, end of year	 <u>\$ 156,712,679</u>	 <u>\$ 2,899,309</u>	 <u>\$ 159,611,988</u>

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

Community Foundation of Broward, Inc.
Statements of Activities
For the Years Ended June 30, 2017 and 2016
(continued)

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>2016 Total</u>
Revenue, Gains (Losses) and Support:			
Contributions and bequests	\$ 3,029,298	\$ -	\$ 3,029,298
Net realized and unrealized losses on investments	(7,283,529)	-	(7,283,529)
Interest and dividend income, net of fees	1,820,957	15,149	1,836,106
Other revenues	137,432	-	137,432
Change in value of split-interest agreements	-	(46,356)	(46,356)
Net assets released from restrictions	<u>1,500,253</u>	<u>(1,500,253)</u>	<u>-</u>
 Total revenue, gains (losses) and support	 <u>(795,589)</u>	 <u>(1,531,460)</u>	 <u>(2,327,049)</u>
Expenses:			
Grants and programs	8,731,157	-	8,731,157
Administrative	769,824	-	769,824
Donor development	<u>450,255</u>	<u>-</u>	<u>450,255</u>
 Total expenses	 <u>9,951,236</u>	 <u>-</u>	 <u>9,951,236</u>
 Change in net assets	 (10,746,825)	 (1,531,460)	 (12,278,285)
Net Assets, beginning of year	<u>149,363,048</u>	<u>2,518,429</u>	<u>151,881,477</u>
Net Assets, end of year	<u>\$ 138,616,223</u>	<u>\$ 986,969</u>	<u>\$ 139,603,192</u>

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

Community Foundation of Broward, Inc.
Statements of Cash Flows
For the Years Ended June 30, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Cash Flows From Operating Activities:		
Change in net assets	\$ 20,008,796	\$ (12,278,285)
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:		
Depreciation and amortization	72,136	66,602
Donated property and equipment	-	(3,673)
Net realized and unrealized (gains) losses on investments	(16,546,579)	7,283,529
Change in value of split-interest agreements	82,532	46,356
(Increase) decrease in assets:		
Bequests receivable	(1,398,809)	1,368,809
Pledges receivable, net	117,600	132,113
Assets under split-interest agreements	(1,303,651)	50,212
Prepaid expenses and other assets	(33,064)	104,628
Increase (decrease) in liabilities:		
Accounts payable and accrued expenses	(19,481)	(223,169)
Grants payable	457,381	479,182
Deferred revenues and liabilities under split-interest agreements	578,430	(56,575)
Agency transactions payable	(316,751)	(1,520,932)
	<u>1,698,540</u>	<u>(4,551,203)</u>
Cash Flows From Investing Activities:		
Proceeds from the sale of investments	71,667,226	88,311,038
Purchases of investments	(73,153,886)	(84,144,909)
Purchases of property and equipment	(12,920)	(33,116)
	<u>(1,499,580)</u>	<u>4,133,013</u>
Net cash provided by (used in) investing activities	<u>(1,499,580)</u>	<u>4,133,013</u>
Net increase (decrease) in cash	198,960	(418,190)
Cash, beginning of year	<u>444,661</u>	<u>862,851</u>
Cash, end of year	\$ <u><u>643,621</u></u>	\$ <u><u>444,661</u></u>

Supplemental disclosures for noncash operating activities: Net investment gains (losses) related to agency transactions were approximately \$ 1,772,000 and (\$ 914,000) for the years ended June 30, 2017 and 2016, respectively.

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

Note 1 - Organization and Operations

The Community Foundation of Broward, Inc. (the "Foundation") was incorporated on December 17, 1984, under the laws of the State of Florida as a not-for-profit organization. The Foundation solicits, manages and distributes grants for charitable, scientific, educational, public and cultural purposes primarily in Broward County, Florida and provides educational resources to professional advisors and donors to advance philanthropy. The Foundation solicits contributions primarily from individuals, foundations and other organizations in Broward County. In addition, the Foundation provided high impact leadership development programs for senior nonprofit executives and their boards to help them become more effective leaders to advance their organization's mission through increased community impact. This program has sunset during fiscal year ending June 30, 2017.

Note 2 - Summary of Significant Accounting Policies

Basis of presentation: The financial statements have been prepared using the accrual basis of accounting under the guidance of the Financial Accounting Standards Board in its Accounting Standard Codification (ASC) No. 958, *Not-for-Profit Entities*.

Net assets: The Foundation is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted, temporarily restricted, and permanently restricted, which are defined as follows:

- Unrestricted net assets - net assets without donor-imposed stipulations that are available for use by the Foundation.
- Temporarily restricted net assets - net assets whose use by the Foundation are subject to donor-imposed stipulations that can be fulfilled by actions of the Foundation according to those stipulations or by the passage of time. Support that is restricted is generally reported as an increase in unrestricted net assets if the restriction expires in the reporting period in which the support is recognized. Temporarily restricted net assets include bequests receivable, pledges receivable, certain real estate subject to a life estate restriction and assets under split interest agreements. These restrictions are to be satisfied with the passage of time.
- Permanently restricted net assets - net assets subject to donor imposed restrictions that the Foundation maintains the principal of the contributions in perpetuity. The Foundation has no permanently restricted net assets as of June 30, 2017 and 2016.

The Foundation bylaws and Fund agreements include a variance provision that allows the Board of Directors to vary the use of contributions received. Based on this variance provision, a substantial portion of net assets are shown as unrestricted.

Cash equivalents: In general, the Foundation defines all highly liquid investments, with a maturity of three months or less when purchased to be cash equivalents. Cash equivalents that the Foundation intends to use for long-term purposes are classified as investments in the accompanying statements of financial position.

Note 2 - Summary of Significant Accounting Policies (continued)

Investments: Investments are in the custody of brokerage and investment firms who manage them in accordance with policies set by the Foundation's Board of Directors.

Investments in common stocks (equities) are carried at market value, as quoted on major stock exchanges. Money market funds maintained a constant net asset value of \$ 1 per share. U.S. government and agency obligations and corporate bonds are carried at quoted market prices. Real assets, hedge funds, a global bond/fixed income fund, certain equity funds and private equity funds are valued at their net asset value (Note 4). Investments received as contributions are recorded at the quoted market value or estimated fair value at the date of receipt. Realized and unrealized investment gains and losses are determined by comparison of specific costs of acquisition to proceeds at the time of disposal or market value at the statement of financial position date. These gains and losses and other investment income are mainly reflected in the statement of activities as unrestricted support and revenue.

The Foundation pools a number of funds in order to obtain greater investment advantage and more efficient administration. The objective of investment management of all Funds is to maximize the growth consistent with minimizing exposure to risks of capital losses and attainment of the desired level of grant making. The Foundation's investment policy is to invest initial contributions and subsequent additions to all pooled funds in equity, fixed income and other assets based on an allocation determined by the Investment Committee and approved by the Board of Directors. The Foundation allocates income and expenses, gains and losses from pooled investments based on the ratio of the previous month's share of each Fund's fair value to the total pooled investments.

Other real estate: The Foundation receives assets from estates which from time to time may include real estate property. The Foundation classifies the property as other real estate, and therefore, records the property at an estimated fair value, based on comparable market data. The property held at June 30, 2017, contains a life estate restriction and cannot be currently sold.

Bequests receivable: The Foundation records bequests when all requirements for the transfer of the assets have been met. Bequests are recorded at amounts that approximate fair value, generally based on quoted prices of the underlying investments, less estimated costs and contingencies.

Pledges receivable: Unconditional promises to give are recorded as revenue in the period the promise is received and as assets, decreases of liabilities, or expenses depending on the form of the benefits received. Unconditional promises that are expected to be collected in future years are recorded at net present value based on the risk-free rate of return (10-year Treasury note); at the time a promise is received.

Property and equipment: The Foundation records property and equipment at cost and capitalizes assets whose cost is \$ 1,000 or more, using the straight-line method of depreciation/amortization, based upon the estimated useful lives of the various classes of depreciable assets as follows:

Leasehold improvements	10 years or remaining life of lease, whatever is shorter.
Office equipment	5 years
Furniture and fixtures	15 years

Depreciation and amortization expense was \$ 72,136 for the year ended June 30, 2017 and \$ 66,602 for the year ended June 30, 2016.

Note 2 - Summary of Significant Accounting Policies (continued)

Grants payable: Unconditional grants are recorded in the financial statements upon the approval of the Board of Directors.

Agency transactions: ASC No. 958, *Not-for-Profit Entities*, establishes standards for transactions in which a community foundation accepts assets from a not-for-profit organization and agrees to transfer those assets, the return on investment of those assets or both back to the not-for-profit organization. ASC No. 958 specifically requires that, if a not-for-profit organization establishes a Fund at a community foundation with its own assets and specifies itself as the beneficiary of that Fund, that community foundation must account for the transfer of such assets as a liability rather than as a contribution. The Foundation refers to such Funds as agency transactions, the liability of which is shown on the statements of financial position as agency transactions payable. Agency activities are not reflected on the statements of activities and changes in net assets.

Foundation management fees: The Foundation assesses an annual administrative fee ranging from 0.25% to 1.5% of the fair market value of assets under management. The Foundation also assesses a one-time administrative fee of 1.00% on gifts received from estates. The administrative fee is used to support the operations of the Foundation. Administrative fees amounted to approximately \$ 1,948,000 and \$ 1,736,000 for the years ended June 30, 2017 and 2016, respectively.

Contributed services, facilities, and goods: A number of unpaid volunteers have made contributions of their time to develop and continue the programs of the Foundation. Contributed services are recognized as contributions if the services: (a) create or enhance nonfinancial assets and (b) require specialized skills, are performed by people with those skills, and would otherwise have been purchased. The Foundation has not disclosed the value of these services in the accompanying financial statements since it is not susceptible to objective measurement and valuation. Contributed facilities and goods/equipment are recorded at their estimated fair market value when received. The Foundation did not report contributed facilities or goods/services for the year ended June 30, 2017. The Foundation reported approximately \$ 3,700 in contributed property and equipment for the year ended June 30, 2016.

Operating leases: Rental expense is recognized on a straight-line basis.

Functional allocation of expenses: The costs of providing various programs and other activities have been summarized on a functional basis in the statements of activities. Accordingly, certain costs have been allocated among grants and programs, administrative and donor development.

Use of estimates in the preparation of financial statements: The Foundation makes estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent events: Subsequent events were evaluated by management through September 18, 2017, which is the date the financial statements were available for issuance.

Note 3 - Credit Risk and Concentrations

The Foundation maintains its treasury management system consisting of deposit accounts at a financial institution. The cost of the treasury management system is offset by a minimum balance arrangement in certain deposit accounts. The Foundation had deposits in excess of the FDIC insurance limit of approximately \$ 10,900,000 at June 30, 2017. Deposit accounts are maintained with what management believes to be a quality financial institution.

Bequests receivable of \$ 1,300,000 or approximately 85% were due from two estates as of June 30, 2017.

Note 4 - Investments and Investment Return

As of June 30, 2017 and 2016, investments consisted of the following at their fair value:

	<u>2017</u>	<u>2016</u>
Equities and equity funds	\$ 110,787,663	\$ 94,068,957
Corporate bonds/fixed income funds	12,719,288	12,404,618
U.S. Government, agency obligations and funds	12,017,038	10,650,336
Money market funds and other deposits	10,700,354	5,807,421
Hedge funds	9,519,536	12,028,625
Private equity funds	8,579,144	9,182,506
Real assets	6,313,974	4,204,121
Global bond funds	4,076,105	6,631,470
Commodities investment trusts	<u>220,130</u>	<u>149,908</u>
Total	<u>\$ 174,933,232</u>	<u>\$ 155,127,962</u>

Alternative investments consist of hedge funds, private equity funds and real assets. Alternative investments (non-traditional, not readily-marketable assets), some of which are structured such that the Foundation holds limited partnership interests, are stated at fair value as estimated in an unquoted market. Individual investment holdings within the alternative investments may, in turn, include investments in both non-marketable and market-traded securities. Valuation of these investments and, therefore Foundation holdings, are determined by the investment manager or general partner. Values may be based on historical costs, appraisals, or other estimates that require varying degrees of judgment. While these financial instruments may contain varying degrees of risk, the Foundation's risk with respect to such transactions is limited to its capital balance, and any remaining commitments, in each investment.

The Foundation believes the method for providing estimated fair values on these financial instruments is reasonable. Alternative investments often do not have readily determinable market values and their estimated value is subject to uncertainty. Therefore, there may be a significant difference between their estimated value and the value that would have been used had a readily determinable fair market value for such investments existed.

The Foundation's primary diversified portfolio has had approximately the following investment returns: one-year 14%, three-years 3%, five-years 7% and ten-years 4%.

The Foundation's investment advisors have reported that total investment expenses, including those of mutual funds, are approximately "73 basis points" (0.73%) and "87 basis points" (0.87%), respectively, of the total fair value of investments during the fiscal years ended June 30, 2017 and 2016. The statement of activities for June 30, 2017 and 2016 reflects interest and dividend income and realized and unrealized gains (losses) net of investment manager fees of approximately \$ 1,176,000 and \$ 1,226,000, respectively.

Note 4 - Investments and Investment Return (continued)

Spending Policy: The Investment Committee of the Board of Directors evaluates the spending rate of grants periodically in light of total estimated long-term results from investments, fees, expenses and the effects of inflation. For the years ended June 30, 2017 and 2016, the Board set the grants spending rate at 5% of the rolling twelve-quarter average fair value of the applicable Funds.

Fair Value Measurements: In accordance with the Financial Accounting Standards Board in its Accounting Standard Codification (ASC) No. 820, *Fair Value Measurement and Disclosures*, the Foundation has defined and established a framework for measuring fair value and expanded disclosures about fair value measurements. Various inputs are used in determining the value of the Foundation's investments. These inputs are summarized in three levels listed below:

- Level 1 - inputs are quoted market prices (unadjusted) in active markets for identical investments that the reporting entity can access at the measurement date.
- Level 2 - inputs are other than quoted prices included within Level 1 that are observable for the investments, either directly or indirectly. (e.g. quoted prices in active markets for similar securities, securities valuations based on commonly quoted benchmarks, interest rates and yield curves, and/or securities indices.)
- Level 3 - inputs are significant unobservable inputs. (e.g. information about assumptions, including risk, market participants would use in pricing a security.)

The inputs or methodology used for valuing securities are not necessarily an indication of the risks associated with investing in those securities.

Fair values of investments held by the Foundation are classified at June 30, 2017 as follows:

	Level 1	Level 2	Level 3	Investments Valued at NAV	Total
Equities and equity funds	\$ 77,714,090	\$ -	\$ -	\$ 33,073,573	\$ 110,787,663
Corporate bonds/fixed income funds	8,559,498	-	-	4,159,790	12,719,288
U.S. Government, agency obligations and funds	12,017,038	-	-	-	12,017,038
Money market funds and other deposits	10,700,354	-	-	-	10,700,354
Hedge funds	-	-	-	9,519,536	9,519,536
Private equity funds	-	-	-	8,579,144	8,579,144
Real assets	761,570	-	-	5,552,404	6,313,974
Global bond funds	29,166	-	-	4,046,939	4,076,105
Commodities investment trusts	220,130	-	-	-	220,130
Total	\$ 110,001,846	\$ -	\$ -	\$ 64,931,386	\$ 174,933,232

Community Foundation of Broward, Inc.
Notes to Financial Statements
June 30, 2017 and 2016

Note 4 - Investments and Investment Return (continued)

Fair values of investments held by the Foundation are classified at June 30, 2016 as follows:

	Level 1	Level 2	Level 3	Investments Valued at NAV	Total
Equities and equity funds	\$ 60,846,855	\$ -	\$ -	\$ 33,222,102	\$ 94,068,957
Corporate bonds/fixed income funds	8,546,093	-	-	3,858,525	12,404,618
U.S. Government, agency obligations and funds	10,650,336	-	-	-	10,650,336
Money market funds and other deposits	5,807,421	-	-	-	5,807,421
Hedge funds	-	-	-	12,028,625	12,028,625
Private equity funds	-	-	-	9,182,506	9,182,506
Real assets	668,617	-	-	3,535,504	4,204,121
Global bond funds	47,726	-	-	6,583,744	6,631,470
Commodities investment trusts	149,908	-	-	-	149,908
Total	\$ 86,716,956	\$ -	\$ -	\$ 68,411,006	\$ 155,127,962

There were no transfers between levels of investments during the years ended June 30, 2017 and 2016.

In accordance with Accounting Standards Update (ASU) 2009-12, *Fair Value Measurements and Disclosures*, the following table provides the required disclosures of certain alternative investments, separate legal and primary reporting entity and that may not have a readily determinable fair value, using net asset value per share (NAV) for fair value investments:

As of June 30, 2017:

	Fair Value	Unfunded Commitments	Manager's Anticipation of Commitment Timing	Redemption Frequency	Redemption Notice Period
Equity funds (a)	\$ 33,073,573	\$ -	-	Daily and monthly Quarterly, 1 to 3 years and no liquidity	5 to 10 days and N/A
Hedge funds (b)	9,519,536	-	-	No liquidity	N/A
Private equity funds (c) *	8,579,144	3,715,379	1 to 4 years	No liquidity	N/A
Real assets (d)	5,552,404	1,600,794	1 to 5 years	No liquidity	N/A
Fixed income funds (e)	4,159,790	-	-	Monthly	30 days
Global bond funds (f)	4,046,939	-	-	Monthly	5 days
	\$ 64,931,386	\$ 5,316,173			

* Includes a commitment of \$ 2,000,000 for a fund with no invested balance as of June 30, 2017.

Note 4 - Investments and Investment Return (continued)

As of June 30, 2016:

	Fair Value	Unfunded Commitments	Manager's Anticipation of Commitment Timing	Redemption Frequency	Redemption Notice Period
Equity funds	\$ 33,222,102	\$ -	-	Daily and monthly Quarterly, 1 to 3 years and no liquidity	5 to 10 days and N/A
Hedge funds	12,028,625	-	-	No liquidity	N/A
Private equity funds	9,182,506	2,290,341	1 to 4 years	No liquidity	N/A
Real assets	3,535,504	3,662,526	1 to 5 years	No liquidity	N/A
Fixed income funds	3,858,525	-	-	Monthly	30 days
Global bond funds	<u>6,583,744</u>	<u>-</u>	-	Monthly	10 days
	<u>\$ 68,411,006</u>	<u>\$ 5,952,867</u>			

- (a) This category includes investments that pursue multiple strategies to achieve long-term capital appreciation superior to their respective benchmarks by investing in domestic, global and emerging markets.
- (b) This category includes investments with a broad range of strategies including long/short, event driven, distressed securities and merger arbitrage.
- (c) This category of funds pursues a broad range of strategies across the spectrum of the private equity market, including venture capital, leveraged buyouts, growth financing, distressed, and special situations.
- (d) This category's investment strategy is to achieve substantial growth potential, significant current income and meaningful downside protection by investing in real assets, which include oil, gas, metals and renewable energy.
- (e) This category's investment objective is to provide superior risk adjusted returns to the limited partnership interests by opportunistically investing (senior bank debt and fixed income securities) on a fully-funded basis without leverage in bank loans and bonds.
- (f) This category's investment objective includes achieving favorable income-oriented returns from a globally diversified portfolio of primarily debt or debt-like securities with the objective of preservation and enhancement of principal.

Note 5 - Pledges Receivable

The Foundation records unconditional promises to give as pledges receivable. These pledges receivable are recorded at fair value at the date of the gift, less an allowance for uncollectible pledges, if deemed necessary, and are discounted to the present value of their expected future cash flows. The allowance for uncollectible pledges is based on prior collection history and specific review of all pledges. The Foundation considered all pledges to be fully collectible; therefore, no allowance was recorded as of June 30, 2016.

As of June 30, 2017, the Foundation did not report pledges receivable. As of June 30, 2016, pledges receivable was comprised of pledges totaling \$ 124,100 less discounts of \$ 6,500.

Note 6 - Property and Equipment

At June 30, 2017 and 2016, property and equipment consists of the following:

	<u>2017</u>	<u>2016</u>
Leasehold improvements	\$ 421,357	\$ 421,357
Office equipment	130,115	131,819
Furniture and fixtures	104,219	95,083
	<u>655,691</u>	<u>648,259</u>
Less accumulated depreciation and amortization	<u>345,982</u>	<u>279,333</u>
Property and equipment, net	<u>\$ 309,709</u>	<u>\$ 368,926</u>

Note 7 - Grants Payable

The Foundation has made unconditional promises to provide funding to other organizations, as of June 30, 2017 and 2016, payable at estimated amounts as follows:

	<u>2017</u>	<u>2016</u>
Payable in less than one year	\$ 2,682,713	\$ 2,218,332
Payable in one to four years	<u>110,500</u>	<u>117,500</u>
	<u>\$ 2,793,213</u>	<u>\$ 2,335,832</u>

Note 8 - Agency Transactions

As discussed in Note 2, an agency transaction is the transfer of assets from a not-for-profit organization to establish a Fund at the Foundation whereby the not-for-profit organization specifies itself as the beneficiary of that Fund. The transfers to the Fund, related investment income (losses), fees earned, and distributions back to the not-for-profit organization are recorded as an increase or decrease to the corresponding assets and liabilities and are not included in the net assets of the Foundation.

Agency transactions during the year ended June 30, 2017 and 2016 were as follows:

	<u>2017</u>	<u>2016</u>
Agency transactions payable, beginning of year	\$ 14,953,267	\$ 17,387,988
Earnings (losses) allocated to agency accounts	2,040,966	(606,281)
Amounts received on behalf of others	8,370	160,835
Investment management fees	(94,031)	(113,409)
Management fees earned by the Foundation	(105,263)	(106,197)
Distributions to agencies	<u>(394,763)</u>	<u>(1,769,669)</u>
Agency transactions payable, end of year	<u>\$ 16,408,546</u>	<u>\$ 14,953,267</u>

Note 9 - Commitments

Lease Commitment: The Foundation entered into a one hundred twenty-four (124) month lease agreement for office space, commencing December 1, 2011. The lease provides for base lease payments of \$16,848 per month, plus the Foundation's share of common area maintenance/operating expenses through November 2013. In December 2013, the base lease payment increased to \$20,016 per month and escalates thereafter annually by approximately 2.4% for the remainder of the lease term. The lease provides for two successive renewal options of 60 months each at 95% of the fair market value, at the time of renewal, for the first year and annual increases thereafter by the greater of 3% or the increase in the consumer price index. Rent expense for the years ended June 30, 2017 and 2016 was approximately \$301,000 and \$294,000, respectively.

Rent expense is recognized on a straight-line basis. The difference between the base rent payments made and the amount of rent expense recognized is included in accrued expense and totaled, in the aggregate, at June 30, 2017 and 2016, approximately \$124,000 and \$138,000, respectively.

The Foundation is presently committed to approximate base minimum lease payments under the terms of the operating lease as follows:

Year Ending June 30,	Amount
2018	\$ 262,000
2019	268,000
2020	275,000
2021	281,000
2022	213,000
Total	\$ <u>1,299,000</u>

Funding Commitments: The Foundation has entered into various separate funding commitments on certain alternative investments. The remaining commitment as of June 30, 2017 and 2016 is approximately \$5,316,000 and \$5,953,000, respectively.

Note 10 - Liabilities Under Split-Interest Agreements

Split-interest agreements are arrangements where a donor gives an investment to the Foundation and the Foundation pays a beneficiary selected by the donor an annual amount as specified by the terms of the agreement. Split-interest agreements at the Foundation are charitable gift annuities. The Foundation records the liability due to the beneficiaries of charitable gift annuities at net present value using discount rates determined by investment managers based upon actuarial tables, which this year ranged from 1.0% to 5.2%.

As of June 30, 2017, the Foundation reported approximately \$1,889,000 in assets held under split-interest agreements (\$1,889,000 level 1 as described in Note 4) and recognized net investment gains of approximately \$47,000 from split-interest agreements during the fiscal year ended June 30, 2017.

Note 10 - Liabilities Under Split-Interest Agreements (continued)

As of June 30, 2016, the Foundation reported approximately \$ 585,000 in assets held under split-interest agreements (\$ 585,000 level 1 as described in Note 4) and recognized net investment gains of approximately \$ 15,000 from split-interest agreements during the fiscal year ended June 30, 2016.

The State of Florida requires that the Foundation maintains assets equal to at least 110% of the sum of the reserves on outstanding gift annuity agreements in order to collateralize the charitable gift annuities. Reserves are calculated as the net present value of future guaranteed payments to beneficiaries using the same discount rates noted above. The Foundation is required to segregate these assets as separate and distinct accounts and not use these assets for any purpose other than the annuity benefits. In addition, the state also requires the Foundation to meet investment guidelines for the annuities.

Note 11 - Retirement Plan

The Foundation offers a 401(k) "Safe Harbor" retirement plan, to which employees make pre-tax contributions subject to limits imposed by the Internal Revenue Service. The Foundation provides for a match of 100% of the employees' first 3% elective contributions and 50% of the next 2% elective contributions. Employees must attain age twenty-one and complete one-year of service to be eligible for matching contributions. Total expense for the years ended June 30, 2017 and 2016 was approximately \$ 35,000 and \$ 38,000, respectively.

Note 12 – Income Taxes

The Foundation is a nonprofit corporation exempt from federal income taxes under Internal Revenue Code Section 501(a) as an organization described in Section 501(c)(3), with the exception of any unrelated business income. Management has evaluated the unrelated business income tax implications and believes that the effects, if any, are immaterial to the Foundation's financial statements. Accordingly, no provision for income taxes has been made.