Community Foundation of the Lowcountry Inc. & Supporting Organization

Combined Financial Statements

For the years ended
June 30, 2019 and 2018

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of The Community Foundation of the Lowcountry, Inc. & Supporting Organization Hilton Head Island, South Carolina

We have audited the accompanying financial statements of Community Foundation of the Lowcountry, Inc. (a nonprofit organization) & Supporting Organization, which are comprised of the combined statement of financial position as of June 30, 2019 and 2018, and the related combined 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 audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Community Foundation of the Lowcountry, Inc. & Supporting Organization as of June 30, 2019 and 2018, and the changes in their net assets and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Lucas & Associates CPAs, P.C.

Savannah, Georgia October 17, 2019

ucas + associates CPAS, P.C.

Community Foundation of the Lowcountry, Inc. & Supporting Organization Combined Statements of Financial Position As of June 30,

	2019	2018
Assets		
Cash and cash equivalents	3,147,106	2,291,776
Pledges and grants receivable, net	256,821	229,927
Assets held - charitable remainder trusts	2,154,299	2,153,731
Investments	63,159,201	63,928,932
Capital Counsel Investments	1,527,330	1,771,573
Property and equipment, net	367,037	402,868
Other assets	7,135	3,540
Total Assets	70,618,929	70,782,347
Liabilities and net assets Accounts payable and accrued expenses Grants payable Annuities payable Funds held for others - agency funds Total Liabilities	83,349 1,073,112 1,578,939 3,753,441 6,488,841	123,656 1,037,118 1,643,745 3,760,897 6,565,416
Net assets without donor restrictions	64,130,088	64,216,931
Net assets with donor restrictions	0	0
Total Net Assets	64,130,088	64,216,931
Total liabilities and net assets	70,618,929	70,782,347

Community Foundation of the Lowcountry, Inc. & Supporting Organization Combined Statements of Activities and Change in Net Assets For the Years Ended June 30,

		2019	2018
Income-unrestricted			
Contributions received		6,421,183	5,782,426
Net realized gains/losses		(745,706)	(836,594)
Net unrealized gains/losses		1,794,788	3,805,780
Investment income		2,001,649	2,231,207
Rental income		16,095	12,650
Other		812,878	810,238
	Total Revenues	10,300,887	11,805,707
General and administrative expenses	s-unrestricted		
Grants paid		7,170,132	5,494,132
Program expenses		598,100	357,863
Salaries and benefits		1,028,240	948,800
Professional and administrative fees		1,107,793	1,108,762
Supplies and other		225,154	166,188
Fundraising		162,205	111,911
Changes in value of split interest agree	ments	87,812	(464,887)
Changes in funds held for others		(33,306)	233,603
Depreciation		41,600	39,677
	Total Expenses	10,387,730	7,996,049
Increase (decrease) in unrestricted net	assets	(86,843)	3,809,658
Increase (decrease) in net assets		(86,843)	3,809,658
Net assets beginning of year		64,216,931	60,407,273
Net assets at end of year		64,130,088	64,216,931

Community Foundation of the Lowcountry, Inc. & Supporting Organization Combined Statements of Cash Flow For the Years Ended June 30,

		2019		2018
CASH FLOWS FROM OPERATING ACTIVITIES Cash received from contributions Cash received for rental income Cash received from interest and dividend income Cash received from other Cash paid for grants Cash paid for general, program, and administrative expenses Cash paid for fundraising	\$	6,394,289 16,095 2,001,649 812,878 (7,134,138) (3,003,189) (162,205)	\$	5,692,499 12,650 2,231,207 833,617 (5,693,694) (2,609,183) (111,911)
NET CASH FLOWS FROM OPERATING ACTIVITIES		(1,074,621)		355,185
CASH FLOWS FROM INVESTING ACTIVITIES Net purchases and sales of investments NET CASH FLOWS FROM INVESTING ACTIVITIES	_	1,929,951	_	(674,775) (674,775)
CASH FLOWS FROM FINANCING ACTIVITIES				
NET CASH FLOWS FROM FINANCING ACTIVITIES		0		0
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		855,330		(319,590)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		2,291,776		2,611,366
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$	3,147,106	\$	2,291,776

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION AND PRINCIPLES OF ACCOUNTING

The combined financial statements include the accounts of the Community Foundation of the Lowcountry, Inc. ("CFL") and its Supporting Organization, the Jim and Margaret Krum Foundation, Inc., collectively referred to as the "Foundation". All balances and transactions between the two entities have been eliminated in combination.

The Hilton Head Island Foundation, LLC ("HHIF") is a wholly-owned subsidiary of the CFL.

Community Foundation of the Lowcountry, Inc. is a community foundation and is governed by a board of private citizens from its service area. The Board of Directors of Community Foundation of the Lowcountry, Inc. elects the directors and appoints the President/CEO of the Hilton Head Island Foundation, LLC. The purpose of Hilton Head Island Foundation, LLC is to accept gifts of real property on behalf of Community Foundation of the Lowcountry, Inc. and its many funds and its Supporting Organization. The purpose of Community Foundation of the Lowcountry, Inc. is to serve the charitable needs and interests of the residents of four South Carolina counties including Beaufort, Colleton, Hampton and Jasper.

The Jim and Margaret Krum Foundation, Inc. will further the CFL's exempt purposes by making grants directly to the Foundation and to organizations which are, or could be, supported by the Foundation consistent with its own charitable purposes.

BASIS OF PRESENTATION

The combined financial statements have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables, and other liabilities.

FINANCIAL STATEMENT PREPARATION

The accompanying financial statements are presented in accordance with accounting principles generally accepted in the United States of America (GAAP), as codified by the Financial Accounting Standards Board. In accordance with GAAP, the Foundation reports information regarding its net assets and activities as with donor restrictions or without donor restrictions, depending on the existence and/or nature of any external restrictions. Currently, the Foundation has no restricted assets.

ESTIMATES

The preparation of combined financial statements, in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the combined financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

INCOME TAXES

The Internal Revenue Service has determined that the Foundation is exempt from income taxes as an organization described in Section 501(c)(3) of the Internal Revenue code and is classified as a public charity under Section 170(b)(1)(A)(vi).

CASH AND CASH EQUIVALENTS

Cash and cash equivalents presented in the statements of financial position and cash flows represent cash on hand and demand deposits at financial institutions with an original maturity of three months or less.

INVESTMENTS

Investments in debt and equity securities are reported at fair market value, except for short-term highly liquid investments that have a remaining maturity at the time they are purchased of one year or less. These investments are carried at amortized cost. Included in investments are cash and cash equivalents on deposit with money managers. The fair value is estimated by external investment managers, as market values are not readily ascertainable. These estimates involve assumptions and estimation methods that are reviewed by management. Actual valuations could differ from those estimates.

Interest, dividends, and gains and losses, both realized and unrealized, on investments are included in the Combined Statements of Activities and Change in Net Assets.

CONTRIBUTIONS

Contributions are recorded at their estimated fair value and are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are designated for future periods or restricted by the donor for specific purposes are reported as temporarily restricted or permanently restricted support that increases those net asset classes.

PLEDGES RECEIVABLE

Unconditional promises to give that are expected to be received within one year are recorded at estimated net realizable value. Unconditional promises to give that are expected to be received in future years are recorded at the present value of their estimated future cash flows. The discounts on those amounts are computed using risk-free interest rates for United States government securities having maturities that correspond to the years in which the promises are expected to be received.

Amortization of discounts is included in contribution revenue. Conditional promises to give are not included as support until the conditions are substantially met.

The Foundation uses the allowance method to determine the uncollectible portion of unconditional promises to give. The allowance to uncollectible contributions is based upon management's estimates, including such factors as, overall economic conditions, current and historical loss experience, and recent contribution activity.

PROPERTY AND EQUIPMENT

Property and equipment are reported at cost, if purchased, or fair value at the date of donation. Depreciation is computed on a straight-line basis over the estimated useful life of the assets, ranging from three to twenty-five years.

GRANTS PAYABLE

Grants are recorded when specifically authorized by the Board of Directors of the Foundation and when the grant award is communicated to the grantee.

ANNUITIES PAYABLE

The Foundation has received certain unconditional promises to provide the future contributions in the form of deferred giving arrangements, including charitable remainder annuity trusts, charitable remainder unitrusts, and pooled income funds. The various deferred giving agreements stipulate the payment of stated annuity amounts, as well as the requirements for the eventual use of the principal of the donated funds.

FUNDS HELD FOR OTHERS

Funds held for others as agency funds represent component funds established by unaffiliated not-for-profit organizations for their own benefit.

DONATED ASSETS

Donated marketable securities and other noncash donations are recorded as contributions at their estimated fair values at the date of donation.

DONATED SERVICES

No amounts have been reflected in the combined financial statements for donated services. The Foundation pays for most services requiring specific expertise. However, many individuals volunteer their time and perform a variety of tasks that assist the Foundation with specific programs and various committee assignments.

NET ASSETS

The Foundation's net assets and its support and revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions using two classifications: unrestricted and temporarily restricted. Most contributions, including those with donor-imposed restrictions, are subject to the variance power established by the Foundation's governing documents. The variance power allows the Board of Directors to modify donor instructions that are incapable of fulfillment or inconsistent with the charitable needs of the community. As a result of the variance power, most contributions are classified as net assets without donor restrictions for financial statement purposes.

SPLIT-INTEREST AGREEMENTS

The Foundation administers various charitable remainder trusts and charitable lead trusts. A charitable remainder trust provides for the payment of distributions to designated beneficiaries over the trust's term (usually the designated beneficiary's lifetime). At the end of the trust's term, the remaining assets are available for the Foundation's use. Under the charitable lead trust, the Foundation receives distributions from the trust until the agreement terminates. At that time, the remaining assets of the trust are paid out to the donor or other named beneficiaries.

The fair value of the trusts' assets has been included in the Foundation's Combined Statements of Financial Position and a corresponding liability has been recorded to reflect the present value of required lifetime payments to the named beneficiaries using a discount rate of 2.6% for the years ended June 30, 2019 and 2018. A range of 2%-9% has been used in prior periods.

Also, various donors have established trusts with financial institutions, naming the Foundation as the beneficiary of these charitable remainder trusts. Under the terms of the split-interest agreements, at the time of the donor's death, the trusts terminate and trust assets are distributed to the Foundation. Based on donor life expectancy and the use of a discount rate of 2.6%, the present value of future assets expected to be received by the Foundation is included in the Foundation's Combined Statements of Financial Position. Changes in the value of the assets and amortization of the discount on the estimated present value of future benefits are included in the change in value of charitable remainder trusts in the Combined Statements of Activities and Change in Net Assets.

SPENDING POLICY

The Foundation has adopted a policy whereby it limits the amount of spending that may be utilized for grant purposes from endowments to 4.5% of the average daily balance of investments over the prior twenty quarters. However, in no event shall the distribution exceed 4.5% of the average daily balance of the last quarter. This policy enables the Foundation to preserve and strengthen its investment base for the future.

NOTE B – CONCENTRATIONS OF CREDIT RISK ARISING FROM CASH DEPOSITS IN EXCESS OF INSURED LIMITS

The Foundation maintains cash balances at some financial institutions in excess of FDIC insured limits from time to time. Based on the credit rating of these institutions, management believes there is no significant credit risk related to deposits.

NOTE C - DATE OF MANAGEMENT'S REVIEW

In preparing the financial statements, the Foundation has evaluated events and transactions for potential recognition or disclosure through October 17, 2019, the date the financial statements were available to be issued.

NOTE D - INVESTMENTS

The carrying amounts of investments at June 30th are included in the Foundation's Combined Statements of Financial Position as follows:

	2019	2018
Assets held – charitable remainder trusts	\$ 2,154,299	\$ 2,153,731
Investments	64,686,531	65,700,505
Total	\$ 66,840,830	\$ 67,854,236

Investments at June 30th are classified as follows:

	2019	2018
Marketable Equity Securities	\$ 49,707,200	\$ 51,489,760
Fixed Income	9,049,942	9,187,153
Other	8,083,688	7,177,323
Total	\$ 66,840,830	\$ 67,854,236

Net investment gains (losses) are comprised of the following for the years ending June 30th:

		2019	2018
Net realized gains/(losses)	\$	(745,706)	\$ (836,594)
Net unrealized gains/(losses)		1,794,788	3,805,780
Interest and dividend income		2,001,649	2,231,207
Total	\$ _	3,050,731	\$ 5,200,393

NOTE E – FAIR VALUE MEASUREMENT

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

<u>Level 1</u> – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Foundation has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- A. Quoted prices for similar assets or liabilities in active markets;
- B. Quoted prices for identical or similar assets or liabilities in inactive markets;
- C. Inputs other than quoted prices that are observable for the asset or liability;
- D. Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

<u>Level 3</u> – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at June 30, 2019 and 2018.

<u>Mutual Funds</u>: Value at the net asset value (NAV) of shares held by the Foundation at year end. These typically include investments in marketable equity and fixed income securities.

<u>Money Market Funds</u>: Value based on inputs derived from observable market data based on US currency.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Foundation believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth, by level, with the fair value hierarchy, the Foundation's assets at fair value:

Assets	at	Fair	Value	as of	.lune	30	2019
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	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 58,757,142	8,083,688	0	66,840,830
Money Market Funds	3,147,106	0	0	3,147,106
Total assets at fair value	\$ 61,904,248	8,083,688	0	69,987,936

Assets at Fair Value as of June 30, 2018

	Level 1		Level 2	Level 3	Total
Mutual Funds	\$ 60,863,131	\$	6,991,105	\$ 0	\$ 67,854,236
Money Market Funds	2,291,776		0	0	2,291,776
Total assets at fair value	\$ 63,154,907	\$_	6,991,105	\$ 0	\$ 70,146,012

The Foundation did not have any level 3 assets for the years ended June 30, 2019 and 2018.

NOTE F - PLEDGES AND GRANTS RECEIVABLE

The Foundation's pledges and grants receivable consist of the following as of June 30th:

		2019		2018
Receivable in less than one year	\$	0	\$	0
Receivable in one to five years		0		0
Receivable in six or more years		300,000		300,000
Pledges receivable, gross	<u>-</u>	300,000	_	300,000
Less: discount	_	(160,000)		(160,000)
Pledges receivable, net	_	140,000		140,000
Grants receivable		116,821		89,927
Pledges and Grants receivable, net	\$	256,821	\$	229,927

NOTE G - FIXED ASSETS

Property and equipment consist of the following at June 30th:

	 2019	_	2018
Land	\$ 160,000	\$	160,000
Building	944,608		944,608
Furniture and equipment	115,609		109,840
Total property and equipment	 1,220,217	_	1,214,448
Less: accumulated depreciation	 (853,180)	_	(811,580)
Property and equipment, net	\$ 367,037	\$	402,868

NOTE H – OPERATING LEASES

The Foundation leases office space to various tenants at various terms with a cumulative annual rental revenue of \$16,095 for the year ended June 30, 2019 and \$12,650 for the year ended June 30, 2018.

The Foundation leases various office equipment from three organizations with payments ranging from approximately \$1,563 to \$13,056 annually, expiring at various times through June 2019.

Lease expense for the years ended June 30, 2019 and 2018 amounted to approximately \$22,247 and \$22,247 respectively.

NOTE I - EMPLOYEES' RETIREMENT SAVINGS PLAN

The Foundation sponsors a defined contribution retirement savings plan for all regular, full-time employees who are twenty-one years of age and have completed one year of service. Under the plan, employees may contribute up to 15% of their annual compensation. Participants over the age of 50 are eligible to make additional catch up contributions. The Foundation may also

contribute a discretionary amount of the participants' compensation each year. The Foundation contributed approximately \$28,092 and \$30,261 to the plan during the years ending June 30, 2019 and 2018, respectively.

NOTE J – FUND CLASSIFICATION

The activities and balances of the Foundation are classified for internal purposes into the following groups:

<u>Unrestricted (Discretionary)</u> – The Foundation's Unrestricted Funds are not designated for a specific charitable beneficiary. These funds are disbursed at the discretion of the Foundation's Board of Directors in response to requests from nonprofit organizations and based on an assessment of the most pressing needs. Unrestricted funds are also used to pay administrative expenses.

<u>Field-of-Interest</u> – Field-of-Interest Funds have been created to support a specific field-of-interest, such as health or education, or a specific geographic area, such as Jasper County or the Greater Bluffton Community. The funds created by giving circles are also funds of this type.

<u>Donor-Advised</u> – Donor-Advised Funds are created by donors who wish to remain active in their philanthropy and have access to the Foundation's professional advice and management. Donors may suggest charitable distributions from funds they have established, although the Foundation's Board of Directors has final authority to approve or deny all such grants. Technically, donor-advised funds are a type of unrestricted fund.

<u>Designated</u> – Designated funds have been established by a donor to provide grants to a specific charitable agency or for a specific charitable purpose. The Board of Directors accepts the donor's designation as long as the agency or purpose continues to serve the public interest. Scholarship funds and project funds are included in this category.

ADDITIONAL INFORMATION – Most fund types may be established either as endowed or non-endowed funds. Endowed funds are intended to be permanent funds and are subject to the Foundation's spending policy. Non-endowed funds are intended to be spent down over time, and are 100% spendable. Scholarship funds generally must be endowed funds.

At June 30th, the balances of these internally imposed restrictions were:

	_	2019	2018
Net Assets – spendable	\$	21,934,774 \$	22,534,109
Net Assets – accumulated earnings		3,977,588	4,359,028
Net Assets – nonspendable endowment		38,217,726	37,323,794
Total net assets	_	64,130,088	64,216,931

NOTE K - INTERNAL FEES CHARGED TO FUNDS

The Foundation enters into agreements with donors when a fund is established that includes an internal administrative fee. The current fee schedules range from 0.75% to 2.5% of annual average daily balance of the market value of the fund based on the type of fund and services required. Minimum administrative fee is \$200 annually.

NOTE L – EXPENSES BY BOTH NATURAL AND FUNCTIONAL CLASSIFICATION – FOR THE YEAR ENDED JUNE 30, 2019

_	Programs					
	Donor Advised Funds	Field of Interest Funds	Other Funds & Programs	Program Subtotals		
Salaries & Benefits	0	4,658	200,900	205,559		
Grants	2,813,504	1,824,110	2,911,350	7,548,964		
Supplies and travel	0	3,563	36	3,599		
Professional fees	168,375	735,452	19,461	923,288		
Office and Occupancy	0	0	1,173	1,173		
Fundraising/Development	0	150,737	131,014	281,751		
Total Expenses	2,981,879	2,718,520	3,263,935	8,964,334		

	Supporting Activities					
	Management & General	Fund- Raising	Supporting Subtotal	Total Expenses		
Salaries & Benefits	449,408	373,272	822,681	1,028,240		
Grants	7,300	0	7,300	7,556,264		
Supplies and travel	23,778	0	23,778	27,376		
Professional fees	171,591	12,914	184,505	1,107,793		
Office and Occupancy	238,206	0	238,206	239,378		
Fundraising/Development	0	146,927	146,927	428,679		
Total Expenses	890,283	533,114	1,423,396	10,387,730		

The allocation to Program for Salaries and Benefits is figured on 75% of the total salaries and benefits for the three Program staff. The remainder is Management and General Expenses. 100% of the Development and Donor Services three staff and 50% of the CEO salaries and benefits are allocated to Fundraising. Finance and Marketing are allocated to the Management and General Expenses. Donor Advised Funds and Field of Interest funds are split from the total as more than 50% or grant making falls into those two fund types.

NOTE M – LIQUIDITY

The majority of the Foundation's assets consist of investments in marketable securities. A material portion of these investments are readily tradeable and therefore very liquid assets. The Foundation has more than six times its typical annual expenditures in investments. Most contributions received by the Foundation, including those with donor-imposed restrictions, are subject to the variance power established by the Foundation's governing documents. Because of this variance power, contributions are classified as net assets without donor restrictions for financial statement purposes and the Foundation's investments are therefore available to meet its liquidity needs.