

**COMMUNITY FOUNDATION
OF ST. JOSEPH COUNTY, INC.**

CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2017 and 2016

COMMUNITY FOUNDATION OF ST. JOSEPH COUNTY, INC.
South Bend, Indiana

CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017 and 2016

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INDEPENDENT AUDITOR'S REPORT

Board of Directors
Community Foundation of St. Joseph County, Inc.
South Bend, Indiana

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Community Foundation of St. Joseph County, Inc., which comprise the consolidated statements of financial position as of June 30, 2017 and 2016, and the related consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements.

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

(Continued)

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Community Foundation of St. Joseph County, Inc. 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.

Crowe Horwath LLP

Crowe Horwath LLP

South Bend, Indiana
September 7, 2017

COMMUNITY FOUNDATION OF ST. JOSEPH COUNTY, INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
June 30, 2017 and 2016

	<u>2017</u>	<u>2016</u>
ASSETS		
Cash and cash equivalents	\$ 5,127,290	\$ 7,405,167
Investments (Note 2)	166,156,159	146,277,519
Pledges and grants receivable (Note 3)	2,191,581	707,456
Deferred contribution receivable (Note 4)	<u>-</u>	<u>39,891</u>
	<u>\$ 173,475,030</u>	<u>\$ 154,430,033</u>
LIABILITIES AND NET ASSETS		
Liabilities		
Grants payable	\$ 2,718,050	\$ 1,850,534
Accounts payable	10,861	12,566
Deferred gift liabilities (Note 5)	1,248,717	1,020,969
Funds held as agency endowments (Note 7)	<u>21,497,763</u>	<u>19,284,136</u>
Total liabilities	25,475,391	22,168,205
Net assets		
Unrestricted		
Non-endowed funds	15,820,377	15,424,942
Board designated endowment funds (Note 12)	<u>129,987,681</u>	<u>116,089,539</u>
Total unrestricted net assets	145,808,058	131,514,481
Temporarily restricted (Note 1)	<u>2,191,581</u>	<u>747,347</u>
Total net assets	<u>147,999,639</u>	<u>132,261,828</u>
	<u>\$ 173,475,030</u>	<u>\$ 154,430,033</u>

See accompanying notes to consolidated financial statements.

COMMUNITY FOUNDATION OF ST. JOSEPH COUNTY, INC.
CONSOLIDATED STATEMENT OF ACTIVITIES
Year ended June 30, 2017 (with comparative 2016 totals)

	2017			2016
	Unrestricted	Temporarily Restricted	Total	Total
Revenue and support				
Contributions and grants	\$ 10,866,451	\$ 1,818,277	\$ 12,684,728	\$ 3,020,531
Investment income (Note 2)	1,192,813	-	1,192,813	1,260,021
Realized gains	3,499,420	-	3,499,420	4,380,254
Unrealized gain (loss) on investments	13,196,013	-	13,196,013	(7,352,125)
Gain (Loss) on life income agreements	31,973	-	31,973	(103,579)
	<u>28,786,670</u>	<u>1,818,277</u>	<u>30,604,947</u>	<u>1,205,102</u>
Adjustment for effect of agency endowments (Note 7)	(2,805,290)	-	(2,805,290)	341,650
Net assets released from restrictions	374,043	(374,043)	-	-
Total revenue and support	<u>26,355,423</u>	<u>1,444,234</u>	<u>27,799,657</u>	<u>1,546,752</u>
Expenses				
Program expenses				
Program grants				
Youth and education	5,177,878	-	5,177,878	2,093,681
Health and human services	5,155,444	-	5,155,444	2,076,572
Parks and recreation	448,102	-	448,102	63,016
Arts and culture	2,757,639	-	2,757,639	1,235,090
Religious	120,129	-	120,129	79,296
Community development and civic affairs	2,480,332	-	2,480,332	618,484
Less: interfund program grants	<u>(4,752,887)</u>	<u>-</u>	<u>(4,752,887)</u>	<u>(962,615)</u>
Net program grants	11,386,637	-	11,386,637	5,203,524
Adjustment for grants applicable to agency endowments (Note 7)	(591,663)	-	(591,663)	(501,689)
Total program expenses	<u>10,794,974</u>	<u>-</u>	<u>10,794,974</u>	<u>4,701,835</u>
General and administrative (Note 8)				
General administration	671,920	-	671,920	643,675
Program support services	420,147	-	420,147	357,374
Fundraising and development	<u>174,805</u>	<u>-</u>	<u>174,805</u>	<u>135,399</u>
Total general and administrative expenses	<u>1,266,872</u>	<u>-</u>	<u>1,266,872</u>	<u>1,136,448</u>
Total expenses	<u>12,061,846</u>	<u>-</u>	<u>12,061,846</u>	<u>5,838,283</u>
Changes in net assets	14,293,577	1,444,234	15,737,811	(4,291,531)
Net assets at beginning of year	<u>131,514,481</u>	<u>747,347</u>	<u>132,261,828</u>	<u>136,553,359</u>
Net assets at end of year	<u>\$ 145,808,058</u>	<u>\$ 2,191,581</u>	<u>\$ 147,999,639</u>	<u>\$ 132,261,828</u>

See accompanying notes to consolidated financial statements.

COMMUNITY FOUNDATION OF ST. JOSEPH COUNTY, INC.
CONSOLIDATED STATEMENT OF ACTIVITIES
Year ended June 30, 2016

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Total</u>
Revenue and support			
Contributions and grants	\$ 2,963,444	\$ 57,087	\$ 3,020,531
Investment income (Note 2)	1,260,021	-	1,260,021
Realized gains	4,380,254	-	4,380,254
Unrealized losses on investments	(7,352,125)	-	(7,352,125)
Loss on life income agreements	<u>(103,579)</u>	<u>-</u>	<u>(103,579)</u>
	1,148,015	57,087	1,205,102
Adjustment for effect of agency endowments (Note 7)	341,650	-	341,650
Net assets released from restrictions	<u>570,993</u>	<u>(570,993)</u>	<u>-</u>
Total revenue and support	<u>2,060,658</u>	<u>(513,906)</u>	<u>1,546,752</u>
Expenses			
Program expenses			
Program grants			
Youth and education	2,093,681	-	2,093,681
Health and human services	2,076,572	-	2,076,572
Parks and recreation	63,016	-	63,016
Arts and culture	1,235,090	-	1,235,090
Religious	79,296	-	79,296
Community development and civic affairs	618,484	-	618,484
Less: interfund program grants	<u>(962,615)</u>	<u>-</u>	<u>(962,615)</u>
Net program grants	5,203,524	-	5,203,524
Adjustment for grants applicable to agency endowments (Note 7)	<u>(501,689)</u>	<u>-</u>	<u>(501,689)</u>
Total program expenses	4,701,835	-	4,701,835
General and administrative (Note 8)			
General administration	643,675	-	643,675
Program support services	357,374	-	357,374
Fundraising and development	<u>135,399</u>	<u>-</u>	<u>135,399</u>
Total general and administrative expenses	<u>1,136,448</u>	<u>-</u>	<u>1,136,448</u>
Total expenses	<u>5,838,283</u>	<u>-</u>	<u>5,838,283</u>
Changes in net assets	(3,777,625)	(513,906)	(4,291,531)
Net assets at beginning of year	<u>135,292,106</u>	<u>1,261,253</u>	<u>136,553,359</u>
Net assets at end of year	<u>\$ 131,514,481</u>	<u>\$ 747,347</u>	<u>\$ 132,261,828</u>

See accompanying notes to consolidated financial statements.

COMMUNITY FOUNDATION OF ST. JOSEPH COUNTY, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years ended June 30, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Cash flows from operating activities		
Change in net assets	\$ 15,737,811	\$ (4,291,531)
Adjustments to reconcile change in net assets to net cash from operating activities:		
Realized gains on investments	(3,499,420)	(4,380,254)
Unrealized (gains) losses on investments	(13,196,013)	7,352,125
Deferred gift contracts	104,274	(125,855)
Change in assets and liabilities:		
Pledges and grants receivable	(1,484,125)	464,490
Deferred contribution receivable	39,891	49,416
Other assets	-	5,000
Grants payable	867,516	(730,096)
Accounts payable	(1,705)	(4,000)
Funds held as agency endowments	<u>2,213,627</u>	<u>(843,339)</u>
Net cash from operating activities	781,856	(2,504,044)
 Cash flows from investing activities		
Investment purchases, interest and dividends	(25,709,959)	(44,520,418)
Investment sales and investment fees	22,526,752	47,922,907
Proceeds from sale of real estate held for sale	-	<u>607,524</u>
Net cash from investing activities	<u>(3,183,207)</u>	4,010,013
 Cash flows from financing activities		
Deferred gift payments	<u>123,474</u>	<u>116,673</u>
Net cash from financing activities	<u>123,474</u>	<u>116,673</u>
 Net change in cash	 (2,277,877)	 1,622,642
Cash and cash equivalents at beginning of year	<u>7,405,167</u>	<u>5,782,525</u>
 Cash and cash equivalents at end of year	 <u>\$ 5,127,290</u>	 <u>\$ 7,405,167</u>

See accompanying notes to consolidated financial statements.

COMMUNITY FOUNDATION OF ST. JOSEPH COUNTY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017 and 2016

NOTE 1 - NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities: The Community Foundation of St. Joseph County, Inc. (the "Foundation") provides grants to various organizations in the St. Joseph County, Indiana community to help foster and promote public, charitable, arts and culture, and educational activities.

Basis of Consolidation: These financial statements represent the consolidated activity of the Foundation and its affiliates, The Cressy Foundation, Inc. (established September 1996), and the Jon and Sonja Laidig Foundation, Inc. (established December 1997).

Basis of Accounting: The consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Basis of Presentation: The Foundation reports information regarding its financial position and activities in two classes of net assets: unrestricted and temporarily restricted net assets. No permanently restricted net assets existed at June 30, 2017 and 2016. The terms are defined below:

- **Unrestricted Net Assets:** This category of net assets includes two distinct types of unrestricted net assets. Unrestricted net assets classified as Non-Endowed Funds includes unrestricted contributions and expenses to support community activities and operations at the discretion of the Foundation's Board of Directors.

Unrestricted net assets classified as Board Designated Endowment Funds includes funds received that are donor designated for perpetuity but for which variance power has been granted to the Foundation. The Foundation plans to follow the donor restrictions of each contributor. However, the Foundation has the legal right to modify any restriction or condition on the distribution of funds for any specific charitable purpose if, in the opinion of a majority of the Foundation's Board of Directors, such restriction or contributions become unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the citizens of St. Joseph County, Indiana.

- **Temporarily Restricted Net Assets:** This category of net assets includes funds received with donor imposed purpose or time restrictions which are of a temporary nature. At June 30, 2017 and 2016, temporarily restricted net assets consist of pledges receivable and deferred contributions receivable, which are restricted by time.

Cash and Cash Equivalents: The Foundation considers highly liquid investments not held by a trustee to be cash and cash equivalents. Cash and cash equivalents consist of bank deposits in accounts that are federally insured up to \$250,000 and short term investments.

Investments: All investments are valued at their fair value in the consolidated statements of financial position. The estimated fair value of alternative investments at June 30, 2017 and 2016 is based on valuations provided by the external investment managers as of the date of their most recent investment statements, as of March 31, 2017 and 2016, respectively, adjusted for cash receipts, cash disbursements, and income/expenses through the fiscal year end. See Notes 2 and 11 for additional information on the nature of the Foundation's investments.

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COMMUNITY FOUNDATION OF ST. JOSEPH COUNTY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017 and 2016

NOTE 1 - NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Pledges Receivable: Pledges receivable represent the remaining balance of unconditional promises to give that have not yet been paid. Conditional promises to give are recognized only when the conditions on which they depend are substantially met and the promises become unconditional. See Note 3 for additional information.

Grants: Grants are charged to operations and recognized as liabilities when authorized by the Board of Directors, regardless of the year in which they are paid. Interfund program grants represent a grant from one Foundation fund to another.

Contributions: The Foundation records contributions (including promises to give) when the contribution is deemed unconditional.

Gifts of cash and other assets that are received with donor stipulations that limit the use of the donated asset are reported as unrestricted support if the funds are received and expended within the same year. When the intent of the donor is that gifts of cash and other assets are to remain in perpetuity and since the Foundation is granted variance power, the gift is reported as an unrestricted board designated endowment fund. When donor restrictions expire (when a stipulated time restriction ends or due to variance power granted to the Foundation or program restriction is accomplished), temporarily restricted net assets are released to unrestricted and the release is reported in the consolidated statement of activities as net assets released from restrictions.

Donated securities are recorded as contributions equal to the fair value of the security on the date of the gift.

Net Assets Released from Restrictions: Net assets are released from restriction by occurrence of other events specified by agreements. Net assets released from restriction during 2017 and 2016, consisted primarily of cash receipts on pledges receivable and deferred contribution receivable.

Functional Allocation of Expenses: The costs of operating the Foundation have been summarized based on program expenses, including charitable grants to community organizations, general administration, program support services, and fundraising and development. Allocations are based on management's time and services estimates.

Fair Value of Financial Instruments: As of June 30, 2017 and 2016, the carrying amounts of cash and cash equivalents and grants and accounts payable approximate fair value because of the relatively short maturities of these financial instruments. The fair value of other financial instruments, including investments and the deferred contribution receivable, are disclosed more fully in Note 11.

Accounting Estimates: The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure 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.

(Continued)

COMMUNITY FOUNDATION OF ST. JOSEPH COUNTY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017 and 2016

NOTE 1 - NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Tax Status: The Community Foundation of St. Joseph County, Inc. and its affiliates are exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and are not considered to be private foundations. Accordingly, no provision has been made for federal income taxes.

The Foundation has evaluated its tax positions and determined there are no uncertain tax positions. A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded.

The Foundation recognizes interest and/or penalties related to income tax matters in income tax expense. The Foundation did not have any amounts accrued for interest and penalties at June 30, 2017 and 2016.

Due to its tax-exempt status, the Foundation is not subject to U.S. federal income tax or state income tax. The Foundation is no longer subject to examination by U.S. federal taxing authorities for years before 2014 and for all state income taxes through 2014. The Foundation does not expect the total amount of unrecognized tax benefits to significantly change in the next 12 months.

Recently Issued But Not Yet Effective Accounting Standards:

In August 2016, the FASB issued ASU 2016-14- *Not-For-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities*. The amendment addresses numerous aspects of financial reporting for not-for-profit (NFP) entities. In particular, the ASU simplifies and improves how a NFP classifies net assets, as well as the information it presents in financial statements and notes about liquidity, financial performance, and cash flows. The amendments in the ASU are effective for annual financial statements issued for fiscal years beginning after December 15, 2017, and for interim periods within fiscal years beginning after December 15, 2018. Management is evaluating the impact of adopting this new accounting standard on our financial statements.

Subsequent Events: Management has performed an analysis of the activities and transactions subsequent to June 30, 2017 to determine the need for any adjustments to and/or disclosures within the consolidated financial statements for the year ended June 30, 2017. Management has performed their analysis through September 7, 2017, the date the financial statements were available to be issued.

(Continued)

COMMUNITY FOUNDATION OF ST. JOSEPH COUNTY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017 and 2016

NOTE 2 - INVESTMENTS

Investments consist of the following at June 30:

	<u>2017</u>	<u>2016</u>
Mutual funds – multi-asset	\$ 137,208,814	\$ 116,401,172
Private equity and real estate funds	25,093,961	26,110,291
Equity mutual funds	3,158,884	3,071,556
Land held for sale	<u>694,500</u>	<u>694,500</u>
	<u>\$ 166,156,159</u>	<u>\$ 146,277,519</u>

Investment income has been recorded net of related investment expenses. Investment management expenses were \$620,331 and \$643,434 for 2017 and 2016, respectively.

Investments are carried at fair value, as disclosed in Note 11. Investment securities are exposed to various risks, such as interest rate, market, liquidity, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would result in material changes in the fair value of investments and net assets of the Foundation.

NOTE 3 - PLEDGES AND GRANTS RECEIVABLE

Unconditional promises to give are included in the consolidated financial statements as pledges and grants receivable and revenue of the appropriate net asset category. Management has not recorded an allowance for uncollectible accounts or a discount for present value effect based on future anticipated collection dates because management believes they are not material to the consolidated financial statements.

Pledges and grants receivable are expected to be realized, presented by fiscal year end June 30, in the following periods:

	<u>2017</u>	<u>2016</u>
Currently due or due in one year or less	\$ 1,922,581	\$ 407,662
Between one year and five years	269,000	299,794
More than five years	<u>-</u>	<u>-</u>
	<u>\$ 2,191,581</u>	<u>\$ 707,456</u>

NOTE 4 - DEFERRED CONTRIBUTION RECEIVABLE

The Foundation is the beneficiary of certain Charitable Lead Trusts in which quarterly payments are to be received over the stated trust period. The payments are equal to 8% of the market value of each trust. The Foundation's portion of the fair value of the underlying assets of the trust is recorded as a receivable in temporarily restricted net assets and has been discounted based upon current discount rates. As of June 30, 2017 and 2016, the present value of these payments was \$0 and \$39,891, respectively, using a discount rate of 2.4% and 1.8%, for 2017 and 2016, respectively.

(Continued)

COMMUNITY FOUNDATION OF ST. JOSEPH COUNTY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017 and 2016

NOTE 5 - DEFERRED GIFT LIABILITIES

The Foundation has received amounts from individuals under various annuity agreements (life income agreements) which require the Foundation to pay the donors varying amounts during their lifetime. As of June 30, 2017 and 2016, the present value of these payments was \$1,248,717 and \$1,020,969, respectively, using a discount rate of 2.4% and 1.8%, for 2017 and 2016, respectively.

NOTE 6 - LINE OF CREDIT

The Foundation has an unsecured \$1,000,000 bank line of credit that was entered into on July 10, 2010 and is scheduled to expire on September 30, 2017. The line of credit bears interest at the prime rate less 0.25% (3.75% at June 30, 2017). No amounts were outstanding on the line of credit at June 30, 2017 or 2016.

NOTE 7 - FUNDS HELD AS AGENCY ENDOWMENTS

Pursuant to U.S. GAAP, the Foundation holds certain funds for other organizations and recognizes the related liability as "funds held as agency endowments" in the consolidated statements of financial position. All specific revenues and expenses shown on the consolidated statement of activities are presented on a gross basis. The "adjustment for effect of agency endowments" line under the revenue and support section represents contributions and grants, investment income, realized gains, and unrealized gains (losses) applicable to investments held by the Foundation as agency endowments. The "adjustment for grants applicable to agency endowments" line under program expenses represents program grants paid from investments held by the Foundation as agency endowments.

NOTE 8 - GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses reported in the consolidated statement of activities consist of the following at June 30:

	<u>2017</u>	<u>2016</u>
Salaries and related expenses	\$ 988,589	\$ 836,590
Professional fees	27,836	23,520
Rent and parking	73,711	73,711
Office expense and other related costs	<u>176,737</u>	<u>202,627</u>
	<u>\$ 1,266,873</u>	<u>\$ 1,136,448</u>

(Continued)

COMMUNITY FOUNDATION OF ST. JOSEPH COUNTY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017 and 2016

NOTE 9 - LEASE

The Foundation leases office space under an operating lease through December 2017. Under the lease agreement, monthly payments were \$5,943 until the end of the lease term. Rent expense, including parking, was \$73,711 for 2017 and 2016.

Future minimum lease payments under the lease agreement, presented by fiscal year end June 30, are as follows:

2018	\$ <u>35,655</u>
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NOTE 10 - RETIREMENT PLAN

The Foundation has a 403(b) retirement plan covering substantially all employees. The annual contribution is equal to 8% of qualifying employees' annual compensation for the years ended June 30, 2017 and 2016. Total contributions to the plan were \$61,119 and \$51,464 for the years ended June 30, 2017 and 2016, respectively. In addition, the Foundation has a 457(b) retirement plan with total contributions to the plan totaling \$18,000 for the years ended June 30, 2017 and 2016.

NOTE 11 - FAIR VALUE OF FINANCIAL INSTRUMENTS

U.S. GAAP defines fair value as the price that would be received for an asset or paid to transfer a liability (an exit price) in the Foundation's principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

This guidance establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability, or significant restrictions on an entity's ability to redeem an investment at a stated net asset value.

In many cases, a valuation technique used to measure fair value includes inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

(Continued)

COMMUNITY FOUNDATION OF ST. JOSEPH COUNTY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2017 and 2016

NOTE 11 - FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

The Foundation's assets measured at fair value on a recurring basis are summarized below:

	<u>Fair Value Measurements at June 30, 2017</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>NAV*</u>	<u>Total</u>
Investments:				
Mutual funds – multi-asset	\$ 137,208,814	\$ -	\$ -	\$ 137,208,814
Equity mutual funds	3,158,884	-	-	3,158,884
Land held for sale	-	694,500	-	694,500
Private equity and real estate funds	-	-	<u>25,093,961</u>	<u>25,093,961</u>
Total investments	<u>140,367,698</u>	<u>694,500</u>	<u>25,093,961</u>	<u>166,156,159</u>
Deferred contribution receivable	-	-	-	-
Totals	<u>\$ 140,367,698</u>	<u>\$ 694,500</u>	<u>\$ 25,093,961</u>	<u>\$ 166,156,159</u>

	<u>Fair Value Measurements at June 30, 2016</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>NAV*</u>	<u>Total</u>
Investments:				
Mutual funds – multi-asset	\$ 116,401,172	\$ -	\$ -	\$ 116,401,172
Equity mutual funds	2,701,044	370,512	-	3,071,556
Land held for sale	-	694,500	-	694,500
Private equity and real estate funds	-	-	<u>26,110,291</u>	<u>26,110,291</u>
Total investments	<u>119,102,216</u>	<u>1,065,012</u>	<u>26,110,291</u>	<u>146,277,519</u>
Deferred contribution receivable	-	-	<u>39,891</u>	<u>39,891</u>
Totals	<u>\$ 119,102,216</u>	<u>\$ 1,065,012</u>	<u>\$ 26,150,182</u>	<u>\$ 146,317,410</u>

As of June 30, 2017 and 2016, there were no significant transfers in and out of Level 1 and Level 2 fair value measurements.

* Investments measured at fair value using net asset value per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table for such investments are intended to permit reconciliation of the fair value hierarchy to the investments at fair value line item presented in the statement of net assets available for benefits.

(Continued)

NOTE 11 - FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

Inputs and Valuation Techniques:

The fair values of the investments in mutual funds – multi-asset funds are readily marketable and are determined by obtaining quoted prices on recognized securities exchanges (Level 1 inputs). The fair value of the investments in various equity mutual funds that are readily marketable are determined by obtaining quoted prices on recognized securities exchanges (Level 1 inputs) or by using quoted market prices of similar securities (Level 2 inputs – market approach).

The fair value of land was determined by management through consultations with real estate counsel. The estimate of fair value is derived using appraisals or quoted market prices for similar assets or other market data (Level 2 inputs – market approach). Adjustments are routinely made to adjust for differences between the comparable sales and income data available however it is not anticipated that these differences would be significant.

For the private equity and real estate funds, the investment fund managers have developed an internal model for pricing these investments. Information such as historical and current performance of the underlying assets, cash flow projections, liquidity and credit premiums required by a market participant, and financial trend analysis with respect to the individual fund manager, is utilized in determining individual security valuations. Due to current market conditions as well as the limited trading activity of these securities, the market value of the securities is highly sensitive to assumption changes and market volatility.

The fair value of the deferred contribution receivable (beneficial interest in charitable lead trust) is based on a valuation model that calculates the present value of estimated distributed income over the stated trust period. The valuation model incorporates assumptions that market participants would use in estimating future distributed income. The Foundation is able to compare the valuation model inputs and results to widely available published industry data for reasonableness, but due to the terms and provisions of the trust agreement, the beneficial interest in the trust may not be fully redeemed at its estimated fair value (Level 3 inputs – income approach).

Description of Alternative Investments and Liquidity:

As of June 30, 2017 and 2016, the Foundation's investments in private equity and real estate were comprised of approximately 30 individual holdings. These holdings consisted of limited liability companies (LLC) and limited partnerships (LP), and can be categorized into five industries or types: U.S. private equity, U.S. venture capital, diversified private equity, international private equity, and private real estate:

- U.S. private equity partnerships are primarily investments in other partnerships for purposes of, but not limited to, consumer related, media and communications, life sciences and software and technology sectors, operating primarily in the United States.
- U.S. venture capital limited partnerships invest in private partnerships, typically with a focus on, but not limited to, information technologies, media and communications, and life sciences companies.
- Diversified private equity investments are primarily focused on private partnerships, and venture capital. These investments are generally in support of consolidations, re-capitalizations, spin-offs and management buyouts. Other areas of focus are, but not limited to, seed and early stage technologies, healthcare, biotechnology and telecommunication companies.

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COMMUNITY FOUNDATION OF ST. JOSEPH COUNTY, INC.
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NOTE 11 - FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

- International private equity investments are primarily focused on foreign venture capital and private equity investments. These investments generally support consolidations, re-capitalizations, spin-offs and management buyouts. Other investment opportunities may include but are not limited to information technologies, media and communications, and life sciences sectors.
- Private real estate investments are investments in private partnerships, typically with investments in offices, multi-family, industrial and retail properties. Investment strategies can vary from core to value-added to more opportunistic approaches.

The alternative investment balances by type are as follows as of June 30:

	<u>2017</u>	<u>2016</u>
U.S. private equity	\$ 2,215,370	\$ 2,707,820
U.S. venture capital	3,119,457	3,719,944
Diversified private equity	13,993,370	12,388,885
International private equity	1,215,465	1,698,769
Private real estate	<u>4,550,299</u>	<u>5,594,873</u>
	<u>\$ 25,093,961</u>	<u>\$ 26,110,291</u>

These alternative investments do not allow for withdrawals until the LLC or LP is dissolved, unless special approval is awarded by the general partner. In nearly all of the investments, there are special provisions that allow for the life of the entity to be extended beyond the original dissolution date, typically two to four years. The schedule below presents the liquidation schedule for amounts held in alternative investments at June 30, 2017, assuming the funds will be dissolved without extension:

	Estimated Liquidation Schedule of the Market Value Funded To Date			
	<u>Totals</u>	<u>1 – 5 years</u>	<u>6 – 10 years</u>	<u>> 10 years</u>
U.S private equity	\$ 2,215,370	\$ 2,215,370	\$ -	\$ -
U.S. venture capital	3,119,457	3,119,457	-	-
Diversified private equity	13,993,370	2,585,372	5,733,741	5,674,257
International private equity	1,215,465	1,215,465	-	-
Private real estate	<u>4,550,299</u>	<u>889,515</u>	<u>3,660,784</u>	<u>-</u>
	<u>\$ 25,093,961</u>	<u>\$ 10,025,179</u>	<u>\$ 9,394,525</u>	<u>\$ 5,674,257</u>

As of June 30, 2017, the Foundation's unfunded commitments for various alternative investments total approximately \$18 million. A portion of the current unfunded commitments to alternative investments will be funded by distributions generated by the Foundation's existing holdings. The Foundation's investment policy targets an allocation of 20% of the investment portfolio to illiquid alternative investments. The actual percentage is expected to vary within a range of +/- 5%.

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COMMUNITY FOUNDATION OF ST. JOSEPH COUNTY, INC.
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NOTE 12 - ENDOWMENT COMPOSITION

The Foundation's board of directors has determined the requirements of Indiana's version of the UPMIFA to center around the preservation of the fair value of the original investment as of the date of the asset transfer. Investments resulting from donations directed to be invested in perpetuity are classified as permanently restricted. As disclosed in Note 1, the Foundation's endowment consists of funds received that are donor designated for perpetuity but for which variance power has been granted to the Foundation. The Foundation plans to follow the donor restrictions of each contributor. However, the Foundation has the right to modify any restriction or condition on the distribution of funds for any specific charitable purpose if, in the opinion of a majority of the Foundation's Board of Directors, such restriction on contributions become unnecessary, incapable of fulfillment or inconsistent with the charitable needs of the citizens of St. Joseph County, Indiana. As a result, the full amount of the Foundation's endowment is classified within unrestricted net assets as board designated. The endowment primarily consists of investments held in the various investment accounts, but also includes the life income agreements that are held and managed by external parties.

Endowment net asset composition by type of fund as of June 30, and changes in endowment assets for the years ended June 30 are as follows:

	<u>2017</u>	<u>2016</u>
Board-designated endowment funds	<u>\$ 129,987,681</u>	<u>\$ 116,089,539</u>
Endowment net assets, beginning of year	\$ 116,089,539	\$ 120,394,316
Investment return:		
Investment income, net	4,221,198	993,405
Net appreciation (realized and unrealized gains and losses)	<u>12,110,245</u>	<u>(2,730,373)</u>
Total investment return	16,331,443	(1,736,968)
Contributions and grants	7,993,264	2,217,002
Agency endowment adjustment	(2,213,627)	843,339
Board-designated net assets released from designation	<u>(8,212,938)</u>	<u>(5,628,150)</u>
Endowment net assets, end of year	<u>\$ 129,987,681</u>	<u>\$ 116,089,539</u>

Return Objectives and Risk Parameters: The Foundation has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets and to provide a growing stream of income to be made available for spending, ideally keeping pace with inflation, in order to sustain the grant-making capacity and operations of the Foundation. The long-term annualized rate of return objective for the total fund is inflation plus 5 percent. A minimum return equal to the rate of inflation is required to preserve the real purchasing power of the fund and the additional 5 percent is required to provide for spending. The rate of inflation is measured by the U.S. Government Consumer Price Index.

Strategies Employed for Achieving Objectives: The purpose of the Endowment Fund is to facilitate donors' desires to make substantial long-term gifts to the community and to develop a new and significant source of revenue for the Foundation. In so doing, the Endowment Fund will provide a secure, long-term source of funds to: (i) stabilize agency funding during periods of below normal annual campaigns; (ii) fund special grants; (iii) ensure long-term growth; (iv) enhance our ability to meet changing community needs in both the short and long-term; and, (v) support the administrative expenses of the Foundation as deemed appropriate.

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COMMUNITY FOUNDATION OF ST. JOSEPH COUNTY, INC.
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NOTE 12 - ENDOWMENT COMPOSITION (Continued)

Spending Policy and How the Investment Objectives Relate to Spending Policy: The objectives of the Foundation's spending policy are to allocate total earnings from the portfolio between current spending and reinvestment for future earnings, and to provide a predictable and growing stream of income to beneficiaries of Foundation grants. Achievement of these dual objectives will ensure that the fund preserves real purchasing power in perpetuity while providing ongoing operational support to designated charitable activities. The long-term annual spending rate target from the Foundation is 5 percent. The Foundation's spending policy is to spend 5 percent of a three-year moving average of quarterly market values ending March 31st of each year for grant distribution on or before June 30th. Within these parameters, the policy may be adjusted at the discretion of the Foundation's Board of Directors depending upon market conditions.