

The Community Foundation for
Palm Beach and Martin Counties, Inc.

Consolidated Financial Statements
For the Year Ended June 30, 2023



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Consolidated Financial Statements
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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
The Community Foundation for Palm Beach
and Martin Counties, Inc.

Opinion

We have audited the accompanying consolidated financial statements of The Community Foundation for Palm Beach and Martin Counties, Inc., and its supporting organization, collectively referred to as the "Foundation", (both nonprofit organizations), which comprise the consolidated statement of financial position as of June 30, 2023, and the related consolidated statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Foundation as of June 30, 2023, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Foundation and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Foundation's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgement and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Foundation's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Foundation's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Report on Summarized Comparative Information

We have previously audited the Foundation's 2022 consolidated financial statements, and we expressed an unmodified opinion on those consolidated financial statements in our report dated November 1, 2022. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2022, is consistent, in all material respects, with the audited consolidated financial statements from which it has been derived.



KEEFE McCULLOUGH

Fort Lauderdale, Florida
November 6, 2023

CONSOLIDATED FINANCIAL STATEMENTS



The Community Foundation for Palm Beach and Martin Counties, Inc.
Consolidated Statement of Financial Position
June 30, 2023
(with comparative totals for June 30, 2022)

	<u>2023</u>	<u>2022</u>
Assets:		
Current assets:		
Cash and cash equivalents	\$ 14,813,503	\$ 8,618,216
Promises to give (Note 6)	2,625,000	-
Prepaid expenses	220,206	216,607
Mortgage notes receivable (Note 2)	<u>80,796</u>	<u>72,721</u>
Total current assets	<u>17,739,505</u>	<u>8,907,544</u>
Non-current assets:		
Investments (Note 5)	215,595,686	211,507,549
Promises to give, net of current portion (Note 6)	2,683,032	258,860
Mortgage notes receivable, net of current portion (Note 2)	1,040,751	1,121,547
Beneficial interests in charitable trusts (Note 5)	265,977	311,344
Other assets	59,325	167,763
Property and equipment, net (Note 7)	7,026,376	7,279,289
Benefit under interest rate swap (Note 12)	<u>271,104</u>	<u>236,021</u>
Total non-current assets	<u>226,942,251</u>	<u>220,882,373</u>
Total assets	<u>\$ 244,681,756</u>	<u>\$ 229,789,917</u>
Liabilities:		
Current liabilities:		
Accounts payable and accrued expenses	\$ 331,834	\$ 250,500
Grants and scholarships payable (Note 8)	5,280,709	3,200,165
Deferred revenues	<u>98,476</u>	<u>89,428</u>
Total current liabilities	<u>5,711,019</u>	<u>3,540,093</u>
Non-current liabilities:		
Security deposits	19,774	34,300
Grants and scholarships payable, net of current portion (Note 8)	834,677	2,200,131
Agency transactions payable (Note 9)	9,409,939	6,928,803
Liabilities under split-interest agreements (Note 14)	1,225,097	1,199,176
Bond issue payable, net (Note 12)	<u>4,477,240</u>	<u>4,475,082</u>
Total non-current liabilities	<u>15,966,727</u>	<u>14,837,492</u>
Total liabilities	<u>21,677,746</u>	<u>18,377,585</u>
Net Assets:		
Without donor restrictions (Note 10)	75,135,371	73,737,786
With donor restrictions (Note 10)	<u>147,868,639</u>	<u>137,674,546</u>
Total net assets	<u>223,004,010</u>	<u>211,412,332</u>
Total liabilities and net assets	<u>\$ 244,681,756</u>	<u>\$ 229,789,917</u>

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

The Community Foundation for Palm Beach and Martin Counties, Inc.
Consolidated Statement of Activities
For the Year Ended June 30, 2023
(with comparative totals for June 30, 2022)

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>2023 Total</u>	<u>2022 Total</u>
Revenue, Gains (Losses) and Support:				
Contributions and bequests	\$ 10,605,919	\$ 10,037,759	\$ 20,643,678	\$ 18,601,041
Net investment returns (losses)	3,953,199	8,480,357	12,433,556	(18,047,275)
Other revenues	601,921	-	601,921	570,826
Change in value of split-interest agreements	-	(72,841)	(72,841)	(231,501)
Net assets released from restrictions	8,251,182	(8,251,182)	-	-
Total revenue, gains (losses) and support	<u>23,412,221</u>	<u>10,194,093</u>	<u>33,606,314</u>	<u>893,091</u>
Expenses:				
Program services:				
Community impact grants	17,867,466	-	17,867,466	18,642,126
Capacity building	638,688	-	638,688	575,628
Total program services	<u>18,506,154</u>	<u>-</u>	<u>18,506,154</u>	<u>19,217,754</u>
Supporting services:				
Management and general	1,022,593	-	1,022,593	873,732
Donor services	1,102,071	-	1,102,071	799,939
Total supporting services	<u>2,124,664</u>	<u>-</u>	<u>2,124,664</u>	<u>1,673,671</u>
Total expenses	<u>20,630,818</u>	<u>-</u>	<u>20,630,818</u>	<u>20,891,425</u>
Net operating revenue (loss)	<u>2,781,403</u>	<u>10,194,093</u>	<u>12,975,496</u>	<u>(19,998,334)</u>
Other Income (Expense):				
Change in fair value of interest rate swap	35,083	-	35,083	298,868
Transfers to other nonprofit organizations	(1,418,901)	-	(1,418,901)	-
Total other income (expense)	<u>(1,383,818)</u>	<u>-</u>	<u>(1,383,818)</u>	<u>298,868</u>
Change in net assets	1,397,585	10,194,093	11,591,678	(19,699,466)
Net Assets, Beginning of Year	<u>73,737,786</u>	<u>137,674,546</u>	<u>211,412,332</u>	<u>231,111,798</u>
Net Assets, End of Year	<u>\$ 75,135,371</u>	<u>\$ 147,868,639</u>	<u>\$ 223,004,010</u>	<u>\$ 211,412,332</u>

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

The Community Foundation for Palm Beach and Martin Counties, Inc.
Consolidated Statement of Functional Expenses
For the Year Ended June 30, 2023
(with comparative totals for June 30, 2022)

	Program Services			Supporting Services			Total 2023 Expenses	Total 2022 Expenses
	Community Impact Grants - Community Foundation	Capacity Building	Total Program Services	Management and General	Donor Services	Total Supporting Services		
Personnel Costs:								
Salaries and wages	\$ 1,643,035	\$ -	\$ 1,643,035	\$ 629,170	\$ 476,107	\$ 1,105,277	\$ 2,748,312	\$ 2,123,752
Payroll taxes, benefits and insurance	330,095	-	330,095	121,974	95,653	217,627	547,722	417,584
Staff development and other	37,849	-	37,849	16,707	30,410	47,117	84,966	110,087
Total personnel costs	<u>2,010,979</u>	<u>-</u>	<u>2,010,979</u>	<u>767,851</u>	<u>602,170</u>	<u>1,370,021</u>	<u>3,381,000</u>	<u>2,651,423</u>
Other Expenses:								
Grants and scholarships awarded	15,007,469	-	15,007,469	-	-	-	15,007,469	16,435,352
Marketing, advertising, and public relations	169,502	-	169,502	-	36,500	36,500	206,002	218,957
Donor and community relations	186,857	-	186,857	2,224	311,691	313,915	500,772	307,318
Insurance and legal expenses	64,372	96,765	161,137	19,572	24,784	44,356	205,493	131,954
Professional services	152,504	-	152,504	64,995	21,089	86,084	238,588	226,375
General office expense	58,709	9,784	68,493	48,584	38,310	86,894	155,387	157,740
Computer equipment and software	107,726	-	107,726	35,222	31,041	66,263	173,989	108,323
Occupancy	-	406,794	406,794	175	-	175	406,969	295,449
Conferences	6,891	-	6,891	1,799	6,714	8,513	15,404	4,833
Miscellaneous	-	-	-	7,748	1,082	8,830	8,830	12,004
Interest	25,290	30,940	56,230	18,370	7,082	25,452	81,682	90,607
Total other expenses	<u>15,779,320</u>	<u>544,283</u>	<u>16,323,603</u>	<u>198,689</u>	<u>478,293</u>	<u>676,982</u>	<u>17,000,585</u>	<u>17,988,912</u>
Provision for depreciation	<u>77,167</u>	<u>94,405</u>	<u>171,572</u>	<u>56,053</u>	<u>21,608</u>	<u>77,661</u>	<u>249,233</u>	<u>251,090</u>
Total expenses	<u>\$ 17,867,466</u>	<u>\$ 638,688</u>	<u>\$ 18,506,154</u>	<u>\$ 1,022,593</u>	<u>\$ 1,102,071</u>	<u>\$ 2,124,664</u>	<u>\$ 20,630,818</u>	<u>\$ 20,891,425</u>

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

The Community Foundation for Palm Beach and Martin Counties, Inc.
Consolidated Statement of Cash Flows
For the Year Ended June 30, 2023
(with comparative totals for June 30, 2022)

	<u>2023</u>	<u>2022</u>
Cash Flows from Operating Activities:		
Change in net assets	\$ 11,591,678	\$ (19,699,466)
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:		
Provision for depreciation	249,233	251,090
Change in fair value of interest rate swap	(35,083)	(298,868)
Amortization of bond issuance costs	5,363	5,363
Amortization of bond premium	(3,205)	(3,204)
Contributed investments	(2,090,681)	(2,037,099)
Net realized and unrealized (gains) losses on investments	(9,249,198)	20,141,846
Net change on beneficial interests in charitable trusts	45,367	44,005
Change in value of split-interest agreements	72,841	231,501
Gain on sale of assets held for sale	-	(1,148)
Contribution for funds held in perpetuity	(1,411,967)	(5,822,885)
(Increase) decrease in assets:		
Promises to give, net	(5,049,172)	356,134
Prepaid expenses	(3,599)	(25,261)
Other assets	108,438	(28,979)
Increase (decrease) in liabilities:		
Accounts payable and accrued expenses	81,334	(12,198)
Grants and scholarships payable	715,090	824,627
Deferred revenues	9,048	28,433
Security deposits	(14,526)	(2,355)
Agency transactions payable	2,481,136	(100,842)
Net cash provided by (used in) operating activities	<u>(2,497,903)</u>	<u>(6,149,306)</u>
Cash Flows from Investing Activities:		
Proceeds from the sale of investments	172,711,955	86,384,073
Purchases of investments	(165,456,736)	(85,146,896)
Proceeds from the sale of assets held for sale	-	777,448
Proceeds on mortgage notes receivable	72,721	77,078
Purchases of property and equipment	-	(7,590)
Net cash provided by (used in) investing activities	<u>7,327,940</u>	<u>2,084,113</u>
Cash Flows from Financing Activities:		
Payments to beneficiaries of split-interest agreements	(46,717)	(155,984)
Contribution for funds held in perpetuity	1,411,967	5,822,885
Net cash provided by (used in) financing activities	<u>1,365,250</u>	<u>5,666,901</u>
Net increase (decrease) in cash and cash equivalents	6,195,287	1,601,708
Cash and Cash Equivalents, Beginning of Year	<u>8,618,216</u>	<u>7,016,508</u>
Cash and Cash Equivalents, End of Year	<u>\$ 14,813,503</u>	<u>\$ 8,618,216</u>

Supplemental disclosures for noncash operating activities: Net realized and unrealized losses related to agency transactions were approximately \$ 401,599 for the year ended June 30, 2023.

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

Note 1 - Organization and Operations

The Community Foundation for Palm Beach and Martin Counties, Inc. (the "Organization") was incorporated on January 3, 1972, under the laws of the State of Florida, as a not-for-profit organization. The Organization is organized exclusively for the support of charitable, religious, educational and scientific endeavors including the making of distributions to such entities under Section 501(c)(3) of the U.S. Internal Revenue Code (the "IRC").

The Organization owns and occupies a 33,000 square-foot building resting on 1.3 acres, in downtown West Palm Beach, Florida. The building provides a permanent home for its offices. The remaining office space is leased to unrelated not-for-profit organizations. The building includes community rooms and a conference room that are also available to unrelated 501(c)(3) not-for-profit organizations for events at below market rates. Adjacent to its offices, the Organization owns a parcel of land used to provide additional parking for its functions, employees, and tenants.

In 1998, the Mary and Robert Pew Public Education Fund (the "Pew Fund") was established as a supporting organization to the Organization. The Pew Fund supports initiatives that improve public education for economically disadvantaged children attending Palm Beach and Martin County schools. During the year ending June 30, 2023, the Pew Fund was dissolved as a supporting organization and was transitioned into a donor advised fund within the Organization.

The Organization and the Pew Fund are collectively referred to as the "Foundation".

Note 2 - Summary of Significant Accounting Policies

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: Financial statement presentation follows the recommendations of the Financial Accounting Standards Board in its Accounting Standards Update (FASB ASU) No. 2016-14 *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities*. Under FASB ASU No. 2016-14, the Foundation is required to report information regarding its financial position and activities according to two classes of net assets: net assets without donor restrictions and net assets with donor restrictions.

Principles of consolidation: The accompanying consolidated financial statements include the accounts of the Organization and its supporting organization, the Pew Fund. All significant intercompany accounts and transactions have been eliminated in consolidation.

Net assets: Net assets, revenues, gains, and losses are classified based on the existence or absence of donor or grantor-imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

- *Net Assets Without Donor Restrictions* - Net assets available for use in general operations and not subject to donor (or certain grantor) restrictions.

Note 2 - Summary of Significant Accounting Policies (continued)

- *Net Assets With Donor Restrictions* - Net assets subject to donor (or certain grantor) imposed restrictions. Some restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor or grantor. Net assets with donor restrictions include cash, cash equivalents, investments, promises to give, beneficial interests in charitable trusts, assets held for sale, and assets under split-interest agreements. Other restrictions are perpetual in nature, where the donor or grantor stipulates that resources be maintained in perpetuity. See Notes 10 and 11 for additional information. Gifts of long-lived assets and gifts restricted for the acquisitions of long-lived assets are recognized as restricted revenue when received and released from restrictions when the assets are placed in service.

Generally, contributions restricted by donors are reported as increases in net assets without donor restrictions if the restrictions expire (that is, when a stipulated time restriction ends or purpose restriction is accomplished) in the reporting period in which the revenue is recognized. All other donor-restricted contributions are reported as increases in net assets with donor restrictions, depending on the nature of the restrictions. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the consolidated statement of activities as net assets released from restrictions. All contributions are considered available for general use, unless specifically restricted by the donor or subject to other legal restrictions.

The Organization's bylaws and Fund agreements include a variance provision that allows the Board of Directors to vary the use of contributions received. Based on this provision, the Foundation classifies a significant portion of its contributions and assets as net assets without donor restrictions for consolidated financial statement presentation. As discussed in Note 11, the Organization follows the provisions of the Florida Uniform Prudent Management of Institutional Funds Act ("FUPMIFA") for those donor endowments requiring resources to be held in perpetuity. Further, the Organization will continue its stewardship responsibilities by internally accounting for and reporting on all net assets in accordance with each donor's original intent as provided for in the underlying gift instrument that established the fund.

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 and equivalents that the Foundation intends to use for long-term purposes are classified as investments in the accompanying consolidated statement of financial position.

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 are valued at amortized cost. U.S. government and agency obligations and corporate bonds are generally carried at quoted market prices. Alternative investments consist of domestic equities, private investments, and hedge strategies. 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.

Note 2 - Summary of Significant Accounting Policies (continued)

See Note 5 for a discussion of fair value measurements. Investments received as contributions are recorded at the quoted market value or estimated fair value at the date of receipt. Net investment returns (losses) are reported in the consolidated statement of activities and consists of interest and dividend income, realized and unrealized gains and losses, less external and direct internal investment expenses.

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.

Mortgage notes receivable: Mortgage notes receivable are carried at unpaid principal balances, less an allowance for loan losses. The allowance for loan losses is increased by charges to the change in net assets and decreased by charge-offs (net of recoveries). Management's periodic evaluation of the adequacy of the allowance is based on the Foundation's past experience, specific impaired loans, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral, and current economic conditions. Past due status is determined based on contractual terms. Loans are considered impaired if full principal or interest payments are not anticipated in accordance with the contractual terms.

Loans are placed on nonaccrual when management believes, after considering economic conditions, business conditions, and collection efforts that the loans are impaired or collection of interest is doubtful. Uncollected interest previously accrued is charged off or an allowance is established by a charge to interest income. Interest income on nonaccrual loans is recognized only to the extent cash payments are received.

Interest on loans is recognized over the term of the loan and is calculated using the simple-interest method on principal amounts outstanding.

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.

Promises to give: The Foundation records unconditional promises to give that are expected to be collected within one year at net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at net present value based on an appropriate discount rate; at the time a promise is received. In subsequent years, amortization of the discounts are included in contribution revenue in the accompanying consolidated statement of activities. An allowance for uncollectible promises to give is determined based on historical experience, an assessment of economic conditions, and a review of subsequent collections. At June 30, 2023, management considers all promises to give to be fully collectible, therefore, no uncollectible allowance was recorded.

Split-interest agreements: The Foundation has been designated as the beneficiary of assets held in charitable remainder trusts and charitable gift annuities whose maturities are based on the life expectancies of the income beneficiaries or a specified term of years.

Note 2 - Summary of Significant Accounting Policies (continued)

Trusts and annuities in which the Foundation is both trustee and remainder beneficiary are recorded at the estimated fair value of the assets in the trusts. The corresponding liability for certain future amounts due to beneficiaries is recorded at the estimated fair value of annuity payments. Adjustments to the liability to reflect the revaluation of the present value of annuity payments are recognized in the accompanying consolidated statement of activities as a change in value of split-interest agreements.

Trusts for which the Foundation does not act as trustee (beneficial interests in charitable trusts) are recorded at the present value of the expected future cash inflows.

Property and equipment: The Foundation records property and equipment at cost if purchased, or fair value if donated, and capitalizes assets whose cost is \$ 2,500 or more, using the straight-line method of depreciation, based upon the estimated useful lives of the various classes of depreciable assets as follows:

Building and improvements	7-40 years
Furniture, fixtures, and office equipment	3-10 years

Depreciation expense was approximately \$ 249,000 for the year ended June 30, 2023.

Grants and scholarships payable: Grants and scholarships awarded are recorded upon the approval of the Board of Directors and when funds are obligated for distribution. In the normal course of business, refunds and cancellations are recorded as a reduction of expenses in the period when canceled or refunded. At June 30, 2023, the Foundation is unaware of any material conditions on grants that are unlikely to be satisfied during the approved grant period.

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 consolidated statement of financial position as agency transactions payable. Agency activities are not reflected on the consolidated statement of activities and changes in net assets.

Derivative financial instruments: The Foundation makes limited use of derivative instruments for the purpose of managing interest rate risks. An interest rate swap agreement is used to convert the Foundation's variable rate long-term debt to fixed.

Revenue and revenue recognition: The Foundation recognizes contributions (nonexchange transactions) when cash, securities or other assets, an unconditional promise to give, or a notification of a beneficial interest is received. Conditional promises to give, that is, those with a measurable performance or other barrier, and a right of return, are not recognized until the conditions on which they depend have been substantially met or explicitly waived. Bequests are recognized when all requirements for the transfer of the assets to the Foundation have been met, appropriate court orders have been issued and the amount is determinable. Assets received before the barrier is overcome are accounted for as refundable advances.

Note 2 - Summary of Significant Accounting Policies (continued)

Reciprocal transfers in which each party receives and sacrifices goods or services with approximate commensurate value are recognized as exchange transactions. The core principle is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Foundation considers as exchange transactions those in which it receives consideration from agencies (Note 9) for management services associated with agency (funds) transactions.

Revenue from operating leases and space rentals is recognized over the term of the agreement as the benefits are provided unless the revenue is associated with a specific event, in which case it is recognized when the event occurs. Amounts received in advance are deferred to the applicable period.

Foundation management fees: The Foundation assesses an annual administrative fee averaging 1% of the fair market value of assets under management. The administrative fee is used to support the operations of the Foundation. Administrative fees amounted to approximately \$ 2,409,000 for the year ended June 30, 2023.

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 certain services in the accompanying consolidated 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.

Functional allocation of expenses: The costs of providing the various programs and supporting services have been summarized on a functional basis in the consolidated statement of activities. The consolidated statement of functional expenses presents the natural classification detail of expenses by function. Expenses that can be directly identified with a program or supporting service are charged accordingly. The consolidated financial statements report certain categories of expenses that are attributed to more than one program or supporting function. Therefore, expenses require allocation on a reasonable basis that is consistently applied. Each expense is allocated using a method that is appropriate to the way the expense is recorded to program, management, and fundraising. Personnel and related costs are allocated based on effort. Direct expenses are charged directly and do not need an allocation and indirect expenses such as insurance, legal, office expenses and technology are allocated based on a consistent formula.

Use of estimates: 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Related parties: The Foundation receives direct and indirect support in the form of donations from various Board Members and/or their affiliated organizations.

Comparative financial information: The accompanying consolidated financial statements include summarized comparative information from the prior year, which is not presented by net asset type and functional expense classification and does not include sufficient detail to conform with U.S. GAAP. This information should be read in conjunction with the Foundation's audited consolidated financial statements for the year ended June 30, 2022, from which the comparative information was derived.

Note 2 - Summary of Significant Accounting Policies (continued)

Reclassifications: Certain amounts in the prior year financial statements have been reclassified to conform to the presentation in the current year financial statements.

Subsequent events: Subsequent events were evaluated by management through November 6, 2023, which is the date the consolidated financial statements were available for issuance.

Note 3 - Liquidity and Availability

Financial assets available for general expenditures, that is, without donor or other restrictions limiting their use, within one year of the consolidated statement of financial position date ending June 30, 2023, comprise the following:

Financial assets:	
Cash and cash equivalents	\$ 14,813,503
Promises to give, net	5,308,032
Investments	215,595,686
Mortgage notes receivable, current portion	<u>80,796</u>
Financial assets, at year-end	<u>235,798,017</u>
Less those unavailable for general expenditures within one year, due to:	
Long-term investments - no liquidity	(11,310,427)
Investments - unfunded commitments	(14,681,240)
Investments - subject to split-interest agreements	(2,521,224)
Promises to give beyond one year, net	(2,683,032)
Agency funds invested for others	(9,409,939)
Endowment restrictions - corpus	(102,520,867)
Endowments subject to appropriation and satisfaction of donor restrictions	(38,477,636)
Board designated endowments	<u>(17,104,216)</u>
	<u>(198,708,581)</u>
Financial assets available to meet cash needs for general expenditures within one year	\$ <u><u>37,089,436</u></u>

The Foundation employs a spending policy, which determines the aggregate distributions from its funds for grantmaking and administrative expenses in a given year, based on a rate provided by the Foundation's Board. The spending amount is limited to the Board's set rate, 4.50% for the following year, times a rolling twelve-quarter average fair value of the applicable funds. Based on the information above, the estimated spending amount of approximately \$ 5.1 million will be made available for grantmaking and administrative expenses from the applicable funds within one year.

Note 4 - Credit Risk and Concentrations

Financial instruments that potentially subject the Foundation to concentration of credit risk consist primarily of promises to give, mortgage notes receivable, split-interest agreements, cash, cash equivalents, and investments. Management believes the promises to give are fully collectible and no allowance for uncollectible amounts is necessary. Notes receivable are secured by the subject property. These receivables are unsecured. The Foundation regularly monitors the estimated liability, and available assets, associated with split-interest arrangements. The Foundation has cash in financial institutions that is insured by the Federal Deposit Insurance Corporation (FDIC) up to certain limits. At June 30, 2023, the Foundation had deposits in excess of the FDIC insurance limit of approximately \$ 14.3 million. Cash equivalents, other securities, and some amounts of cash held in brokerage accounts are protected by the Securities Investor Protection Corporation (SIPC) in the event of broker-dealer failure. The SIPC insurance does not protect against market losses on investments. Balances exceed the SIPC insurance limits. Deposit and investment accounts are maintained with what management believes to be quality financial institutions. In addition, the Foundation has established guidelines relative to diversification and maturities to promote safety and liquidity.

Approximately 98% of promises to give, or approximately \$ 5,200,000, were due from one donor as of June 30, 2023. For the year ended June 30, 2023, approximately 33% of the contributions and bequests were received from one donor.

Note 5 - Investments

As of June 30, 2023, investments consisted of the following at their fair value:

<u>Investment Type</u>	<u>Amount</u>
Domestic equities	\$ 87,063,140
Fixed income	37,285,357
Private investments	34,643,155
International equities	22,843,930
Hedge strategies	13,195,234
Cash and equivalents	12,566,093
Real estate	<u>7,998,777</u>
Total	<u>\$ 215,595,686</u>

The Foundation believes the methods 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.

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 year ended June 30, 2023, the Board set the grant spending rate at 4.50% of the rolling twelve-quarter average fair value of the applicable Funds.

The Community Foundation for Palm Beach and Martin Counties, Inc.
Notes to Consolidated Financial Statements
June 30, 2023

Note 5 - Investments (continued)

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 fair 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, 2023 as follows:

Investment Type	Level 1	Level 2	Level 3	Investments Valued at NAV	Total
Domestic equities	\$ 60,395,591	\$ -	\$ 26,667,549	\$ -	\$ 87,063,140
Fixed income	-	37,285,357	-	-	37,285,357
Private investments	-	-	34,643,155	-	34,643,155
International equities	22,843,930	-	-	-	22,843,930
Hedge strategies	-	-	6,507,022	6,688,212	13,195,234
Real estate	228,411	-	7,770,366	-	7,998,777
Total investments, measured at fair value	<u>\$ 83,467,932</u>	<u>\$ 37,285,357</u>	<u>\$ 75,588,092</u>	<u>\$ 6,688,212</u>	<u>203,029,593</u>
Investments, measured at amortized cost:					
Cash and equivalents					<u>12,566,093</u>
Total investments					<u>\$ 215,595,686</u>
Beneficial interests in charitable trusts	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 265,977</u>	<u>\$ -</u>	<u>\$ 265,977</u>

There were approximately \$ 10.6 million of investments transferred from NAV to Level 3 and approximately \$ 5.4 million of purchases of Level 3 investments during the year ended June 30, 2023.

The Community Foundation for Palm Beach and Martin Counties, Inc.
Notes to Consolidated Financial Statements
June 30, 2023

Note 5 - Investments (continued)

The following table presents the unfunded commitments, and redemption frequency for investments in entities that calculate fair value using net asset value per share, or its equivalent, and those classified as Level 3, excluding beneficial interests in charitable trusts:

	Fair Value	Unfunded Commitments	Redemption Frequency
Domestic equities (a)	\$ 26,667,549	\$ -	Semi-liquid
Private investments (b)	34,643,155	11,387,033	Semi-liquid to no liquidity
Hedge strategies (c)	13,195,234	-	Monthly to semi-liquid
Real estate (d)	<u>7,770,366</u>	<u>3,294,207</u>	Semi-liquid to no liquidity
	<u>\$ 82,276,304</u>	<u>\$ 14,681,240</u>	

- (a) This category represents hedge funds that strategically invest in publicly-traded equities.
- (b) This category represents private equity and debt securities in companies that are not publicly traded on a stock exchange, as they are invested in closed end partnerships.
- (c) This category represents long and short equity hedge funds.
- (d) This category represents investments in equity and debt holdings related to real estate assets.

Note 6 - Promises to Give

Promises to give are summarized, as of June 30, 2023, as follows:

Receivable in less than one year	\$ 2,625,000
Receivable in one to five years	<u>2,850,000</u>
Total unconditional promises to give at face value	<u>5,475,000</u>
Less: discounts	<u>(166,968)</u>
Net unconditional promises to give	<u>\$ 5,308,032</u>

Note 7 - Property and Equipment

At June 30, 2023, property and equipment consists of the following:

Building and improvements	\$ 8,409,929
Furniture, fixtures, and office equipment	<u>108,653</u>
	8,518,582
Less: accumulated depreciation	<u>4,797,518</u>
	3,721,064
Land	<u>3,305,312</u>
Property and equipment, net	<u>\$ 7,026,376</u>

Note 8 - Grants and Scholarships Payable

The Foundation has made commitments to provide funding to other organizations and individuals, as of June 30, 2023, payable at estimated amounts as follows:

Payable in less than one year	\$ 5,280,709
Payable in one to three years	<u>834,677</u>
	<u>\$ 6,115,386</u>

Note 9 - 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, 2023 were as follows:

Agency transactions payable, July 1, 2022	\$ 6,928,803
Earnings (losses) allocated to agency accounts	529,004
Amounts received on behalf of others	2,606,182
Management fees earned by the Foundation	(76,284)
Distributions to agencies	<u>(577,766)</u>
Agency transactions payable, June 30, 2023	<u>\$ 9,409,939</u>

Note 10 - Net Assets

The Foundation internally accounts for all net assets in accordance with the donor's original intent as provided for in the gift instrument, in the following classifications:

Designated: Funds for which the spending is distributed to one or more charitable beneficiaries in accordance with the donor's designation.

Donor-advised: Funds which enables donors to contribute assets to their funds at any time and then to periodically make recommendations to the Foundation regarding grants from their funds.

Field of interest: Funds that are established to make grants in a specified area of interest, or a specified geographical area, or both.

Scholarship: Funds that are opened by donors who are interested in helping students pursue university, or college, using criteria of the donor's choosing.

Undesignated and administrative: Funds that are discretionary and the spending from which are under the direction of the Foundation's governing boards and management.

The Community Foundation for Palm Beach and Martin Counties, Inc.
Notes to Consolidated Financial Statements
June 30, 2023

Note 10 - Net Assets (continued)

Board designated: The Foundation's Board has the ability to designate identified amounts of net assets without donor restrictions to be used by management for specific future projects or activities. These designations can be modified or removed by the Board of Directors at any time.

As of June 30, 2023, the Foundation's net assets with donor restrictions are restricted for the following purpose or periods:

Endowments:	
Subject to appropriation and expenditure when a specified event occurs:	
Designated	\$ 3,247,767
Donor-advised	14,246,027
Field of interest	10,012,671
Scholarship	6,113,505
Undesignated	4,634,272
Administrative	223,394
	<u>38,477,636</u>
Amounts required to be maintained in perpetuity:	
Designated	13,345,706
Donor-advised	36,415,177
Field of interest	31,106,231
Scholarship	19,174,310
Undesignated	2,329,188
Administrative	150,255
	<u>102,520,867</u>
Subtotal - endowments	<u>140,998,503</u>
Subject to the passage of time:	
Promises to give, the proceeds from which have been restricted by donors for	
Field of interest	5,061,602
Donor-advised	175,110
Scholarship	71,320
	<u>5,308,032</u>
Beneficial interests in charitable trusts and split-interest agreements, net	<u>1,562,104</u>
Subtotal - subject to the passage of time	<u>6,870,136</u>
Total net assets with donor restrictions	\$ <u><u>147,868,639</u></u>

Note 10 - Net Assets (continued)

Net assets were released from donor restrictions by incurring expenses satisfying the purpose, or by occurrence of the passage of time, or other events specified by the donor, are as follows, for the year ended June 30, 2023:

Expiration of time restrictions	\$ 2,725,000
Satisfaction of purpose restrictions:	
Endowment spending rate distribution	<u>5,526,182</u>
	<u>\$ 8,251,182</u>

As of June 30, 2023, the Foundation's net assets without donor restrictions are classified as follows:

Designated	\$ 133,523
Donor-advised	50,269,356
Field of interest	725,520
Scholarship	535,862
Administrative	6,366,894
Board designated	<u>17,104,216</u>
Total net assets without donor restrictions	<u>\$ 75,135,371</u>

Note 11 - Endowments

The Board of Directors of the Foundation has interpreted the Florida Uniform Prudent Management of Institutional Funds Act ("FUPMIFA") as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Foundation classifies as net assets restricted for perpetuity (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The Foundation considers all earnings on endowment funds to be restricted for operations of the specified programs.

Donor-restricted amounts not retained in perpetuity are subject to appropriation for expenditure by the Foundation in a manner consistent with the standard of prudence prescribed by FUPMIFA. In accordance with FUPMIFA, the Foundation considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- 1) The purposes of the Foundation and the donor-restricted endowment fund.
- 2) The duration and preservation of the fund.
- 3) General economic conditions.
- 4) The possible effect of inflation and deflation.
- 5) The expected total return from income and the appreciation (depreciation) of investments.

The Community Foundation for Palm Beach and Martin Counties, Inc.
Notes to Consolidated Financial Statements
June 30, 2023

Note 11 - Endowments (continued)

- 6) Other resources of the Foundation.
- 7) The investment and spending policies of the Foundation.

The following is a summary of endowment funds subject to FUPMIFA for the year ended June 30, 2023:

Type of Endowment	Without Donor Restrictions	Net Assets With Donor Restrictions		Total
		Contributions and Net Earnings	Endowment Corpus	
Donor Restricted	\$ -	\$ 38,477,636	\$ 102,520,867	\$ 140,998,503
Board Designated	17,104,216	-	-	17,104,216
	<u>\$ 17,104,216</u>	<u>\$ 38,477,636</u>	<u>\$ 102,520,867</u>	<u>\$ 158,102,719</u>

The changes in endowment net assets for the year ended June 30, 2023, are as follows:

	Without Donor Restrictions	Net Assets With Donor Restrictions		Total
		Contributions and Net Earnings	Endowment Corpus	
Endowment Fund Balance, as of July 1, 2022	\$ 17,598,671	\$ 34,981,820	\$ 100,933,686	\$ 153,514,177
Contributions	-	716,855	1,411,967	2,128,822
Transfers to/(from) endowment funds	-	(175,214)	175,214	-
Amounts appropriated for expenditure	(1,382,719)	(5,526,182)	-	(6,908,901)
Net Investment returns	<u>888,264</u>	<u>8,480,357</u>	<u>-</u>	<u>9,368,621</u>
Endowment Fund Balance, as of June 30, 2023	<u>\$ 17,104,216</u>	<u>\$ 38,477,636</u>	<u>\$ 102,520,867</u>	<u>\$ 158,102,719</u>

From time to time, the fair value of the assets associated with individual donor restricted endowment funds may fall below historical gift value. Deficiencies, if any, are reflected in net assets with donor restrictions. The Foundation interprets FUPMIFA to permit spending from underwater endowments in accordance with prudent measures required under law. At June 30, 2023, there were no material underwater endowments.

Note 12 - Headquarters Building and Bond Indenture

The Foundation leases office space in its 33,000 square-foot headquarters building in West Palm Beach, Florida to other not-for-profit organizations at below-market rates as part of its capacity building program. The leases carry terms ranging from one to ten years. Rents and related income totaled approximately \$ 493,000 for the year ended June 30, 2023.

Note 12 - Headquarters Building and Bond Indenture (continued)

Expected minimum future base rental income on current operating leases, not including common area maintenance charges, are approximately as follows:

<u>June 30,</u>	<u>Amount</u>
2024	\$ 229,400
2025	233,000
2026	178,200
2027	119,500
2028	71,400
Thereafter	<u>325,600</u>
	<u>\$ 1,157,100</u>

The building and adjacent land were financed through the issuance of a \$ 10,900,000 tax exempt, variable rate demand revenue bonds, designed specifically for not-for-profit organizations. The bonds were issued pursuant to an indenture of trust between Palm Beach County and a trustee to provide the funds to finance this project, to pay a portion of the interest on the bonds, and to pay certain costs incurred in connection with the issuance of the bonds. The bonds mature March 1, 2034, and interest accrues through one of four interest rate modes: daily, floating, adjustable, or fixed, as defined. Bonds bearing interest under the daily rate or floating rate modes may be redeemed at any time at the option of the holder.

The bonds were issued in March 2004 (the “issue date”) in the adjustable rate mode at 2.00%, with an adjustable rate reset date of September 2005. Beginning September 2005 (the “conversion date”), the bond interest was computed pursuant to a floating rate mode. As of June 30, 2023, the interest rate for the bonds was 4.14%.

As of June 30, 2023, the outstanding balance of the bond indenture was \$ 4,500,000, which is presented in the accompanying consolidated statement of financial position net of unamortized bond issuance costs and premiums of \$ 57,208 and \$ 34,448, respectively.

Swap agreement obligation: Previously, the Foundation entered into an interest rate swap agreement with a bank that expires in April 2026. The agreement effectively converts the variable interest rate debt to fixed interest rate debt to the extent of the notional amount. For the outstanding notional principal amount of \$ 4,542,000 as of June 30, 2023. The fixed rate being paid to the bank is 0.91%, while the payment received from the bank is 3.49% (USD - SIFMA Municipal Swap Index).

The fair value asset (obligation) of the swap agreement is based on a quote obtained from the primary financial lender, which was quoted at approximately \$ 271,000 as of June 30, 2023; and is included in the combined statement of financial position under the non-current assets section. The net change of approximately \$ 35,000 is reflected as other income in the June 30, 2023 combined statement of activities.

Note 13 - Commitments and Contingencies

Funding Commitments: The Foundation has entered into various separate funding arrangements on certain alternative investments. The remaining commitment as of June 30, 2023 is estimated at approximately \$ 14,681,000.

Note 13 - Commitments and Contingencies (continued)

Letter of Credit: The Foundation maintains a letter of credit agreement with a financial institution. The agreement provides for a revolving letter of credit not to exceed \$ 4,542,000 to secure the principal and interest balance of the Foundation's bond issuance (see Note 12). Annually, the letter of credit incurs a fee of approximately 0.68% of the stated amount of bonds, payable in quarterly installments.

Line of Credit: The Foundation has available a \$ 2,000,000 revolving line of credit from a financial institution expiring in March 2025. The line of credit bears interest at a variable rate based on the greater of 1.00% or PRIME less one-half of one percent (0.50%), 7.75% as of June 30, 2023. As of June 30, 2023, no funds were outstanding on the line of credit.

Note 14 - Liabilities Under Split-Interest Agreements

The Foundation records gift annuity assets received at estimated fair value. The actuarially determined present value of the future annuity cash flows required to be paid to the annuitants amounted to approximately \$ 1,225,000 as of June 30, 2023 and is recorded as a liability in the consolidated statement of financial position. The difference between the amount provided for the gift annuity and the liability for future payments is recognized as a contribution at the date of the gift. The annuity liability is revalued annually using current discount rates and other actuarial assumptions. Actuarial changes and annuity payments are reported as change in value of split-interest agreements in the consolidated statement of activities. The total assets for charitable gift annuities were approximately \$ 2,521,000 as of June 30, 2023, which are included in investments in the consolidated statement of financial position.

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. 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 15 - Retirement Plans

The Foundation currently offers a 401(k) "Safe Harbor" retirement plan, to which employees may make contributions subject to limits imposed by the Internal Revenue Service. Contributions to the plan by the Foundation are discretionary. Employees must complete three months of service to be eligible for participation in the plan. The Foundation also offers a 457(b) plan for certain highly compensated employees. Contributions to the plan by the Foundation are discretionary. Participants may make contributions subject to limits imposed by the Internal Revenue Service. Total expense for employee retirement plans the year ended June 30, 2023 was approximately \$ 154,000.

Note 16 - Income Taxes

The Organization and the Pew Fund are qualified under Section 501(c)(3) of the Internal Revenue Code (the "IRC") and are therefore not subject to federal income taxes, 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.