

FOUNDATION FOR THE CAROLINAS

CONSOLIDATED FINANCIAL STATEMENTS

As of and for the Years Ended December 31, 2018 and 2017

And Report of Independent Auditor

FOUNDATION FOR THE CAROLINAS
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Report of Independent Auditor

Board of Directors
Foundation For The Carolinas
Charlotte, North Carolina

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Foundation For The Carolinas and its supporting organizations (collectively referred to as the "Foundation"), which comprise the consolidated statements of financial position as of December 31, 2018 and 2017, and the related consolidated statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated 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 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 audits 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.

Opinion

In our opinion the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Foundation as of December 31, 2018 and 2017, 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.

Other Matter

As discussed in Note 10, the consolidated financial statements include certain alternative investments valued at \$961,729,078 and \$186,171,506 at December 31, 2018 and 2017, respectively (40% and 7% of total assets), whose fair values have been estimated by management in the absence of readily determinable fair values. Management's estimates are based on information provided by the external fund managers or the general partners of the entities in which investments are made.

Cherry Bekaert LLP

Charlotte, North Carolina
July 12, 2019

FOUNDATION FOR THE CAROLINAS
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2018 AND 2017

| | <u>2018</u> | <u>2017</u> |
|--|--------------------------------|--------------------------------|
| ASSETS | | |
| Cash and cash equivalents | \$ 131,504,079 | \$ 157,613,855 |
| Short-term investments | 150,074,007 | 140,148,893 |
| Accounts receivable | 5,923,357 | 4,273,011 |
| Pledges receivable, net | 52,516,230 | 61,476,784 |
| Prepaid expenses and inventory | 131,038 | 131,852 |
| Notes receivable | 4,812,954 | 3,616,810 |
| Contributed securities held for sale | 7,820,244 | 109,327,881 |
| Long-term investments | 1,979,325,679 | 1,952,873,611 |
| Other investments | 33,923,533 | 24,386,604 |
| Cash surrender value of life insurance | 8,929,826 | 8,526,582 |
| Beneficial interest in trust | 695,801 | 336,365 |
| Property and equipment, net | 23,824,183 | 20,758,002 |
| Total Assets | <u><u>\$ 2,399,480,931</u></u> | <u><u>\$ 2,483,470,250</u></u> |
| LIABILITIES AND NET ASSETS | | |
| Liabilities: | | |
| Fund obligations | \$ 2,386,721 | \$ 1,072,080 |
| Deferred revenue | 495,380 | 358,450 |
| Grants payable | 64,470,166 | 81,041,686 |
| Amounts held on behalf of others | 495,652,515 | 506,948,095 |
| Annuity obligations | 9,904,605 | 12,043,169 |
| Total Liabilities | <u>572,909,387</u> | <u>601,463,480</u> |
| Net Assets: | | |
| Without Donor Restrictions: | | |
| Designated for donor-advised grants | 1,326,699,426 | 1,391,113,090 |
| Designated for operating reserve | 4,848,421 | 6,392,867 |
| Designated for discretionary grants | 685,192 | 588,790 |
| Designated for endowment | 43,092,368 | 44,669,950 |
| Invested in property and equipment | 23,824,183 | 20,758,002 |
| Total Without Donor Restrictions | <u>1,399,149,590</u> | <u>1,463,522,699</u> |
| With Donor Restrictions: | | |
| Restricted for specified purpose | 176,467,107 | 152,287,989 |
| Restricted to the passage of time | 24,070,518 | 25,889,622 |
| Restricted in perpetuity - endowment | 206,861,086 | 197,896,642 |
| Restricted subject to the Foundation's spending policy | 24,756,282 | 43,812,880 |
| Underwater endowments | (4,733,039) | (1,403,062) |
| Total With Donor Restrictions | <u>427,421,954</u> | <u>418,484,071</u> |
| Total Net Assets | <u>1,826,571,544</u> | <u>1,882,006,770</u> |
| Total Liabilities and Net Assets | <u><u>\$ 2,399,480,931</u></u> | <u><u>\$ 2,483,470,250</u></u> |

FOUNDATION FOR THE CAROLINAS
CONSOLIDATED STATEMENT OF ACTIVITIES

YEAR ENDED DECEMBER 31, 2018

| | Without Donor Restrictions | With Donor Restrictions | Total |
|---|---------------------------------------|------------------------------------|-------------------------|
| Revenues, Gains, and Other Support: | | | |
| Contributions | \$ 296,056,556 | \$ 72,544,762 | \$ 368,601,318 |
| Less contributions received on behalf of others | (49,905,335) | - | (49,905,335) |
| Net contributions | 246,151,221 | 72,544,762 | 318,695,983 |
| Net investment income | 33,259,696 | 4,326,812 | 37,586,508 |
| Net investment losses | (88,232,281) | (15,798,307) | (104,030,588) |
| Administrative fees received | 17,691,327 | - | 17,691,327 |
| Change in beneficial interest in trust | 359,436 | - | 359,436 |
| Net assets released from restrictions | 52,135,384 | (52,135,384) | - |
| Total Revenues, Gains, and Other Support | <u>261,364,783</u> | <u>8,937,883</u> | <u>270,302,666</u> |
| Expenses: | | | |
| Grant disbursements | 315,238,001 | - | 315,238,001 |
| Less grants disbursed on behalf of others | (29,821,354) | - | (29,821,354) |
| Net grant disbursements | 285,416,647 | - | 285,416,647 |
| Other program expenses | 18,019,998 | - | 18,019,998 |
| Management and general | 20,723,427 | - | 20,723,427 |
| Fundraising and development | 1,577,820 | - | 1,577,820 |
| Total Expenses | <u>325,737,892</u> | <u>-</u> | <u>325,737,892</u> |
| Change in net assets | (64,373,109) | 8,937,883 | (55,435,226) |
| Net assets, beginning of year | <u>1,463,522,699</u> | <u>418,484,071</u> | <u>1,882,006,770</u> |
| Net assets, end of year | <u>\$ 1,399,149,590</u> | <u>\$ 427,421,954</u> | <u>\$ 1,826,571,544</u> |

FOUNDATION FOR THE CAROLINAS
CONSOLIDATED STATEMENT OF ACTIVITIES

YEAR ENDED DECEMBER 31, 2017

| | Without Donor Restrictions | With Donor Restrictions | Total |
|---|---------------------------------------|------------------------------------|-------------------------|
| Revenues, Gains, and Other Support: | | | |
| Contributions | \$ 399,353,210 | \$ 159,637,040 | \$ 558,990,250 |
| Less contributions received on behalf of others | (21,050,677) | - | (21,050,677) |
| Net contributions | 378,302,533 | 159,637,040 | 537,939,573 |
| Net investment income | 31,054,357 | 9,146,378 | 40,200,735 |
| Net investment gains | 140,693,277 | 41,233,334 | 181,926,611 |
| Administrative fees received | 16,864,076 | - | 16,864,076 |
| Change in beneficial interest in trust | 4,500 | - | 4,500 |
| Net assets released from restrictions | 214,047,438 | (214,047,438) | - |
| Total Revenues, Gains, and Other Support | <u>780,966,181</u> | <u>(4,030,686)</u> | <u>776,935,495</u> |
| Expenses: | | | |
| Grant disbursements | 419,210,734 | - | 419,210,734 |
| Less grants disbursed on behalf of others | (25,718,814) | - | (25,718,814) |
| Net grant disbursements | 393,491,920 | - | 393,491,920 |
| Other program expenses | 16,853,391 | - | 16,853,391 |
| Management and general | 17,593,585 | - | 17,593,585 |
| Fundraising and development | 2,589,031 | - | 2,589,031 |
| Total Expenses | <u>430,527,927</u> | <u>-</u> | <u>430,527,927</u> |
| Change in net assets | 350,438,254 | (4,030,686) | 346,407,568 |
| Net assets, beginning of year | <u>1,113,084,445</u> | <u>422,514,757</u> | <u>1,535,599,202</u> |
| Net assets, end of year | <u>\$ 1,463,522,699</u> | <u>\$ 418,484,071</u> | <u>\$ 1,882,006,770</u> |

FOUNDATION FOR THE CAROLINAS
CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES

YEAR ENDED DECEMBER 31, 2018

| | Program Services | | Management & General | Fundraising & Development | Total |
|--|-----------------------|----------------------|-------------------------|------------------------------|-----------------------|
| | Grants | Other | | | |
| Grants disbursed: | | | | | |
| Environment | \$ 117,313,761 | \$ - | \$ - | \$ - | \$ 117,313,761 |
| Education | 60,577,471 | - | - | - | 60,577,471 |
| Health and human services | 61,675,378 | - | - | - | 61,675,378 |
| Community improvement and public benefit | 22,942,247 | - | - | - | 22,942,247 |
| Arts, culture, and humanities | 9,732,603 | - | - | - | 9,732,603 |
| Religion | 11,884,650 | - | - | - | 11,884,650 |
| Other | 1,290,537 | - | - | - | 1,290,537 |
| Administrative fees | - | 5,080,097 | 5,842,224 | 444,815 | 11,367,136 |
| Salaries and wages | - | 4,115,149 | 4,732,512 | 360,324 | 9,207,985 |
| Employee benefits | - | 1,045,736 | 1,202,619 | 91,565 | 2,339,920 |
| Payroll taxes | - | 274,267 | 315,413 | 24,015 | 613,695 |
| Fees for services | - | 1,400,255 | 1,610,324 | 122,607 | 3,133,186 |
| Advertising and promotion | - | 362,308 | 416,662 | 31,724 | 810,694 |
| Office expenses | - | 187,432 | 215,551 | 16,412 | 419,395 |
| Information technology | - | 848,361 | 975,634 | 74,283 | 1,898,278 |
| Occupancy | - | 295,593 | 339,936 | 25,882 | 661,411 |
| Travel | - | 47,413 | 54,526 | 4,151 | 106,090 |
| Conferences, conventions, and meetings | - | 67,784 | 77,953 | 5,935 | 151,672 |
| Depreciation | - | 265,826 | 305,739 | 23,258 | 594,823 |
| Insurance | - | 101,060 | 116,222 | 8,849 | 226,131 |
| Theatre restoration | - | 210,666 | 242,271 | 18,446 | 471,383 |
| Education/literacy | - | 2,516,389 | 2,893,903 | 220,336 | 5,630,628 |
| Community engagement | - | 965,456 | 1,110,296 | 84,536 | 2,160,288 |
| Other expenses | - | 236,206 | 271,642 | 20,682 | 528,530 |
| Total Functional Expenses | <u>\$ 285,416,647</u> | <u>\$ 18,019,998</u> | <u>\$ 20,723,427</u> | <u>\$ 1,577,820</u> | <u>\$ 325,737,892</u> |

FOUNDATION FOR THE CAROLINAS
CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES

YEAR ENDED DECEMBER 31, 2017

| | <u>Program Services</u> | | <u>Management & General</u> | <u>Fundraising & Development</u> | <u>Total</u> |
|--|-------------------------|----------------------|-------------------------------------|--|-----------------------|
| | <u>Grants</u> | <u>Other</u> | | | |
| Grants disbursed: | | | | | |
| Environment | \$ 182,945,335 | \$ - | \$ - | \$ - | \$ 182,945,335 |
| Education | 89,381,725 | - | - | - | 89,381,725 |
| Health and human services | 53,924,154 | - | - | - | 53,924,154 |
| Community improvement and public benefit | 21,054,476 | - | - | - | 21,054,476 |
| Arts, culture, and humanities | 17,837,825 | - | - | - | 17,837,825 |
| Religion | 8,736,239 | - | - | - | 8,736,239 |
| Other | 19,612,166 | - | - | - | 19,612,166 |
| Administrative fees | - | 3,752,246 | 3,892,520 | 576,425 | 8,221,191 |
| Salaries and wages | - | 3,836,008 | 3,979,414 | 589,292 | 8,404,714 |
| Employee benefits | - | 917,953 | 952,270 | 141,017 | 2,011,240 |
| Payroll taxes | - | 258,478 | 268,141 | 39,708 | 566,327 |
| Fees for services | - | 1,563,865 | 1,732,449 | 240,243 | 3,536,557 |
| Advertising and promotion | - | 307,481 | 318,976 | 47,236 | 673,693 |
| Office expenses | - | 257,689 | 267,322 | 39,586 | 564,597 |
| Information technology | - | 928,849 | 963,574 | 142,691 | 2,035,114 |
| Occupancy | - | 394,741 | 409,498 | 60,641 | 864,880 |
| Travel | - | 34,560 | 35,852 | 5,309 | 75,721 |
| Conferences, conventions, and meetings | - | 26,282 | 27,265 | 4,037 | 57,584 |
| Depreciation | - | 285,354 | 296,045 | 43,828 | 625,227 |
| Insurance | - | 103,557 | 107,429 | 15,909 | 226,895 |
| Theatre restoration | - | 595,920 | 618,198 | 91,546 | 1,305,664 |
| Education/literacy | - | 2,128,047 | 2,207,603 | 326,913 | 4,662,563 |
| Community engagement | - | 1,054,112 | 1,093,518 | 161,934 | 2,309,564 |
| Other expenses | - | 408,249 | 423,511 | 62,716 | 894,476 |
| Total Functional Expenses | <u>\$ 393,491,920</u> | <u>\$ 16,853,391</u> | <u>\$ 17,593,585</u> | <u>\$ 2,589,031</u> | <u>\$ 430,527,927</u> |

FOUNDATION FOR THE CAROLINAS
CONSOLIDATED STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2018 AND 2017

| | <u>2018</u> | <u>2017</u> |
|--|-----------------------|-----------------------|
| Cash flows from operating activities: | | |
| Change in net assets | \$ (55,435,226) | \$ 346,407,568 |
| Adjustments to reconcile change in net assets to net cash flows from operating activities: | | |
| Depreciation | 594,823 | 625,227 |
| Realized and unrealized (gains) losses on investments | 104,030,588 | (181,926,611) |
| Contributions and income restricted for investments in endowments | (10,988,664) | (13,141,801) |
| Noncash contributions - investments | (64,731,522) | (432,306,918) |
| Noncash contributions - property and equipment | (130,000) | (56,000) |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (1,650,346) | (3,849,286) |
| Pledges receivable, net | 8,960,554 | (6,496,930) |
| Prepaid expenses and inventory | 814 | (128,079) |
| Beneficial interest in trust | (359,436) | (4,500) |
| Contributed securities held for sale | 101,507,637 | (103,173,921) |
| Cash surrender value of life insurance | (403,244) | (339,415) |
| Fund obligations | 1,314,641 | (873,336) |
| Deferred revenue | 136,930 | 192,831 |
| Grants payable | (16,571,520) | 3,291,884 |
| Liability for amounts held on behalf of others | (11,295,580) | 67,425,045 |
| Annuity obligations | (2,136,920) | 267,352 |
| Other liabilities | (1,644) | (233,656) |
| Net cash flows from operating activities | <u>52,841,885</u> | <u>(324,320,546)</u> |
| Cash flows from investing activities: | | |
| Purchases of property and equipment | (3,531,004) | (253,664) |
| Net (purchases) sales of investments | (84,835,611) | 233,433,864 |
| Issuance of notes receivable | (1,416,500) | (250,000) |
| Collections of notes receivable | 220,356 | 1,089,349 |
| Net cash flows from investing activities | <u>(89,562,759)</u> | <u>234,019,549</u> |
| Cash flows from financing activities: | | |
| Contributions restricted for investment in endowment | <u>10,611,098</u> | <u>12,179,885</u> |
| Net change in cash and cash equivalents | (26,109,776) | (78,121,112) |
| Cash and cash equivalents, beginning of year | <u>157,613,855</u> | <u>235,734,967</u> |
| Cash and cash equivalents, end of year | <u>\$ 131,504,079</u> | <u>\$ 157,613,855</u> |

FOUNDATION FOR THE CAROLINAS

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

Note 1—Nature of the Organization

Foundation For The Carolinas (the “Foundation”) was established in 1958 as a North Carolina nonprofit corporation. The Foundation, headquartered in Charlotte, North Carolina, inspires philanthropy and empowers individuals to create a better community by receiving gifts, grants and bequests for the purpose of making charitable donations to approved organizations.

The accompanying consolidated financial statements include supporting organizations, which are separate legal entities established under Section 509(a)(3) of the Internal Revenue Code (“IRC”) to operate solely for supporting the activities of the Foundation. They have their own board of directors or trustees and use the Foundation to administer and invest their assets. These supporting organizations include the Foundation for the Charlotte Jewish Community, Inc. (effective April 22, 1998), the Crosland Foundation Trust (effective May 1, 2000), the Turner Family Foundation (effective June 20, 2000), the Ginter Foundation (effective January 1, 2008, terminated June 14, 2018), the Carolina Thread Trail (effective February 17, 2009), the Family Impact Fund (effective July 1, 2011), Community Investments Foundation (effective May 4, 2012), Community Real Property Holdings (effective May 4, 2012), and the Seymour Family Foundation (effective December 21, 2015). The Foundation effectively controls, either directly or indirectly, all operating aspects of these organizations and the organizations are financially interrelated to the Foundation. Accordingly, their financial activity has been included in the accompanying consolidated financial statements. With the exception of administrative fees, all significant intercompany transactions have been eliminated in the consolidation.

E4E Relief LLC is an affiliate of the Foundation (effective April 4, 2014). The Foundation effectively controls, either directly or indirectly, all operating aspects of the LLC as its sole member. The LLC is also financially interrelated to the Foundation. Accordingly, the LLC’s financial activity has been included in the accompanying consolidated financial statements and all significant intercompany transactions and balances have been eliminated in the consolidation.

The United Way Legacy Foundation (effective July 24, 2001), The Greater Charlotte Cultural Trust (effective December 31, 2002), Foundation for the Mint Museum (effective October 27, 2006), Charlotte-Mecklenburg Library Foundation (effective September 17, 2012), Queens University of Charlotte Endowment (effective November 7, 2014), and CMS Foundation (effective August 11, 2016) also operate in connection with the Foundation as supporting organizations under Section 509(a)(3) of the IRC. These organizations are not controlled, directly or indirectly, by the Foundation. Therefore, financial activity of these organizations is not included in the accompanying consolidated financial statements, except as noted below and as discussed in Note 2 under fiduciary agent.

A small number of funds exist which were originally established at the Foundation and were transferred to United Way Legacy Foundation, The Greater Charlotte Cultural Trust, Foundation for the Mint Museum, Charlotte-Mecklenburg Library Foundation, Queens University of Charlotte Endowment, and CMS Foundation for reporting purposes. However, if any of these organizations ceased to operate as a supporting organization of the Foundation, these funds would be transferred back to the Foundation. As such, the financial activity related to these funds is included in the accompanying consolidated financial statements.

FOUNDATION FOR THE CAROLINAS

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

Note 2—Summary of significant accounting policies

Basis of Accounting – The accompanying 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”). The Financial Accounting Standards Board (“FASB”) has established the Accounting Standards Codification (“ASC”) as the source of authoritative accounting principles to be applied in the preparation of financial statements in accordance with U.S. GAAP. Net assets and revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

Net Assets Without Donor Restriction – Net assets available for general use and not subject to donor restrictions. Net assets without donor restrictions also include the investment in property and equipment, net of accumulated depreciation. The Foundation’s policy is to designate donor gifts without restriction at the discretion of the board of directors. The board of directors has designated net assets without donor restrictions for the following uses:

Designated for Donor Advised Grants – Funds designated for donor-advised grants are available for distribution upon recommendation by the donor.

Designated for Operating Reserves – Cash reserves designated for future needs such as technology, capital purchases, art acquisitions, and other operating needs.

Designated for Discretionary Grants – Amounts remaining from annual spendable income of board-designated endowments are designated for discretionary grants

Designated for Endowment – Gifts without donor restrictions designated by the board of directors to provide perpetual support for community grant making and the Foundation’s operations.

Net Assets With Donor Restrictions – Net assets resulting from contributions and endowment investment earnings subject to donor-imposed restrictions. Some donor-imposed restrictions are temporary in nature that may or will be met, either by actions of the Foundation and/or the passage of time. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. As of December 31, 2018 and 2017, the Foundation’s net assets with donor restrictions are restricted for funding various community educational and philanthropic programs specified by the donors and funding renovations to the Carolina Theatre property as well as the endowment corpus and unspent endowment investment earnings.

Revenues are reported as increases in net assets without donor restrictions unless use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in net assets without donor restrictions. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in net assets without donor restrictions unless their use is restricted by explicit donor stipulation or by law. Expirations of donor-imposed restrictions on net assets (i.e., the donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as reclassifications between the applicable classes of net assets.

The Foundation reports gifts of land, buildings, and equipment as revenues without donor restrictions unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit donor restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as revenue with donor restrictions. The Foundation reports expirations of donor’s restrictions when the donated or acquired long-lived assets are placed in service.

FOUNDATION FOR THE CAROLINAS

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

Note 2—Summary of significant accounting policies (continued)

Contributions, including unconditional promises, are recognized as revenues in the period made. Conditional promises are not recognized until they become unconditional, that is, when the conditions on which they depend are substantially met. Contributions of assets other than cash, which are primarily donated investment securities, are recorded at their estimated fair value at the date of donation.

Administrative Fees Received – The Foundation administers various funds contributed by individuals and organizations. These funds are managed through pools of assets and are charged an annual administrative fee, assessed on a monthly basis, based on a percentage of the fair value of the assets of the fund. Administrative fees are recognized in the fiscal year in which they occur. In accordance with practices that are common among community foundations, the Foundation presents administrative fees received from consolidated entities on a gross basis. Administrative fees received for the years ended December 31, 2018 and 2017, included \$11,367,136 and \$8,221,191, respectively, of fees from organizations that are consolidated in the Foundation's consolidated financial statements.

Donated Services – The Foundation records contributed services if the services received create or enhance long-lived assets or require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. A number of unpaid volunteers, who serve in the capacity of board members and various volunteer assistants, have made significant contributions of their time in the furtherance of the Foundation's programs. The value of this contributed time is not reflected in these consolidated financial statements since it does not meet the above recognition criteria.

Income Taxes – The Foundation and its supporting organizations are exempt from federal income tax under the provisions of Section 501(c)(3) of the IRC. In accordance with IRC regulations, the Foundation is taxed on unrelated business income, which consists of earnings from activities not related to the exempt purpose of the Foundation. The Foundation accounts for tax uncertainties based on a more likely than not recognition threshold whereby tax benefits are only recognized when the Foundation believes that they have a greater than 50% likelihood of being sustained upon examination by taxing authorities. The Foundation has evaluated all its tax positions and determined that it had no uncertain income tax positions as of December 31, 2018 or 2017.

Cash and Cash Equivalents – The Foundation considers short-term investments with original maturities of three months or less to be cash equivalents, except for those short-term investments managed as part of investment management strategies.

Pledges Receivable, Net – Unconditional promises to give that are expected to be collected within one year are recorded at net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of their estimated future cash flows. The discounts on those amounts are computed using risk-adjusted rates. Amortization of the discounts is included in contributions revenue. An allowance for doubtful accounts is based on specific identification of possible uncollectible accounts and the Foundation's historical collection experience. The Foundation has elected to apply the fair value option for valuing all pledges to improve the clarity and consistency of the valuation of these pledges.

Notes Receivable – Notes receivable represent funds advanced to other organizations and are stated at unpaid principal balances, less an allowance for loan losses. The amount of the allowance is based on management's evaluation of the collectability of the receivables, including past experience, adverse situations that may affect the borrower's ability to repay, and current economic conditions. Management has determined that an allowance for loan losses is not necessary as of December 31, 2018 and 2017.

Contributed Securities Held for Sale – Contributed securities held for sale include equity and marketable securities that are scheduled to be liquidated by the Foundation in less than one year.

FOUNDATION FOR THE CAROLINAS

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

Note 2—Summary of significant accounting policies (continued)

Investments – Investments in marketable securities with readily determinable fair values and all investments in debt securities are valued in the accompanying consolidated statements of financial position at their fair value. Fair value is determined by reference to exchange or dealer-quoted market prices. If a quoted market price is not available, fair value is estimated using quoted market prices for similar investment securities. Diversified venture capital holdings and certain other limited partnership interests are carried at fair values based upon financial information provided by external investment partners. Because the venture capital holdings and other limited partnership interests are not readily marketable, the estimated value is subject to uncertainty and, therefore, may differ significantly from the value that would have been used had a ready market for the investments existed. The amount of investment gain associated with these investments represents 6.01% and 9.87% of the total return on investment for the years ended December 31, 2018 and 2017, respectively. Changes in the fair market value of investments carried at fair value are reflected as investment gains or losses in the accompanying consolidated statements of activities.

Property and Equipment, Net – Property and equipment in excess of \$1,500 are recorded at cost for purchased items and estimated fair market value for donated items, and are depreciated on a straight-line basis over the estimated life of the respective asset, ranging from 5-39 years for buildings and building improvements, and 5-10 years for furniture and fixtures. The costs of maintenance and repairs, which do not improve or extend the life of the respective asset, are expensed when incurred. The cost and any accumulated depreciation are removed from the accounts for items sold or retired, and any resulting gain or loss is included in the determination of the change in net assets. Long-lived assets held and used by the Foundation are reviewed for impairment whenever changes in circumstances indicate the carrying value of an asset may not be recoverable.

Amounts Held on Behalf of Others – The Foundation recognizes a liability for funds received and held for the sole benefit of other organizations.

Fiduciary Agent – The Foundation acts as fiduciary agent for all its supporting organizations (see Note 1). The Foundation's responsibilities as fiduciary agent include, but are not limited to, safeguarding assets, recording transactions, managing investments and ensuring appropriate distributions. As part of its fiduciary responsibility, the Foundation manages the assets of United Way Legacy Foundation ("UWLF"), The Greater Charlotte Cultural Trust ("GCCT"), Foundation for the Mint Museum ("FFMM"), the Charlotte-Mecklenburg Library Foundation ("CMLF"), the Queens University of Charlotte Endowment ("QUCE"), and the CMS Foundation ("CMSF").

UWLF was organized for the benefit of, to perform the endowment functions of and to carry out the purposes of the Foundation with respect to United Way of Central Carolinas, Inc. At December 31, 2018 and 2017, The Foundation, as fiduciary agent for UWLF, has recorded \$1,431,538 and \$3,226,496, respectively, as both assets and as amounts held on behalf of others.

GCCT was organized for the benefit of, to perform the endowment functions of and to carry out the purposes of the Foundation with respect to the Charlotte-Mecklenburg cultural community, the Arts & Science Council-Charlotte/Mecklenburg, Inc. (the "ASC") and cultural partners of the ASC. At December 31, 2018 and 2017, the Foundation, as fiduciary agent for GCCT, has recorded \$163,991,488 and \$183,022,812, respectively, as both assets and as amounts held on behalf of others.

FFMM was organized for the benefit of, to perform the endowment functions of and to carry out the purposes of the Foundation with respect to the Mint Museum of Art. At December 31, 2018 and 2017, the Foundation, as fiduciary agent for FFMM has recorded \$13,664,301 and \$15,034,545, respectively, as both assets and as amounts held on behalf of others.

FOUNDATION FOR THE CAROLINAS

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

Note 2—Summary of significant accounting policies (continued)

CMLF was organized for the benefit of, to perform the endowment functions of and to carry out the purposes of the Foundation with respect to the Charlotte-Mecklenburg Library. At December 31, 2018 and 2017, the Foundation, as fiduciary agent for CMLF has recorded \$9,427,194 and \$7,516,363, respectively, as both assets and as amounts held on behalf of others.

QUCE was organized for the benefit of, to perform the endowment functions of and to carry out the purposes of the Foundation with respect to Queen University of Charlotte. At December 31, 2018 and 2017, the Foundation, as fiduciary agent for QUCE has recorded \$111,350,666 and \$107,265,810, respectively, as both assets and as amounts held on behalf of others.

CMSF was organized for the benefit of, to perform the endowment functions of and to carry out the purposes of the Foundation with respect to Charlotte-Mecklenburg Schools. At December 31, 2018 and 2017, the Foundation, as fiduciary agent for CMSF has recorded \$432,498 and \$116,313, respectively, as both assets and as amounts held on behalf of others.

Annuity Obligations – The Foundation receives gifts of future interest through charitable remainder unitrusts and gift annuities. Charitable remainder unitrusts are arrangements in which a donor establishes and funds a trust with specified distributions to be made to a non-charitable beneficiary, usually the donor, over a specified period of time not to exceed the lives of the beneficiaries. The distributions to the beneficiaries are for a specified percentage of the trust's fair market value as determined annually. The annual distribution is limited to the lesser of the stated percentage or the actual income earned. Upon termination of the trust, a donor specified not-for-profit organization in addition to the Foundation receives the assets remaining in the trust. Charitable gift annuities are similar to the charitable remainder unitrusts except that no trust exists and the annual distribution to the non-charitable beneficiary is a fixed amount.

The present value of the liability resulting from these gifts, determined based on mortality tables using annual Internal Revenue Service discount rates, is recorded as an annuity obligation. The amount equal to the portion of the current fair value of the gift over the amount payable is recorded as permanently restricted net assets if the Foundation is the beneficiary or annuity obligations if the Foundation is acting as the agent. The Foundation has voluntarily elected the fair value option for valuing all liabilities associated with the irrevocable trust agreements and annuity agreements to improve the clarity and consistency of the valuation of these liabilities.

Functional Allocation of Expenses – The costs of providing the various program and supporting services have been summarized on a functional basis in the consolidated statements of activities. The consolidated statements of functional expenses present the natural classification detail of expenses by function.

The consolidated financial statements report expenses that are attributed to more than one program or supporting function. Therefore, expenses require allocation on a reasonable basis that is consistently applied. All expenses, excluding depreciation and grant disbursements are allocated on the basis of estimates of time and effort.

Use of Estimates – The preparation of accompanying consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of any 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 significantly differ from these estimates.

FOUNDATION FOR THE CAROLINAS

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

Note 2—Summary of significant accounting policies (continued)

Future Pronouncements – The FASB issued ASU 2018-08, *Not-for-Profit Entities (Topic 958) – Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made*. This ASU clarifies and improves the scope and the accounting guidance for contributions received and contributions made. This ASU is effective for annual periods beginning after June 15, 2018. The Foundation is currently in the process of evaluating the impact that this pronouncement will have on its consolidated financial statements.

Note 3—Liquidity and availability

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

| | <u>2018</u> | <u>2017</u> |
|--------------------------------------|-----------------------|-----------------------|
| Cash and cash equivalents | \$ 2,618,733 | \$ 1,564,519 |
| Accounts receivable and other assets | 1,231,117 | 109,780,174 |
| Short-term investments | 133,608,657 | 44,906,050 |
| | <u>\$ 137,458,507</u> | <u>\$ 156,250,743</u> |

The assets above include \$131,369,726 and \$152,259,796 in donor-advised funds as of December 31, 2018 and 2017, respectively. The Foundation generally uses these assets for grant making based on donor recommendations.

Endowment funds consist of donor-restricted endowments and board-designated endowments. Income from donor-restricted endowments that is restricted for specific purposes is not available for general expenditure. As described in Note 12, the Foundation's board-designated endowments are subject to an annual spending rate. For the year ended December 31, 2019, this rate is 4.50% and \$2,005,530 of appropriation from the board-designated endowments will be available within the next 12 months. For the year ended December 31, 2018, the rate was 4.75% and \$4,247,211 of appropriation from the board-designated endowments was available for expenditure during the year ended December 31, 2018. Although the Foundation does not intend to spend from this board-designated endowment (other than amounts appropriated per the board's annual spending rate approval), these amounts could be made available if necessary.

As part the Foundation's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations become due. The Foundation invests cash in excess of daily requirements in short-term investments and money market funds. Occasionally, the board will designate a portion of any operating surplus to its operating reserve, which was \$5,135,495 and \$3,583,358 as of December 31, 2018 and 2017, respectively.

FOUNDATION FOR THE CAROLINAS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

Note 4—Pledges receivable, net

Pledges receivable as of December 31 are summarized as follows:

| | <u>2018</u> | <u>2017</u> |
|--------------------------------------|----------------------|----------------------|
| Receivable in less than one year | \$ 37,451,933 | \$ 33,345,913 |
| Receivable in one to five years | 17,423,352 | 30,919,150 |
| Receivable thereafter | 348,500 | 943,307 |
| | <u>55,223,785</u> | <u>65,208,370</u> |
| Less allowance for doubtful accounts | (1,656,713) | (1,956,251) |
| Less discount for present value | (1,050,842) | (1,775,335) |
| Pledges receivable, net | <u>\$ 52,516,230</u> | <u>\$ 61,476,784</u> |

Future pledge receipts are discounted using an average risk-adjusted discount rate of 2.95% and 2.65% at December 31, 2018 and 2017, respectively.

Note 5—Investments

The Foundation classifies investments as either short-term or long-term. Short-term investments include marketable securities with maturity dates less than one year, as well as all investments other than marketable securities intended to be liquidated within a year. Long-term investments include marketable securities with maturity dates greater than one year and any cash equivalents managed as part of the long-term investment strategies. Other investments include real estate holdings and interests in partnerships. Investments as of December 31 are summarized as follows:

| | <u>2018</u> | <u>2017</u> |
|--|-------------------------|-------------------------|
| Short-Term Investments: | | |
| Money market funds | \$ 111,331,546 | \$ 97,082,663 |
| Fixed income funds | 22,847,390 | 26,045,451 |
| Bonds | 15,895,071 | 17,020,779 |
| Total Short-Term Investments | <u>\$ 150,074,007</u> | <u>\$ 140,148,893</u> |
| Long-Term Investments: | | |
| Money market funds | \$ 55,179,178 | \$ 62,734,958 |
| Equity and marketable securities | 1,400,070,067 | 1,409,150,280 |
| Closely-held securities | 19,143,465 | 18,425,465 |
| Fixed income funds | 246,532,811 | 210,447,450 |
| Bonds | 75,595,416 | 65,943,952 |
| Hedge funds and other private investment funds | 182,804,742 | 186,171,506 |
| Total Long-Term Investments | <u>\$ 1,979,325,679</u> | <u>\$ 1,952,873,611</u> |
| Other Investments: | | |
| Real estate | \$ 1,158,950 | \$ 2,830,950 |
| Partnerships | 32,764,583 | 21,555,654 |
| Total Other Investments | <u>\$ 33,923,533</u> | <u>\$ 24,386,604</u> |

FOUNDATION FOR THE CAROLINAS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

Note 5—Investments (continued)

Total investments include assets for annuity obligations and other liabilities of \$9,904,605 and \$12,043,169 for 2018 and 2017, respectively. The Foundation maintains its investments with various broker-dealers. The Foundation invests in a variety of investments, which are subject to fluctuations in market values and expose the Foundation to a certain degree of interest and credit risk.

Net investment income for the years ended December 31, 2018 and 2017 consists of interest and dividends and is presented net of related expenses. Net investment gains (losses) for the years ended December 31 consists of net realized and unrealized gains (losses) and are comprised as follows:

| | 2018 | 2017 |
|---|-------------------------|-----------------------|
| Net investment gains (losses) | \$ (138,176,625) | \$ 234,481,123 |
| Less agency funds reclassified to liabilities | 34,146,037 | (52,554,512) |
| | <u>\$ (104,030,588)</u> | <u>\$ 181,926,611</u> |

The Foundation has investments with 56 fund managers, which invest in private investment funds as part of the Foundation's asset allocation. The investment in the private investment funds is an alternative investment strategy with the purpose of increasing the diversity of the Foundation's holdings and is consistent with the Foundation's overall investment objectives.

The private investment funds are not traded on an exchange and, accordingly, investments in such funds may not be as liquid as investments in marketable equity or debt securities. The private investment funds may invest in other private investment funds, equity or debt securities, which may or may not have readily available fair values, and foreign exchange or commodity forward contracts. Management relies on various factors to estimate the fair value of these investments.

Management believes its processes and procedures for valuing investments are effective, and, that its estimate of value is reasonable. However, the factors used by management are subject to change in the near term and, accordingly, investment values and performance can be affected. The effect of these changes could be material to the accompanying consolidated financial statements.

Note 6—Property and equipment, net

The following is a summary of property and equipment as of December 31:

| | 2018 | 2017 |
|-------------------------------|----------------------|----------------------|
| Land | \$ 3,732,800 | \$ 3,232,800 |
| Building and improvements | 14,356,659 | 14,819,594 |
| Furniture and fixtures | 3,587,983 | 3,587,983 |
| Artwork | 4,589,283 | 4,511,817 |
| Construction-in-progress | 3,546,473 | - |
| | <u>29,813,198</u> | <u>26,152,194</u> |
| Less accumulated depreciation | (5,989,015) | (5,394,192) |
| | <u>\$ 23,824,183</u> | <u>\$ 20,758,002</u> |

In June 2013, the Foundation purchased the Carolina Theatre property and entered into a contract to renovate and restore the property. Under the terms of the agreement, renovations must start by December 31, 2018 and be substantially complete by December 31, 2023. The renovation costs will be substantially funded by contributions which totaled approximately \$45.2 million and \$36.7 million as of December 31, 2018 and 2017, respectively. Disbursements included above as construction-in-progress at December 31, 2018 relate to this project.

FOUNDATION FOR THE CAROLINAS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

Note 7—Notes receivable

The Foundation holds various promissory notes receivable as of December 31:

| | <u>2018</u> | <u>2017</u> |
|--|---------------------|---------------------|
| No interest, with principal balance due on demand at sole discretion of Foundation | \$ 200,000 | \$ - |
| 5.00% interest payable quarterly, with principal balance due in March 2019 | 150,000 | 150,000 |
| 4.63% interest payable annually, with principal balance due in July 2019 | 675,000 | - |
| 2.00% interest payable annually, with principal balance due in November 2019 | 250,000 | 250,000 |
| No interest, with principal balance due in June 2020 | 250,000 | 250,000 |
| 4.00% interest payable annually, with principal balance due in June 2021 | 541,500 | - |
| 0.89% interest payable annually, with principal balance due in November 2021 | 106,593 | 106,593 |
| 1.72% interest payable annually, with principal balance due in December 2023 | 410,551 | 410,551 |
| 2.74% interest payable annually, with principal balance due in December 2024 | 761,421 | 876,306 |
| 2.74% interest payable annually, with principal balance due in December 2024 | 1,467,889 | 1,573,360 |
| | <u>\$ 4,812,954</u> | <u>\$ 3,616,810</u> |

Note 8—Grants payable

The following summarizes grants approved and paid and those committed for future payments:

| | <u>2018</u> | <u>2017</u> |
|-----------------------------------|----------------------|----------------------|
| Grants payable, beginning of year | \$ 81,041,686 | \$ 77,749,802 |
| Unconditional grants expensed | 285,416,647 | 393,491,920 |
| Payments made | (301,988,167) | (390,200,036) |
| Grants payable, end of year | <u>\$ 64,470,166</u> | <u>\$ 81,041,686</u> |

Grants are approved and made by the board in accordance with the Foundation's bylaws. Grants and distributions are recorded in the accompanying consolidated financial statements when approved and all conditions have been met. All grants are payable within one year of being approved.

FOUNDATION FOR THE CAROLINAS

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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Note 9—Net assets released from restrictions

Net assets were released from donor restrictions by incurring expenses satisfying the restricted purpose or by the occurrence of the passage of time or other events specified by the donors as follows for the years ended December 31, 2018 and 2017:

| | <u>2018</u> | <u>2017</u> |
|---|----------------------|-----------------------|
| Purpose or other restriction accomplished | \$ 38,871,592 | \$ 203,351,853 |
| Time restriction expired | 2,984,525 | 1,475,212 |
| Release of appropriated endowment amounts | 10,279,267 | 9,220,373 |
| | <u>\$ 52,135,384</u> | <u>\$ 214,047,438</u> |

Note 10—Fair value measurements of asset and liabilities

In accordance with guidance on fair value measurements for financial instruments measured at fair value, fair value is defined as the price that the Foundation would receive to sell an investment or pay to transfer a liability in a timely transaction with an independent buyer in the principal market, or in the absence of a principal market, the most advantageous market for the investment or liability. The fair value guidance establishes a three-tier hierarchy to distinguish between 1) inputs that reflect the assumptions that market participants would use in pricing an asset or liability developed based on market data obtained from sources independent of the reporting entity (observable inputs); and, 2) inputs that reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability developed based on the best information available in the circumstances (unobservable inputs) and to establish classification of fair value measurements for disclosure purposes. Various inputs are used in determining the fair value of the Foundation's financial instruments. The inputs are summarized in the three broad levels listed below:

- Level 1 - Quoted prices in active markets that are accessible at the measurement date for identical securities.
- Level 2 - Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly. Money market funds are valued using \$1 for the unit value using the market approach. Fixed income securities are valued on the basis of valuations provided by pricing services, which determines valuations using methods based upon market transactions for comparable securities and various relationships between securities which are generally recognized by institutional traders. If market quotations are not readily available for valuations, assets may be valued by a method the trustee of the fund believes accurately reflects fair value.
- Level 3 - Prices or valuations that require using significant unobservable inputs in determining fair value. The inputs into the determination of fair value require significant judgment or estimation by the investment manager. The investment manager uses either the market approach, which generally consists of using comparable market transactions, or the income approach which generally consists of the net present value of estimated future cash flows, adjusted as appropriate for liquidity, credit, market and/or other risk factors.

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

FOUNDATION FOR THE CAROLINAS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

Note 10—Fair value measurements of asset and liabilities (continued)

The following table summarizes the valuation of the Foundation's financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2018 based on the level of input utilized to measure fair value:

| Description | Fair Value Measurements at December 31, 2018 | | | |
|---|--|-------------------------|----------------------|----------------------|
| | Total | Level 1 | Level 2 | Level 3 |
| <i>Measurement at fair value on a recurring basis:</i> | | | | |
| Investments: | | | | |
| Money market funds | \$ 166,510,722 | \$ 166,510,722 | \$ - | \$ - |
| Equity and marketable securities: | | | | |
| U.S. large-cap | 742,208,061 | 742,208,061 | - | - |
| U.S. mid-cap | 13,923,376 | 13,923,376 | - | - |
| U.S. small-cap | 10,504,990 | 10,504,990 | - | - |
| International developed | 28,936,245 | 28,936,245 | - | - |
| Emerging markets | 13,005,966 | 13,005,966 | - | - |
| Diversifying assets | 6,792,852 | 6,792,852 | - | - |
| Real asset funds | 8,529,740 | 8,529,740 | - | - |
| Closely-held securities | 19,143,465 | - | 19,143,465 | - |
| Bonds and fixed income securities: | | | | |
| Government and agency | 17,739,482 | 3,439,354 | 14,300,128 | - |
| Mortgage backed securities | 11,510,811 | 3,452,340 | 8,058,471 | - |
| Corporate obligations | 45,577,729 | 9,003,377 | 36,574,352 | - |
| Mutual funds | 83,287,169 | 83,287,169 | - | - |
| | 1,167,670,608 | 1,089,594,192 | 78,076,416 | - |
| Hedge funds ⁽¹⁾ | 112,820,287 | - | - | - |
| Other private investment funds ⁽¹⁾ | 848,908,791 | - | - | - |
| Total Investments | <u>\$ 2,129,399,686</u> | <u>\$ 1,089,594,192</u> | <u>\$ 78,076,416</u> | <u>\$ -</u> |
| Pledges receivable, net | <u>\$ 52,516,230</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 52,516,230</u> |
| Contributed securities held for sale | <u>\$ 7,820,244</u> | <u>\$ 7,820,244</u> | <u>\$ -</u> | <u>\$ -</u> |
| Beneficial interest in trust | <u>\$ 695,801</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 695,801</u> |
| Annuity obligations | <u>\$ 9,903,643</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 9,903,643</u> |
| Description | Total | Level 1 | Level 2 | Level 3 |
| <i>Measurement at fair value on a nonrecurring basis:</i> | | | | |
| Other investments: | | | | |
| Real estate | \$ 1,158,950 | \$ - | \$ - | \$ 1,158,950 |
| Partnerships | 32,764,583 | - | - | 32,764,583 |
| Total Other Investments | <u>\$ 33,923,533</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 33,923,533</u> |

⁽¹⁾ In accordance with ASC Subtopic 820-10, certain investments that are measured at fair value using the net asset per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the consolidated statements of financial position.

FOUNDATION FOR THE CAROLINAS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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Note 10—Fair value measurements of asset and liabilities (continued)

The following table summarizes the valuation of the Foundation’s financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2017 based on the level of input utilized to measure fair value:

| Description | Fair Value Measurements at December 31, 2017 | | | |
|---|--|-------------------------|----------------------|----------------------|
| | Total | Level 1 | Level 2 | Level 3 |
| <i>Measurement at fair value on a recurring basis:</i> | | | | |
| Investments: | | | | |
| Money market funds | \$ 159,817,621 | \$ 159,817,621 | \$ - | \$ - |
| Equity and marketable securities: | | | | |
| U.S. large-cap | 1,041,301,920 | 1,041,301,920 | - | - |
| U.S. mid-cap | 16,665,080 | 16,665,080 | - | - |
| U.S. small-cap | 59,599,323 | 59,599,323 | - | - |
| International developed | 163,213,010 | 163,213,010 | - | - |
| Emerging markets | 111,434,097 | 111,434,097 | - | - |
| Diversifying assets | 7,247,995 | 7,247,995 | - | - |
| Real asset funds | 9,688,855 | 9,688,855 | - | - |
| Closely-held securities | 18,425,465 | - | 18,425,465 | - |
| Bonds and fixed income securities: | | | | |
| Government and agency | 19,281,817 | 3,300,157 | 15,981,660 | - |
| Mortgage backed securities | 17,812,974 | 944,989 | 16,867,985 | - |
| Corporate obligations | 45,869,940 | 6,351,550 | 39,518,390 | - |
| Mutual funds | 236,492,901 | 236,492,901 | - | - |
| | <u>1,906,850,998</u> | <u>1,816,057,498</u> | <u>90,793,500</u> | <u>-</u> |
| Hedge funds ⁽¹⁾ | 102,126,958 | - | - | - |
| Other private investment funds ⁽¹⁾ | 84,044,548 | - | - | - |
| Total Investments | <u>\$ 2,093,022,504</u> | <u>\$ 1,816,057,498</u> | <u>\$ 90,793,500</u> | <u>\$ -</u> |
| Pledges receivable, net | <u>\$ 61,476,784</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 61,476,784</u> |
| Contributed securities held for sale | <u>\$ 109,327,881</u> | <u>\$ 109,327,881</u> | <u>\$ -</u> | <u>\$ -</u> |
| Beneficial interest in trust | <u>\$ 336,365</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 336,365</u> |
| Annuity obligations | <u>\$ 12,040,563</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 12,040,563</u> |
| Description | Total | Level 1 | Level 2 | Level 3 |
| <i>Measurement at fair value on a nonrecurring basis:</i> | | | | |
| Other investments: | | | | |
| Real estate | \$ 2,830,950 | \$ - | \$ - | \$ 2,830,950 |
| Partnerships | 21,555,654 | - | - | 21,555,654 |
| Total Other Investments | <u>\$ 24,386,604</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 24,386,604</u> |

⁽¹⁾ In accordance with ASC Subtopic 820-10, certain investments that are measured at fair value using the net asset per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the consolidated statements of financial position.

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Note 10—Fair value measurements of asset and liabilities (continued)

For assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the period, the following tables provide a reconciliation of beginning and ending balances for the years ended December 31, 2018 and 2017, respectively:

| | Fair Value Measurements at December 31, 2018 | | |
|---|---|----------------------|---------------------|
| | Beneficial | Pledges | Annuity |
| | Interest in Trust | Receivable | Obligations |
| Beginning balance | \$ 336,365 | \$ 61,476,784 | \$ 12,040,563 |
| Investment return, net | 35,732 | - | 171,156 |
| Expenses | - | - | (147,934) |
| Contributions | 323,704 | - | - |
| Payments on pledges, net of new pledges | - | (7,936,523) | - |
| Payments to beneficiaries | - | - | (1,320,103) |
| Actuarial adjustments | - | - | (840,039) |
| Allowance and net present value adjustments | - | (1,024,031) | - |
| Ending balance | <u>\$ 695,801</u> | <u>\$ 52,516,230</u> | <u>\$ 9,903,643</u> |

| | Fair Value Measurements at December 31, 2017 | | |
|---|---|----------------------|----------------------|
| | Beneficial | Pledges | Annuity |
| | Interest in Trust | Receivable | Obligations |
| Beginning balance | \$ 331,865 | \$ 54,017,938 | \$ 11,773,211 |
| Investment return, net | - | - | 3,052,673 |
| Expenses | - | - | (145,711) |
| Contributions | 4,500 | - | - |
| New pledges net of payments | - | 6,430,688 | - |
| Payments to beneficiaries | - | - | (1,649,134) |
| Actuarial adjustments | - | - | (990,476) |
| Allowance and net present value adjustments | - | 1,028,158 | - |
| Ending balance | <u>\$ 336,365</u> | <u>\$ 61,476,784</u> | <u>\$ 12,040,563</u> |

For assets and liabilities measured at fair value on a nonrecurring basis using significant unobservable inputs (Level 3) during the period, the following table provides a reconciliation of beginning and ending balances for the years ended December 31, 2018 and 2017, respectively:

| | Real Estate | Partnerships |
|-------------------------------|---------------------|----------------------|
| Year Ended December 31, 2018: | | |
| Beginning of year | \$ 2,830,950 | \$ 21,555,654 |
| Contributions | - | 31,082,421 |
| Sales of investments | (1,672,000) | (19,873,482) |
| End of year | <u>\$ 1,158,950</u> | <u>\$ 32,764,593</u> |
| Year Ended December 31, 2017: | | |
| Beginning of year | \$ 3,749,250 | \$ 75,540,945 |
| Contributions | 440,000 | 16,574,599 |
| Sales of investments | (1,358,300) | (70,559,890) |
| End of year | <u>\$ 2,830,950</u> | <u>\$ 21,555,654</u> |

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Note 10—Fair value measurements of asset and liabilities (continued)

For entities that calculate the net asset value per share (or its equivalent), the following table provides information about the probability of investments being sold at amounts different from the net asset value per share for the year ended December 31, 2018:

| | Fair Value | Unfunded Commitments | Redemption Frequency | Redemption Notice Period |
|--|-----------------------|-------------------------|-------------------------|-----------------------------|
| Asset allocator ^(a) | \$ 822,101,380 | \$ - | annually | 180 days |
| Multi-strategy hedge funds ^(b) | 100,064,864 | - | quarterly | 30-65 days |
| Equity long/short hedge funds ^(c) | 7,380,403 | - | qtrly, annually | 30-90 days |
| Fund-of-Funds - Directional ^(d) | 1,992,888 | - | annually | 100 days |
| Private equity ^(f) | 18,555,364 | 3,090,027 | none | none |
| Real estate funds ^(g) | 4,859,060 | 1,459,932 | none | none |
| Energy/natural resources ^(h) | 6,775,119 | 4,830,179 | none | none |
| Total | <u>\$ 961,729,078</u> | <u>\$ 9,380,138</u> | | |

- (a) This category manages funds structured as private investment partnerships. Funds are invested with a long-term time horizon, utilizing allocations to global equity, fixed income, commodities, long/short equity hedge funds, credit/special situations, absolute return hedge funds, and hedged/opportunistic funds. The fair values of the investments in this category have been estimated using the net asset value per share of the investments.
- (b) This category invests in hedge funds that pursue multiple strategies to diversify risks and reduce volatility. Funds incorporate a multi-strategy approach within the credit space, as well as utilizing convertible arbitrage, risk arbitrage, equity long/short (fundamental and quantitative), distressed debt, pairs trading, private placements, global macro, commodities, real estate, reinsurance, and capital structure arbitrage. The fair values of the investments in this category have been estimated using the net asset value per share of the investments.
- (c) This category includes investments in hedge funds that invest both long and short, utilizing domestic, global, and Asian concentrations. Funds diversify across sectors, market capitalization, industry, and region. The fair values of the investments in this category have been estimated using the net asset value per share of the investments.
- (d) This category focuses on smaller managers. The performance objective of the fund is to outperform the S&P 500 over a market cycle with less volatility. This is done through combining long equity exposures with meaningful short-side positions. The fair values of the investments in this category have been estimated using the net asset value per share of the investments.
- (e) This category includes an enhanced index fund with an emphasis on high quality agency MBS, a focus on select corporate issues, and own EM bonds with sound fundamentals. The fair values of the investments in this category have been estimated using the net asset value per share of the investments.
- (f) This category includes funds that invest in venture capital, buyout, and emerging market funds. Funds take a menu-driven approach by combining the three strategies into a single fund that allows investors to choose their own allocation. Additionally, this category includes funds managed by tenured distressed managers, representing the full spectrum of distressed investment approaches, including short-term and medium-term trading strategies.
- (g) This category includes several real estate funds that invest across strategies such as debt origination, secondary debt or securities mispriced relative to underlying real estate values, income oriented equity, and value-added equity, as well as office properties in major metropolitan areas of the U.S. Distributions from the funds will be received as the underlying investments of the funds are liquidated.
- (h) This category includes funds that invest primarily in oil and natural gas exploration and production companies; however the funds may also invest in companies servicing these businesses, such as energy infrastructure companies.

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Note 11—Retirement plans

The Foundation provides an age-graded 403(b) retirement benefit plan that covers all eligible employees, as defined. The Foundation makes contributions on behalf of each employee based on age. The Foundation also provides a supplemental 403(b) plan that covers all employees and employees may make elective deferrals out of salary. The Foundation also maintains a non-qualified 457(b) plan for employees who are unable to maximize employer contributions to the qualified 403(b) plan due to annual contribution limits under Section 415.

Foundation contributions to these plans were \$1,117,487 and \$924,734 during 2018 and 2017, respectively.

Note 12—Endowment assets

The Foundation’s endowment consists of approximately 800 individual funds established for a variety of purposes including both donor-restricted endowment funds and funds designated by the board of directors to function as endowments. Net assets associated with endowment funds, including funds designated by the board of directors to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

Interpretation of Relevant Law – The board of directors of the Foundation has interpreted current law, Uniform Prudent Management of Institutional Funds Act of 2006 (“UPMIFA”), 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 stipulation to the contrary. As a result of this interpretation, we retain in 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. 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 UPMIFA. The Foundation considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- The duration and preservation of the fund
- The purposes of the institution and the donor-restricted endowment fund
- General economic conditions
- The possible effect of inflation and deflation
- The expected total return from income and appreciation of investments
- Other resources of the institution
- The investment policies of the institution

| | <u>Without Donor Restrictions</u> | <u>With Donor Restrictions</u> | <u>Total</u> |
|---|---------------------------------------|------------------------------------|-----------------------|
| December 31, 2018: | | | |
| Board-designated endowment funds | \$ 43,092,368 | \$ - | \$ 43,092,368 |
| Donor-restricted endowment funds: | | | |
| Original donor-restricted gift amount and amounts required to be maintained in perpetuity by donor | - | 206,861,086 | 206,861,086 |
| Accumulated investment gains | - | 20,023,243 | 20,023,243 |
| | <u>\$ 43,092,368</u> | <u>\$ 226,884,329</u> | <u>\$ 269,976,697</u> |

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Note 12—Endowment assets (continued)

Endowment net assets consist of the following:

| | Without Donor Restrictions | With Donor Restrictions | Total |
|---|---------------------------------------|------------------------------------|-----------------------|
| December 31, 2017: | | | |
| Board-designated endowment funds | \$ 44,669,950 | \$ - | \$ 44,669,950 |
| Donor-restricted endowment funds: | | | |
| Original donor-restricted gift amount and amounts required to be maintained in perpetuity by donor | - | 197,896,642 | 197,896,642 |
| Accumulated investment gains | - | 42,409,818 | 42,409,818 |
| | <u>\$ 44,669,950</u> | <u>\$ 240,306,460</u> | <u>\$ 284,976,410</u> |

Changes in endowment net assets are as follows:

| | Without Donor Restrictions | With Donor Restrictions | Total |
|---|---------------------------------------|------------------------------------|-----------------------|
| Year Ended December 31, 2018: | | | |
| Beginning endowment net assets | \$ 44,669,950 | \$ 240,306,460 | \$ 284,976,410 |
| Investment return, net | 847,161 | (10,611,098) | (9,763,937) |
| Contributions | - | 7,468,235 | 7,468,235 |
| Appropriation of endowment assets for expenditure | - | (7,651,430) | (7,651,430) |
| Other changes: | | | |
| Administrative fees and expenses | (443,391) | (2,627,838) | (3,071,229) |
| Distributions per spending policy | (1,981,352) | - | (1,981,352) |
| Ending endowment net assets | <u>\$ 43,092,368</u> | <u>\$ 226,884,329</u> | <u>\$ 269,976,697</u> |

| | Without Donor Restrictions | With Donor Restrictions | Total |
|---|---------------------------------------|------------------------------------|-----------------------|
| Year Ended December 31, 2017: | | | |
| Beginning endowment net assets | \$ 42,104,788 | \$ 202,625,135 | \$ 244,729,923 |
| Investment return, net | 5,270,175 | 34,721,813 | 39,991,988 |
| Contributions | - | 12,179,885 | 12,179,885 |
| Appropriation of endowment assets for expenditure | - | (6,840,254) | (6,840,254) |
| Other changes: | | | |
| Administrative fees and expenses | (297,712) | (2,380,119) | (2,677,831) |
| Distributions per spending policy | (2,407,301) | - | (2,407,301) |
| Ending endowment net assets | <u>\$ 44,669,950</u> | <u>\$ 240,306,460</u> | <u>\$ 284,976,410</u> |

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Note 12—Endowment assets (continued)

Funds with Deficiencies – From time to time, certain donor-restricted endowment funds may have fair values less than the amount required to be maintained by donors or by law (underwater endowments). The Foundation has interpreted UPMIFA to permit spending from underwater endowments in accordance with prudent measures required under law.

At December 31, 2018 and 2017, funds with deficiencies of \$4,733,039 and \$1,403,062, respectively, were reported in net assets with donor restrictions.

| | <u>2018</u> | <u>2017</u> |
|--|-----------------------|-----------------------|
| Fair value of underwater endowment funds | \$ 65,953,857 | \$ 5,772,243 |
| Original endowment gift amount | 70,686,896 | 7,175,305 |
| Deficiencies of underwater endowment funds | <u>\$ (4,733,039)</u> | <u>\$ (1,403,062)</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. Endowment assets include those assets of donor-restricted funds that the Foundation must hold in perpetuity or for a donor-specified period as well as board designated funds. Under this policy, as approved by the board of directors, the endowment assets are invested in a manner that is intended to produce results that exceed the price and yield results of a weighted benchmark composed of 16.5% of the S&P 500 Index, 5.0% of the Russell 2000 Index, 12.5% of the MSCE EAFE Index, 9.5% of the MSCE Emerging Markets Index, 11.5% of the Barclays U.S. Aggregate Bond Index, 4.0% of the ML 1-3Yr Govt/Corp Bond Index, 1.5% of the NCREIF Property Index, 11.0% HFRI Equity Hedge Index, 7.0% of the HFRI Fund-of-Funds Index, 2.5% of the Alerian MLP Index, 3.0% of the CPI + 8% Index, 1.5% of the DB Liquid Commodity Index, OY Div., 3.0% of the DJ/CS HFI Multi-Strategy Index, 2.5% of the Thomson One All Private Equity Index, and 9.0% of the S&P 100 Index, while assuming a moderate level of investment risk.

The Foundation expects its endowment funds, over a full market cycle (5 years), to provide an average annual real rate of return, net of fees, equal to or greater than spending, administrative fees, and inflation (Consumer Price Index + 6%). Actual returns in any given year may vary from this amount.

Strategies Employed for Achieving Objectives – To satisfy its long-term rate-of-return objectives, the Foundation relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Foundation targets a diversified asset allocation that places emphasis on investment in global equities, global fixed income, real assets, and diversifying strategies in a 63-14-8-15 percent ratio to achieve its long-term objectives within prudent risk constraints.

Spending Policy and How the Investment Objectives Relate to Spending Policy – For the years ended December 31, 2018 and 2017, the Foundation and its supporting organizations' policy for the endowment funds, including board-designated endowments, is to spend up to a maximum of 4.75% and 5.0%, respectively, of the average daily fair value over the prior three years through the calendar year preceding the fiscal year in which the distribution is planned.

The Foundation has a policy that permits spending from underwater endowment funds depending on the degree to which the fund is underwater, unless otherwise precluded by donor intent or relevant laws and regulations. If the fair value of the endowment fund falls below 66% of the original gift amount, the spendable amount is limited to interest and dividends subject to donor appeal. If the fair value of the endowment fund falls below 50% of the original gift amount, the spendable amount is limited to interest and dividends without donor appeal.

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Note 12—Endowment assets (continued)

In establishing these policies, the Foundation considered the expected return on its endowment. Accordingly, the Foundation expects the current spending policy to allow its endowment to maintain its purchasing power by growing at a rate equal to planned payouts. Additional real growth will be provided through new gifts and any excess investment return.

Note 13—Concentration of credit risk and other concentrations

The Foundation places its cash and cash equivalents on deposit with financial institutions in the United States of America. The Federal Deposit Insurance Corporation covers \$250,000 for substantially all depository accounts. The Foundation from time to time may have amounts on deposit in excess of the insured limits.

A substantial amount of the Foundation's support is generated through contributions and pledges from other organizations or individuals, primarily in Charlotte, North Carolina and the surrounding area. Changes in economic conditions can directly affect a donor's ability and willingness to make future contributions to the Foundation. Also the limited geographic area in which the Foundation's contributors reside, increases the Foundation's exposure to certain business concentrations. Approximately 66% and 63% of outstanding pledges receivable as of December 31, 2018 and 2017, respectively, are from four donors.

Note 14—Subsequent events

The Foundation has evaluated subsequent events through July 12, 2019, in connection with the preparation of these consolidated financial statements, which is the date the consolidated financial statements were available to be issued.