
Rose Community Foundation and Subsidiaries

Consolidated Financial Report
December 31, 2019

Independent Auditor's Report	1
Consolidated Financial Statements	
Statement of Financial Position	2
Statement of Activities and Changes in Net Assets	3
Statement of Functional Expenses	4-5
Statement of Cash Flows	6
Notes to Consolidated Financial Statements	7-20

Independent Auditor's Report

To the Board of Trustees
Rose Community Foundation and Subsidiaries

We have audited the accompanying consolidated financial statements of Rose Community Foundation and Subsidiaries (the "Foundation"), which comprise the consolidated statement of financial position as of December 31, 2019 and 2018 and the related consolidated statements of activities and changes in net assets, 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the 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 financial position of Rose Community Foundation and Subsidiaries as of December 31, 2019 and 2018 and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

A handwritten signature in black ink that reads "Plante & Moran, PLLC".

August 17, 2020

Rose Community Foundation and Subsidiaries

Consolidated Statement of Financial Position

December 31, 2019 and 2018

	2019	2018
Assets		
Cash and cash equivalents	\$ 480,000	\$ 1,185,000
Investments (Notes 4 and 5)	292,565,000	275,891,000
Contributions receivable (Note 6)	1,125,000	2,871,000
Other assets and receivables (Note 7)	2,630,000	3,810,000
Program-related investment (Note 8)	9,690,000	9,710,000
Total assets	<u>\$ 306,490,000</u>	<u>\$ 293,467,000</u>
Liabilities and Net Assets		
Liabilities		
Accounts payable and accrued expenses	\$ 105,000	\$ 181,000
Agency endowments and other funds held on behalf of others (Note 10)	45,551,000	40,411,000
Grants payable (Note 9)	2,546,000	5,706,000
Total liabilities	48,202,000	46,298,000
Net Assets		
Without donor restrictions	241,738,000	228,798,000
With donor restrictions (Note 11)	16,550,000	18,371,000
Total net assets	258,288,000	247,169,000
Total liabilities and net assets	<u>\$ 306,490,000</u>	<u>\$ 293,467,000</u>

Rose Community Foundation and Subsidiaries

Consolidated Statement of Activities and Changes in Net Assets

Years Ended December 31, 2019 and 2018

	2019			2018		
	Without Donor Restrictions	With Donor Restrictions	Total	Without Donor Restrictions	With Donor Restrictions	Total
Revenue, Gains, and Other Support						
Investment return (loss) - Net	\$ 30,692,000	\$ 226,000	\$ 30,918,000	\$ (11,236,000)	\$ (85,000)	\$ (11,321,000)
Contributions	5,356,000	266,000	5,622,000	8,789,000	4,326,000	13,115,000
Other income	358,000	-	358,000	396,000	-	396,000
Net assets transfer for program-related investment	20,000	(20,000)	-	(9,710,000)	9,710,000	-
Net assets released from restrictions	2,293,000	(2,293,000)	-	2,465,000	(2,465,000)	-
Total revenue, gains, and other support	38,719,000	(1,821,000)	36,898,000	(9,296,000)	11,486,000	2,190,000
Expenses						
Program services:						
Grants	17,838,000	-	17,838,000	17,535,000	-	17,535,000
Program expenses	6,090,000	-	6,090,000	6,439,000	-	6,439,000
Total program services	23,928,000	-	23,928,000	23,974,000	-	23,974,000
Support services:						
Philanthropic services expenses	782,000	-	782,000	747,000	-	747,000
Administrative expenses	1,069,000	-	1,069,000	889,000	-	889,000
Total support services	1,851,000	-	1,851,000	1,636,000	-	1,636,000
Total expenses	25,779,000	-	25,779,000	25,610,000	-	25,610,000
Increase (Decrease) in Net Assets	12,940,000	(1,821,000)	11,119,000	(34,906,000)	11,486,000	(23,420,000)
Net Assets - Beginning of year	228,798,000	18,371,000	247,169,000	263,704,000	6,885,000	270,589,000
Net Assets - End of year	\$ 241,738,000	\$ 16,550,000	\$ 258,288,000	\$ 228,798,000	\$ 18,371,000	\$ 247,169,000

Rose Community Foundation and Subsidiaries

Consolidated Statement of Functional Expenses

Year Ended December 31, 2019

	Program Services			Support Services			
	Grants	Program Expenses	Total	Philanthropic Services Expenses	Administrative Expenses	Total	Total
Salaries and benefit expenses	\$ -	\$ 2,056,000	\$ 2,056,000	\$ 485,000	\$ 625,000	\$ 1,110,000	\$ 3,166,000
Office expenses	-	395,000	395,000	96,000	288,000	384,000	779,000
Professional services	-	1,283,000	1,283,000	61,000	90,000	151,000	1,434,000
Communications expenses	-	227,000	227,000	122,000	20,000	142,000	369,000
Travel and entertainment	-	297,000	297,000	18,000	6,000	24,000	321,000
Grants approved	17,838,000	-	17,838,000	-	-	-	17,838,000
Depreciation expense	-	-	-	-	40,000	40,000	40,000
Distributions	-	1,832,000	1,832,000	-	-	-	1,832,000
Total functional expenses	\$ 17,838,000	\$ 6,090,000	\$ 23,928,000	\$ 782,000	\$ 1,069,000	\$ 1,851,000	\$ 25,779,000

Rose Community Foundation and Subsidiaries

Consolidated Statement of Functional Expenses

Year Ended December 31, 2018

	Program Services			Support Services			
	Grants	Program Expenses	Total	Philanthropic Services Expenses	Administrative Expenses	Total	Total
Salaries and benefit expenses	\$ -	\$ 2,600,000	\$ 2,600,000	\$ 381,000	\$ 610,000	\$ 991,000	\$ 3,591,000
Office expenses	-	447,000	447,000	106,000	160,000	266,000	713,000
Professional services	-	1,483,000	1,483,000	31,000	82,000	113,000	1,596,000
Communications expenses	-	965,000	965,000	115,000	19,000	134,000	1,099,000
Travel and entertainment	-	348,000	348,000	17,000	6,000	23,000	371,000
Grants approved	17,535,000	-	17,535,000	-	-	-	17,535,000
Depreciation expense	-	-	-	-	12,000	12,000	12,000
Distributions	-	594,000	594,000	97,000	-	97,000	691,000
Other projects	-	2,000	2,000	-	-	-	2,000
Total functional expenses	\$ 17,535,000	\$ 6,439,000	\$ 23,974,000	\$ 747,000	\$ 889,000	\$ 1,636,000	\$ 25,610,000

Rose Community Foundation and Subsidiaries

Consolidated Statement of Cash Flows

Years Ended December 31, 2019 and 2018

	2019	2018
Cash Flows from Operating Activities		
Increase (decrease) in net assets	\$ 11,119,000	\$ (23,420,000)
Adjustments to reconcile increase (decrease) in net assets to net cash and cash equivalents from operating activities:		
Net realized and unrealized investment (gains) losses	(35,881,000)	15,681,000
Depreciation	40,000	12,000
Changes in operating assets and liabilities that provided (used) cash and cash equivalents:		
Contributions receivable	1,746,000	(1,388,000)
Other assets and receivables	1,140,000	19,000
Accounts payable and accrued expenses	(76,000)	(112,000)
Grants payable	(3,160,000)	1,444,000
Agency endowments and other funds held on behalf of others	5,140,000	(10,526,000)
Net cash and cash equivalents used in operating activities	(19,932,000)	(18,290,000)
Cash Flows from Investing Activities		
Purchases of investments	(74,558,000)	(107,193,000)
Proceeds from sales and maturities of investments	93,765,000	130,134,000
Change to program-related investment	20,000	(9,710,000)
Program-related note made	-	(1,705,000)
Payments received on program-related note receivable	-	99,000
Net cash and cash equivalents provided by investing activities	19,227,000	11,625,000
Net Decrease in Cash and Cash Equivalents	(705,000)	(6,665,000)
Cash and Cash Equivalents - Beginning of year	1,185,000	7,850,000
Cash and Cash Equivalents - End of year	\$ 480,000	\$ 1,185,000

December 31, 2019 and 2018

Note 1 - Nature of Business

The purpose of Rose Community Foundation (the "Foundation") is to enhance the quality of life in the seven-county greater Denver community by identifying and supporting programs in the areas of aging, child and family development, education, health, and Jewish life. The Foundation promotes strategic philanthropy by engaging with donors to help them make thoughtful decisions to achieve their philanthropic goals. The Foundation was funded in 1995 from the proceeds of the sale of a significant portion of the net assets of Rose Medical Center to a for-profit health care corporation.

During 2018, Rose Community Foundation entered into a statutory merger with Rose Foundation, previously a supporting organization of Rose Community Foundation. All of the assets and liabilities of Rose Foundation were transferred to Rose Community Foundation, and Rose Foundation ceased to exist. As such, Rose Foundation is no longer a subsidiary of Rose Community Foundation as of December 31, 2018.

During 2018, Rose-JCC Holdings, LLC, a 501(c)(3) entity, was created with Rose Community Foundation as the sole member of the entity. Rose-JCC Holdings, LLC holds the program-related investment and activity related to the Jewish Community Center of Denver, as further described in Note 8.

Note 2 - Significant Accounting Policies

Basis of Presentation

The consolidated financial statements of the Foundation have been prepared on the basis of generally accepted accounting principles (GAAP). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect amounts reported in the financial statements. Actual results could differ from those estimates.

Principles of Consolidation

The consolidated financial statements include the accounts of Rose Community Foundation and its subsidiaries, Rose Foundation Holdings, LLC; Rose Foundation TOD, LLC; and Rose-JCC Holdings, LLC. All significant interorganization accounts and balances have been eliminated in consolidation.

Adoption of New Accounting Pronouncement

As of January 1, 2019, the Foundation adopted Accounting Standards Update (ASU) No. 2018-08, *Not-for-Profit Entities (Topic 958): Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made*, which provides enhanced guidance to assist entities in (1) evaluating whether transactions should be accounted for as contributions (nonreciprocal transactions) or as exchange (reciprocal transactions) and (2) determining whether a contribution is conditional. The Foundation elected to apply the new guidance for accounting for contributions received using a prospective approach. The new guidance for contributions made will be effective as of January 1, 2020 and is expected to be adopted using a prospective approach. There were no changes to the recognition of contribution revenue in the accompanying consolidated financial statements due to the adoption of this ASU.

Cash and Cash Equivalents

The Foundation considers investments in money market funds not held for investment purposes and highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. The Foundation places its cash and money market accounts with creditworthy, high-quality financial institutions. As of December 31, 2019, the Foundation maintained balances in excess of federally insured limits in the amount of approximately \$775,000.

Note 2 - Significant Accounting Policies (Continued)

Investments

Investments are recorded at fair value. Fair value is determined as more fully described in Note 5.

Investment income consists of the Foundation's distributive share of any interest, dividends, and capital gains and losses generated from the Foundation's investments. Realized gains and losses attributable to the Foundation's investments are reported upon a sale or disposition of the investment. Unrealized gains and losses are included in the change in net assets in the consolidated statement of activities and changes in net assets.

Investments in marketable equity and fixed-income securities with readily determinable market values are reported at fair value based on quoted prices in active markets. Investments in certain private equity limited partnerships are reported at fair value as of September 30, net of capital contributions and distributions through December 31, due to the timing of when that valuation information is available. The Foundation believes that there is no significant impact to the consolidated financial statements due to this method of reporting.

Alternative investments include real estate, investments in partnerships, and limited liability and other investment companies. The fair values for alternative investments represent the Foundation's pro rata interest in the net assets of each investment and are based on financial information determined and reported by investment managers or on the basis of other information evaluated periodically by management. Alternative investments are not publicly traded on national security market exchanges, are generally illiquid, and may be valued differently than if readily available markets exist for such investments. Because of inherent uncertainties of the valuation of alternative investments, the reported fair values of such investments may differ significantly from realized values.

Concentrations of Credit Risk

The Foundation has significant investments and is, therefore, subject to concentrations of credit risk. Investments are made by investment managers engaged by the Foundation, and the investments are managed for the Foundation by an independent investment advisor serving as an outsourced chief investment officer and overseen by the Foundation's investment committee. Although the market value of investments is subject to fluctuations on a year-to-year basis, management believes the investment policy is prudent for the long-term welfare of the Foundation and its beneficiaries. Credit risk with respect to contributions receivable is limited due to the number and creditworthiness of the foundations and individuals that comprise the contributor base.

Other Assets and Receivables

Other assets and receivables consist of accounts receivable, program notes receivable, property and equipment, and other assets. The Foundation considers all accounts receivable to be fully collectible; accordingly, no allowance for doubtful accounts is considered necessary. Accounts deemed uncollectible are charged to the change in net assets when that determination is made.

Property and equipment are stated at cost if purchased or fair value at date of donation. Assets are depreciated or amortized over the estimated useful lives, which range from 3 to 10 years, using the straight-line method. The Foundation capitalizes property and equipment with a cost or fair value at the date of donation of \$5,000 or more. Property and equipment are included within other assets and receivables in the accompanying consolidated statement of financial position.

Agency Endowments and Other Funds Held on Behalf of Others

Agency endowments and other funds held on behalf of others represent assets transferred to the Foundation that are for the benefit of the transferring entity. These funds are accounted for as a liability by the Foundation.

Note 2 - Significant Accounting Policies (Continued)

Classification of Net Assets

Net assets of the Foundation are classified based on the presence or absence of donor-imposed restrictions.

Net assets without donor restrictions: Net assets that are not subject to donor-imposed restrictions or for which the donor-imposed restrictions have expired or been fulfilled. Net assets in this category may be expended for any purpose in performing the primary objectives of the Foundation.

Net assets with donor restrictions: Net assets subject to stipulations imposed by donors and grantors. Some donor restrictions are temporary in nature; those restrictions will be met by actions of the Foundation or by the passage of time. Other donor restrictions are perpetual in nature, whereby the donor has stipulated the funds be maintained in perpetuity.

Earnings, gains, and losses on donor-restricted net assets are classified as net assets without donor restrictions unless specifically restricted by the donor or by applicable state law.

Contributions

Unconditional promises to give cash and other assets to the Foundation are reported at fair value on the date the promise is received. Conditional promises to give and indications of intentions to give are reported at fair value on the date the gift becomes unconditional or is received. The gifts are reported as contributions with donor restrictions if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or the purpose restriction is accomplished, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the consolidated statement of activities and changes in net assets as net assets released from restrictions. Donor-restricted contributions whose restrictions are met within the same year as received are reported as contributions without donor restrictions in the accompanying financial statements.

The Foundation reports gifts of property and equipment as contributions without donor restrictions unless explicit donor stipulations specify how the donated assets must be used. Gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, the Foundation reports the expiration of donor restrictions when the assets are placed in service.

Grants

Program grants awarded by the Foundation are recorded as expenses and liabilities when they are approved by the board of trustees, grant committees, and/or program officers in accordance with the Foundation's grant approval guidelines.

Functional Allocation of Expenses

Costs of providing grants, programming, and other supporting services have been reported on a functional basis in the consolidated statement of functional expenses. The consolidated financial statements report certain categories of expenses that are attributable to more than one program or supporting function. Therefore, these expenses required allocation on a reasonable basis that is consistently applied. Payroll, payroll taxes, and related expenses are allocated based on actual time spent on specific program activities and based on periodic time and expense studies. Fringe benefits are allocated to all services on a pro rata basis of total direct salary expenses incurred. Certain overhead costs are also allocated to services on a pro rata basis of total square footage occupied by each service. Costs have been allocated between the various programs and support services based on estimates determined by management. Although the methods of allocation used are considered appropriate, other methods could be used that would produce different amounts.

Note 2 - Significant Accounting Policies (Continued)

Income Taxes

The Foundation is a not-for-profit corporation and is exempt from tax under the provisions of Internal Revenue Code (the "IRC") Section 501(c)(3).

Upcoming Accounting Pronouncement

The Financial Accounting Standards Board (FASB) issued ASU No. 2016-02, *Leases (Topic 842)*, which will supersede the current lease requirements in ASC 840. The ASU requires lessees to recognize a right-to-use asset and related lease liability for all leases, with a limited exception for short-term leases. Leases will be classified as either finance or operating, with the classification affecting the pattern of expense recognition in the statement of operations. Currently, leases are classified as either capital or operating, with only capital leases recognized on the statement of financial position. The reporting of lease-related expenses in the statements of activities and changes in net assets, functional expenses, and cash flows will be generally consistent with the current guidance. The new lease guidance will be effective for the Foundation's year ending December 31, 2022 and will be applied using a modified retrospective transition method to either the beginning of the earliest period presented or the beginning of the year of adoption. The Foundation is still evaluating which method it will apply. The new lease standard is expected to have a significant effect on the Foundation's consolidated financial statements as a result of the Foundation's operating leases, as disclosed in Note 13, that will be reported on the consolidated statement of financial position at adoption. Upon adoption, the Foundation will recognize a lease liability and corresponding right-to-use asset based on the present value of the minimum lease payments. The effects on the consolidated statement of activities and changes in net assets are not expected to be significant, as recognition and measurement of expenses and cash flows for leases will be substantially the same under the new standard.

Subsequent Events

The consolidated financial statements and related disclosures include evaluation of events up through and including August 17, 2020, which is the date the consolidated financial statements were available to be issued.

Note 3 - Liquidity and Availability of Resources

The Foundation's financial assets available within one year of December 31, 2019 and 2018 to meet cash needs for general expenditures are approximately \$226,750,000 and \$215,653,000, respectively, which represent cash and investments that are held in cash equivalents or able to be liquidated within one year and contributions and notes receivable for general purposes expected to be collected within one year. None of these financial assets, except for funds held as agency endowments and on behalf of others, are subject to donor or other contractual restrictions that make them unavailable for general expenditure within one year of the consolidated statement of financial position date.

The Foundation manages its financial assets to provide resources for the annual costs of its operations by strategically investing a broadly diversified asset allocation model that meets the long-term expected needs of the Foundation. The Foundation has sufficient cash flow for monthly obligations for the year ended December 31, 2019.

Rose Community Foundation and Subsidiaries

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

Note 4 - Investments

The details of the Foundation's investments at December 31 are as follows:

	<u>2019</u>	<u>2018</u>
Equities and equity funds:		
Domestic	\$ 67,497,000	\$ 65,635,000
International	61,875,000	56,663,000
Bonds and bond funds	50,096,000	43,565,000
Money market funds	5,274,000	1,379,000
Certificates of deposit	43,000	37,000
Hedge funds	45,993,000	50,927,000
Private equity limited partnerships	61,787,000	57,685,000
	<u>\$ 292,565,000</u>	<u>\$ 275,891,000</u>

The above investments include the invested funds of the agency endowments and other funds held on behalf of others, which totaled \$45,551,000 and \$40,411,000 at December 31, 2019 and 2018, respectively.

Net investment return consists of the following:

	<u>2019</u>	<u>2018</u>
Dividends and interest	\$ 1,117,000	\$ 2,063,000
Net realized and unrealized gains (losses)	35,881,000	(15,681,000)
Investment management fees	(309,000)	(342,000)
Activity attributable to agency funds	<u>(5,771,000)</u>	<u>2,639,000</u>
	<u>\$ 30,918,000</u>	<u>\$ (11,321,000)</u>

The Foundation normally incurs income tax expense associated with unrelated business taxable income resulting from certain investments. Unrelated business income subject to tax was not material to the consolidated financial statements in 2018 and is expected to be minimal in 2019.

The investment goal of the Foundation is to protect and grow the portfolio's inflation-adjusted value, net of any distributions or spending from the portfolio, over the long term to support the mission of the Foundation. As a long-term investor, the Foundation may experience short-term fluctuations in the fair value of its investments due to market volatility.

Marketable and private alternative investments are exposed to various risks that may cause the reported value of the Foundation's investment assets to fluctuate from period to period and result in a material change to the net assets of the Foundation. Investments in equity securities fluctuate in value in response to many factors, such as the activities and financial condition of individual companies, business and industry market conditions, and the general economic environment.

The value of bonds and other fixed-income securities fluctuate in response to changing interest rates, creditworthiness of issuers, and overall economic policies that impact market conditions.

Some investment managers retained by the Foundation are permitted to use various investment strategies and techniques that are designed to achieve higher investment returns with lower volatility and low correlations to major market indices and other asset classes. Strategies and techniques, such as the use of leverage, futures and forward contracts, option agreements, and other derivative instruments, create special risks and could increase the impact of adverse security price movements on the Foundation's investment portfolio.

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

Note 5 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Foundation’s assets measured at fair value on a recurring basis at December 31, 2019 and 2018 and the valuation techniques used by the Foundation to determine those fair values.

Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Foundation has the ability to access.

Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets and other inputs, such as interest rates and yield curves, that are observable at commonly quoted intervals.

Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management’s own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Foundation’s assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

	Assets Measured at Fair Value on a Recurring Basis at December 31, 2019			
	Level 1	Level 2	Level 3	Total
Equities and equity funds:				
Domestic	\$ 67,497,000	\$ -	\$ -	\$ 67,497,000
International	61,875,000	-	-	61,875,000
Bonds and bond funds	49,096,000	1,000,000	-	50,096,000
Total	<u>\$ 178,468,000</u>	<u>\$ 1,000,000</u>	<u>\$ -</u>	179,468,000
Investments measured at NAV:				
Hedge funds				45,993,000
Private equity limited funds				<u>61,787,000</u>
Total investments measured at NAV				<u>107,780,000</u>
Total investments				<u>\$ 287,248,000</u>

Money market funds and certificates of deposit in the amount of \$5,274,000 and \$43,000, respectively, are not subject to fair value disclosures and, therefore, are not included in the table above at December 31, 2019.

Rose Community Foundation and Subsidiaries

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

Note 5 - Fair Value Measurements (Continued)

	Assets Measured at Fair Value on a Recurring Basis at December 31, 2018			
	Level 1	Level 2	Level 3	Total
Equities and equity funds:				
Domestic	\$ 65,635,000	\$ -	\$ -	\$ 65,635,000
International	56,663,000	-	-	56,663,000
Bonds and bond funds	42,644,000	921,000	-	43,565,000
Total	<u>\$ 164,942,000</u>	<u>\$ 921,000</u>	<u>\$ -</u>	165,863,000
Investments measured at NAV:				
Hedge funds				50,927,000
Private equity limited funds				57,685,000
Total investments measured at NAV				<u>108,612,000</u>
Total investments				<u>\$ 274,475,000</u>

Money market funds and certificates of deposit in the amount of \$1,379,000 and \$37,000, respectively, are not subject to fair value disclosures and, therefore, are not included in the table above at December 31, 2018.

Determination of transfers between levels are made at December 31 of each fiscal year. There were no transfers between levels for the years ended December 31, 2019 and 2018. All assets have been valued using a market approach, except for certain Level 2 assets. Fair values for assets in Level 2 are calculated using quoted market prices for similar assets in markets that are not active. However, the underlying assets may be actively traded. There were no changes in the valuation techniques during the current year.

The following table summarizes the significant information related to investments carried at net asset value:

	Fair Value as of December 31, 2019	Fair Value as of December 31, 2018	Unfunded Commitments as of December 31, 2019	Redemption Frequency	Redemption Notice Period
Equity long/short hedge funds (a)	\$ 10,822,000	\$ 11,500,000	\$ -	Monthly/Qtly	30-70 days
Common trust funds (b)	5,390,000	9,657,000	-	Daily	n/a
Multistrategy hedge funds (c)	693,000	891,000	-	Monthly/Qtly/ Annually	30-70 days
Other hedge funds (d)	29,088,000	25,774,000	-	Monthly/Qtly/ Annually	7-95 days
Private equity diversified fund-of- funds (e)	21,342,000	29,103,000	1,808,000	n/a*	n/a*
Private equity and private credit funds (f)	36,641,000	28,217,000	29,958,000	n/a*	n/a*
Real estate funds (g)	3,804,000	3,470,000	7,834,000	n/a*	n/a*
Total	<u>\$ 107,780,000</u>	<u>\$ 108,612,000</u>	<u>\$ 39,600,000</u>		

*Investments in these categories are required to be held to maturity.

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

Note 5 - Fair Value Measurements (Continued)

(a) The equity long/short hedge fund category includes investment in hedge funds that invest both long and short (with a net-long bias) primarily in common stocks, located both in the U.S. and internationally and across large/mid/small capitalization stocks. The funds are not currently subjected to any lockup or gate restrictions on withdrawals.

(b) The common trust fund category includes investments in common trust funds that invest primarily in equity and equity-related securities of issuers that are located or do significant business in emerging-market countries. The category also includes investments in a real estate investment trust.

(c) The multistrategy hedge fund category includes investments in hedge funds that invest both long and short (with a net-long bias) primarily in credit securities and equity securities but will also invest in arbitrage strategies (including convertible arbitrage and merger arbitrage), as well as longer-dated side-pocket assets (including private equity and debt investments). The funds are not currently subject to any lockup or gate restrictions on withdrawals. The side-pocket investments totaled \$1,238,000 and \$324,000 as of December 31, 2019 and 2018, respectively, and would not be available for immediate redemption. The expectation for these side-pocket investments is that each individual asset would be sold within a five-year time horizon from its initial investment date, at which time the proceeds would be moved into the main share class with standard liquidity terms.

(d) The other hedge fund category includes investments in multiple alternative investments and equities.

(e) The private equity diversified fund-of-funds category includes investments in several funds that invest in private equity, including primarily venture capital, buyout, and natural resources. Each fund-of-funds invests in limited partnerships across several vintage years. These limited partnerships in turn invest in individual portfolio companies that are expected to be liquidated over a 3- to 10-year period from their initial investment date. Given the illiquid nature of these investments, they cannot be redeemed. Distributions from each fund will be received as the underlying portfolio companies are liquidated. The Foundation is not currently seeking to sell its position in any of the funds.

(f) The private equity and private credit funds category includes investments in several limited partnerships that invest in private equity, including primarily buyout, distressed debt, venture capital, and private credit. These limited partnerships invest in individual portfolio companies that are expected to be liquidated over a 3- to 10-year period from their initial investment date. Given the illiquid nature of these investments, they cannot be redeemed. Distributions from each fund will be received as the underlying portfolio companies are liquidated. The Foundation is not currently seeking to sell its position in any of the funds.

(g) The real estate funds category includes several real estate funds that invest in U.S. and international commercial real estate but will also invest in U.S. residential real estate. Given the illiquid nature of these investments, they cannot be redeemed with the funds. Distributions from each fund will be received as the underlying real estate assets are liquidated. It is estimated that the underlying assets of the fund will be liquidated over a 5- to 10-year period from their initial investment date. The Foundation is not currently seeking to sell its position in any of the funds.

Note 6 - Contributions Receivable

Contributions receivable are due as follows:

	2019	2018
Due in less than one year	\$ 810,000	\$ 1,471,000
Due in one to five years	315,000	1,400,000
Total	<u>\$ 1,125,000</u>	<u>\$ 2,871,000</u>

Rose Community Foundation and Subsidiaries

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

Note 6 - Contributions Receivable (Continued)

Contributions receivable are not discounted to their present value because the effect on the consolidated financial statements is insignificant. Management believes that all pledges are collectible; thus, no allowance for uncollectible accounts has been established.

Note 7 - Other Assets and Receivables

Other assets and receivables consist of the following for the years ended December 31:

	2019	2018
Property and equipment	\$ 520,000	\$ 520,000
Accumulated depreciation	(509,000)	(468,000)
Property and equipment - Net	11,000	52,000
Interest in limited liability company	-	939,000
Accounts receivable	22,000	159,000
Program-related notes receivables	2,106,000	2,106,000
Other assets	491,000	554,000
Total	<u>\$ 2,630,000</u>	<u>\$ 3,810,000</u>

Program-related Notes Receivable

In 2010, the Foundation's wholly owned subsidiary, Rose Foundation TOD, LLC, entered into a revolving loan agreement together with several other funders to provide financing for affordable housing near light rail and bus transit corridors in Denver. The fund was later expanded geographically to finance affordable housing in the greater Denver region. The Foundation committed and has paid in full \$500,000 to a fund for the financing of the projects. Loans from the fund are administered by Enterprise Community Loan Fund, Inc. and return interest to the Foundation at 2 percent annually. The program-related loan receivable is considered to be fully collectible.

During 2018, as part of the program-related investment described in Note 8, the Foundation issued a note receivable to the Jewish Community Center of Denver (the "JCC") for \$1,705,000 with interest at 0 percent that is due in June 2058. The note is secured by certain pledges made to the JCC. As of December 31, 2019 and 2018, the outstanding balance is \$1,606,000. The note receivable has not been discounted to its present value, as the effect on the consolidated financial statements is insignificant. Management believes that the note is collectible; thus, no allowance for uncollectible accounts has been established.

Note 8 - Program-related Investment

During 2018, the Foundation entered into a transaction with the Jewish Community Center of Denver, a Colorado nonprofit corporation, to purchase land and property, which includes athletic facilities; a preschool; and social, educational, and other programming. The JCC sold its Denver campus for \$14,666,000, which included land and property purchased by the Foundation using its funds and funds from various donors, and an amount that represented a portion of the outstanding debt of the JCC, which was forgiven as part of the sale. The JCC used the sales proceeds to repay its remaining debts and transaction costs and to establish reserves for deferred maintenance and capital improvements.

Rose Community Foundation and Subsidiaries

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

Note 8 - Program-related Investment (Continued)

The Foundation contributed \$9,710,000 for the purchase of the land and property, which is the recorded cost basis of the program-related investment on the consolidated statement of financial position. Subsequent to the initial transaction, an adjustment of \$20,000 was recorded to the asset value during 2019. As of December 31, 2019 and 2018, the recorded balance of the land and property is \$9,690,000 and \$9,710,000, respectively. In addition, the Foundation provided a note receivable to the JCC for \$1,705,000, which is included in program-related notes receivable (see Note 7). As part of this transaction, the Foundation was required to restrict \$9,710,000 of its net assets to support the restricted nature of this program-related investment.

The land and property were leased back to the JCC under a lease agreement with an initial term of 25 years, with the option by the JCC for three renewal periods of 25 years. After 80 years, the Foundation has the option to transfer its interest in the land and property to the JCC for a purchase price of \$100. Annual rent revenue related to the lease agreement is \$1.

Note 9 - Grants Payable

The following summarizes the changes in grants payable for the years ended December 31:

	2019	2018
Grants payable - Beginning of year	\$ 5,706,000	\$ 3,911,000
Unconditional grants approved and expensed	17,838,000	17,535,000
Payments made	<u>(20,998,000)</u>	<u>(15,740,000)</u>
Grants payable - End of year	<u>\$ 2,546,000</u>	<u>\$ 5,706,000</u>

Grants payable have not been discounted to present value because the effect on the consolidated financial statements is not significant. Grants payable at December 31, 2019 are scheduled to be disbursed as follows for the years ending December 31:

2020	\$ 2,437,000
2021	95,000
2022	7,000
2023	<u>7,000</u>
Total	<u>\$ 2,546,000</u>

The Foundation has made additional grant commitments that are payable when the grantee fulfills certain conditions. Conditional grant commitments, not recorded because the grantees have not met the conditions required to receive these grants, were approximately \$1,085,000 and \$2,743,000 at December 31, 2019 and 2018, respectively.

Note 10 - Agency Endowment and Other Funds Held on Behalf of Others

The Foundation held the following funds on behalf of others:

	2019	2018
Agency endowment funds created by the Endowment Challenge Initiative	\$ 21,955,000	\$ 20,258,000
Other restricted agency endowment funds	9,750,000	7,218,000
Other funds held on behalf of others	<u>13,846,000</u>	<u>12,935,000</u>
Total	<u>\$ 45,551,000</u>	<u>\$ 40,411,000</u>

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

**Note 10 - Agency Endowment and Other Funds Held on Behalf of Others
(Continued)**

The Endowment Challenge Initiative was a three-year initiative aimed at creating endowment funds to be held in perpetuity for institutions primarily serving the greater Denver Jewish community. As part of the initial Endowment Challenge Initiative, 19 agency endowment funds totaling \$18,587,000 were established at the Foundation. Distributions from these endowments of \$1,077,000 and \$1,086,000 were paid to beneficiary institutions consistent with the terms of the initiative in 2019 and 2018, respectively. The balances in these funds at December 31, 2019 and 2018 increased by \$1,697,000 to \$1,215,000, respectively, due to the net of contributions, distributions, and market losses.

Note 11 - Net Assets

Net assets with donor restrictions as of December 31 are available for the following purposes:

	2019	2018
Net assets subject to purpose restrictions	\$ 6,570,000	\$ 8,371,000
Net assets restricted for JCC program-related investment	9,690,000	9,710,000
Net assets to be held in perpetuity	290,000	290,000
Total net assets with donor restrictions	<u>\$ 16,550,000</u>	<u>\$ 18,371,000</u>

Note 12 - Donor-restricted Endowments

The Foundation's endowment includes donor-restricted endowment funds. Net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

Interpretation of Relevant Law

The State of Colorado has adopted the Uniform Prudent Management of Institutional Funds Act (UPMIFA) effective September 1, 2008. Accordingly, the Foundation follows FASB Staff Position, *Endowments of Not-for-Profit Organizations: Net Asset Classification of Funds Subject to an Enacted Version of the Uniform Prudent Management of Institutional Funds Act, and Enhanced Disclosures for All Endowment Funds*.

The Foundation is subject to the UPMIFA and, thus, classifies amounts in its donor-restricted endowment funds as net assets with donor restrictions because those net assets are time restricted until the board of trustees appropriates such amounts for expenditures. Most of those net assets also are subject to purpose restrictions that must be met before reclassifying those net assets to net assets without donor restrictions. The board of trustees of the Foundation had interpreted UPMIFA as not requiring the maintenance of purchasing power of the original gift amount contributed to an endowment fund, unless a donor stipulates the contrary. As a result of this interpretation, when reviewing its donor-restricted endowment funds, the Foundation considers a fund to be underwater if the fair value of the fund is less than the sum of (a) the original value of initial and subsequent gift amounts donated to the fund and (b) any accumulations to the fund that are required to be maintained in perpetuity in accordance with the direction of the applicable donor gift instrument. The Foundation has interpreted UPMIFA to permit spending from underwater funds in accordance with the prudent measures required under the law. Additionally, in accordance with 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 purpose of the Foundation and the donor-restricted endowment fund
- General economic conditions

Rose Community Foundation and Subsidiaries

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

Note 12 - Donor-restricted Endowments (Continued)

- The possible effect of inflation and deflation
- The expected total return from income and the appreciation of investments
- Other resources of the Foundation
- The investment policies of the Foundation

The Foundation's endowment net assets consisted of the following:

	2019	2018
Net assets subject to time or purpose restrictions	\$ 253,000	\$ 210,000
Net assets to be held in perpetuity	290,000	290,000
Total	<u>\$ 543,000</u>	<u>\$ 500,000</u>

The following are changes in the endowment net assets:

	Changes in Endowment Net Assets for the Fiscal Year Ended December 31, 2019		
	Without Donor Restrictions	With Donor Restrictions	Total
Endowment net assets - Beginning of year	\$ -	\$ 500,000	\$ 500,000
Investment return:			
Investment income	-	2,000	2,000
Net appreciation (realized and unrealized)	-	44,000	44,000
Total investment return	-	46,000	46,000
Appropriation of endowment assets for expenditure	-	(3,000)	(3,000)
Endowment net assets - End of year	<u>\$ -</u>	<u>\$ 543,000</u>	<u>\$ 543,000</u>

	Changes in Endowment Net Assets for the Fiscal Year Ended December 31, 2018		
	Without Donor Restrictions	With Donor Restrictions	Total
Endowment net assets - Beginning of year	\$ -	\$ 549,000	\$ 549,000
Investment return:			
Investment income	-	2,000	2,000
Net depreciation (realized and unrealized)	-	(24,000)	(24,000)
Total investment loss	-	(22,000)	(22,000)
Appropriation of endowment assets for expenditure	-	(27,000)	(27,000)
Endowment net assets - End of year	<u>\$ -</u>	<u>\$ 500,000</u>	<u>\$ 500,000</u>

Funds with Deficiencies

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor or UPMIFA requires the Foundation to retain as a fund of perpetual duration. In accordance with GAAP, deficiencies of this nature would be reported in net assets with donor restrictions. There were no such deficiencies at December 31, 2019 and 2018.

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

Note 12 - Donor-restricted Endowments (Continued)

Investment Strategy and Return Objectives

Endowment assets are invested pursuant to the Foundation's investment policy. 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 a greater emphasis on equity-based investments to achieve its long-term return objectives within prudent risk constraints.

Spending Policy

The Foundation's spending policy allows for appropriating the investment earnings for distribution upon approval of the Foundation's board of trustees.

Note 13 - Operating Leases

The Foundation leases office space under an operating lease agreement, which expires on April 30, 2020. The Foundation also leased certain office equipment under operating lease agreements, which expired on various dates through October 2019. Rent expense incurred under these leases during 2019 and 2018 was \$391,000 and \$314,000, respectively.

During December 2019, the Foundation entered into a lease to rent office space that commences upon the expiration of the lease agreement in the previous paragraph. The lease commencement date occurred during May 2020. This lease agreement calls for monthly base rent payments ranging from approximately \$35,000 to \$45,000 and expires in 2030. The Foundation is entitled to certain rent abatements and improvement and demolition allowances as part of this lease agreement.

Future minimum annual commitments under these operating leases are as follows:

Years Ending December 31	Amount
2020	\$ 89,000
2021	397,000
2022	443,000
2023	454,000
2024	465,000
Thereafter	3,091,000
Total	<u>\$ 4,939,000</u>

Note 14 - Retirement Plan

The Foundation sponsors a 403(b) plan (the "Plan") for substantially all employees. The Plan provides for the Foundation to make a nondiscretionary 3.5 percent employer contribution and discretionary employer contributions. For the years ended December 31, 2019 and 2018, the board of trustees approved a discretionary contribution of 3 percent of participating employees' annual salary. Employees may make contributions beginning on the date of employment, with employer contributions beginning after 12 months of employment. Under the Plan, employees may make before-tax contributions up to the maximum contribution allowed by law. Contributions to the Plan totaled \$138,000 and \$147,000 for the years ended December 31, 2019 and 2018, respectively.

Note 15 - Subsequent Events

On March 11, 2020, the World Health Organization declared the outbreak of a respiratory disease caused by a new coronavirus a pandemic. First identified in late 2019 and now known as COVID-19, the outbreak has impacted millions of individuals worldwide. In response, many countries have implemented measures to combat the outbreak that have impacted global business operations.

Notes to Consolidated Financial Statements

December 31, 2019 and 2018

Note 15 - Subsequent Events (Continued)

Recognizing the enormous influence of COVID-19 on the seven-county greater Denver community served, the Foundation has committed the bulk of 2020 grant-making resources toward a multiphased, equity-focused response to the pandemic. In addition, the Foundation has created a dedicated RESPOND Fund for individuals and organizations that would like to contribute to the Foundation's grant-making in response to the COVID-19 pandemic. The Foundation has also supported the statewide fund to support organizations on the front line of the pandemic.

The Foundation additionally recognizes that many grant recipients may need to reorient their funds in order to respond to the continuously changing circumstances. The Foundation has agreed to be flexible regarding grant objectives, activities, reporting, and timelines in situations where the COVID-19 pandemic has impacted capabilities or priorities.

As a foundation created to serve greater Denver for generations to come, the Foundation's investment approach has always been, and will continue to be, a long-term strategy focused on building for the future and minimizing downside risk when possible. This conservative approach guards against market volatility, mitigating losses when the market hits a downturn.

Subsequent to the date of the consolidated financial statements, as a result of the pandemic and the impacts it has had on financial markets, the Foundation's investment portfolio has incurred a decline in fair value, consistent with the general decline in financial markets. However, because the values of investments fluctuate with market conditions, the amount of losses that will be recognized in subsequent periods, if any, cannot be determined. In addition, while the Foundation's investment activities, liquidity, cash flows, and financial position could be negatively impacted by the ongoing pandemic, the extent of the impact cannot be reasonably estimated at this time.