

**TENTATIVE DRAFT
FOR REVIEW & DISCUSSION
PURPOSES ONLY**

Episcopal Foundation of Dallas

Independent Auditor's Report and Financial Statements

December 31, 2019 and 2018



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Episcopal Foundation of Dallas
December 31, 2019 and 2018

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Independent Auditor's Report

Board of Trustees
Episcopal Foundation of Dallas
Dallas, Texas

Report on the Financial Statements

We have audited the accompanying financial statements of Episcopal Foundation of Dallas, which comprise the statements of financial position as of December 31, 2019 and 2018, and the related statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Episcopal Foundation of Dallas as of December 31, 2019 and 2018, 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.

June XX, 2020

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**Episcopal Foundation of Dallas
Statements of Financial Position
December 31, 2019 and 2018**

Assets

	2019	2018
Cash and cash equivalents	\$ 305,062	\$ 139,093
Accounts receivable	56,739	53,024
Investments	6,049,859	5,316,480
Agency funds	33,252,403	29,270,459
Furniture and equipment, net	2,500	1,429
Other assets	7,887	6,974
Total assets	\$ 39,674,450	\$ 34,787,459

Liabilities and Net Assets

Liabilities

Accounts payable	\$ 6,414	\$ 36,738
Agency funds	33,252,403	29,270,459
Total liabilities	33,258,817	29,307,197

Net Assets

Without donor restrictions	6,413,883	5,478,512
With donor restrictions	1,750	1,750
Total net assets	6,415,633	5,480,262
Total liabilities and net assets	\$ 39,674,450	\$ 34,787,459

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**Episcopal Foundation of Dallas
Statements of Activities
Years Ended December 31, 2019 and 2018**

	2019	2018
Revenues and Other Support		
Contributions	\$ 9,357	\$ 110,495
Investment income (loss), net	1,175,449	(386,304)
Administrative fee income, net	176,398	176,278
Other income, net	11,622	11,017
Total revenues and other support	1,372,826	(88,514)
Expenses		
Grants	266,577	249,000
Investment management - agency funds	9,181	9,865
Total program services	275,758	258,865
Administrative support	161,697	171,170
Total support services	161,697	171,170
Total expenses	437,455	430,035
Change in Net Assets Without Donor Restrictions	935,371	(518,549)
Net Assets, Beginning of Year	5,480,262	5,998,811
Net Assets, End of Year	\$ 6,415,633	\$ 5,480,262

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**Episcopal Foundation of Dallas
Statements of Functional Expenses
Years Ended December 31, 2019 and 2018**

	2019 Program Services			2019 Support	Total
	Grants	Investment Management	Total Program Services	Administrative Support	
Grants and other assistance	\$ 243,022		\$ 243,022		\$ 243,022
Salaries and wages	20,035	7,319	27,354	104,960	132,314
Payroll taxes	1,532	659	2,191	8,088	10,279
Professional fees and services			-	23,588	23,588
Advertising and promotion			-	738	738
Office expenses	318	275	593	1,698	2,291
Information technology	491	211	702	3,045	3,747
Occupancy	1,106	475	1,581	5,795	7,376
Conferences, conventions and meetings	73	242	315	1,578	1,893
Insurance			-	8,721	8,721
Depreciation			-	1,052	1,052
Other			-	2,434	2,434
			-		-
Total expenses included in the expense section on the statement of activities	<u>\$ 266,577</u>	<u>\$ 9,181</u>	<u>\$ 275,758</u>	<u>\$ 161,697</u>	<u>\$ 437,455</u>

	2018 Program Services			2018 Support	Total
	Grants	Investment Management	Total Program Services	Administrative Support	
Grants and other assistance	\$ 227,006	\$ -	\$ 227,006	\$ -	\$ 227,006
Salaries and wages	18,718	7,853	26,571	108,781	135,352
Payroll taxes	1,432	707	2,139	8,321	10,460
Professional fees and services	-	-	-	27,150	27,150
Advertising and promotion	-	-	-	7,054	7,054
Office expenses	306	316	622	3,187	3,809
Information technology	308	152	460	2,363	2,823
Occupancy	1,148	567	1,715	6,671	8,386
Conferences, conventions and meetings	82	270	352	2,045	2,397
Insurance	-	-	-	3,558	3,558
Depreciation	-	-	-	816	816
Other	-	-	-	1,224	1,224
			-		-
Total expenses included in the expense section on the statement of activities	<u>\$ 249,000</u>	<u>\$ 9,865</u>	<u>\$ 258,865</u>	<u>\$ 171,170</u>	<u>\$ 430,035</u>

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**Episcopal Foundation of Dallas
Statements of Cash Flows
Years Ended December 31, 2019 and 2018**

	<u>2019</u>	<u>2018</u>
Operating Activities		
Change in net assets	\$ 935,371	\$ (518,549)
Items not requiring (providing) cash		
Depreciation	1,052	816
Net realized and unrealized (gains) losses on investments	(953,627)	624,020
Changes in		
Accounts receivable	(3,715)	5,159
Other assets	(913)	(308)
Accounts payable	(30,324)	(13,118)
	<u>(52,156)</u>	<u>98,020</u>
Investing Activities		
Purchases of investments	(238,615)	(357,039)
Proceeds from sale of investments	458,863	265,212
Purchases of furniture and equipment	(2,123)	-
	<u>218,125</u>	<u>(91,827)</u>
Increase in Cash and Cash Equivalents	165,969	6,193
Cash and Cash Equivalents, Beginning of Year	<u>139,093</u>	<u>132,900</u>
Cash and Cash Equivalents, End of Year	<u>\$ 305,062</u>	<u>\$ 139,093</u>

Episcopal Foundation of Dallas

Notes to Financial Statements

December 31, 2019 and 2018

Note 1: Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

The Episcopal Foundation of Dallas (Foundation) is a Texas not-for-profit corporation whose mission is to strengthen and support faith communities by partnering wise investments with purposeful giving. The Foundation is organized and operated with an independent Board of Trustees outside the jurisdiction of the Episcopal Diocese of Dallas (Diocese), the Episcopal Church and the Diocesan and General Conventions of the Church. The Foundation provides investment management services to Episcopal churches, schools and agencies within the Episcopal Diocese of Dallas, and makes grants to these organizations in addition to other not-for-profits whose work is consistent with the mission of the Foundation and the Diocese. The Foundation's revenues and other support are derived principally from its own investment earnings and administrative fees charged to investment partners (Agency Funds).

Agency Funds

The Foundation maintains funds for various Diocesan institutions in which it has no economic interest. These funds are held as agency accounts. The Foundation records agency funds at fair value and recognizes a corresponding liability of an equal amount. Investment gains and losses related to agency funds are not presented on the statements of activities.

Use of Estimates

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

Cash Equivalents

The Foundation considers all liquid investments with original maturities of three months or less to be cash equivalents. Cash equivalents consisted entirely of money market accounts with brokers at December 31, 2019, and there were no cash equivalents at December 31, 2018. The Foundation's cash account did not exceed the federally insured limit.

Investments and Net Investment Income

Investments in equity securities having a readily determinable fair value are carried at fair value. Investment return includes dividends, interest and realized and unrealized gains and losses on investments carried at fair value less external and direct internal investment expenses. Realized and unrealized gains and losses are determined using the average cost method.

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Investment return that is initially restricted by donor stipulation and for which the restriction will be satisfied in the same year is included in net assets without donor restrictions. Other investment return is reflected in the statements of activities with or without donor restrictions based upon the existence and nature of any donor or legally imposed restrictions

The Foundation maintains a diversified pooled investment portfolio for the benefit of the Foundation and participating Episcopal entities recorded as Agency Funds. Investment income, realized and unrealized gains and losses from securities, and investment expenses in the pooled investment portfolio are allocated monthly to individual accounts based on the relationship of the fair value of each account to the total fair value of the pooled investments portfolio, as adjusted for additions to or deductions from the individual accounts.

Furniture and Equipment

Furniture and equipment are stated at cost less accumulated depreciation. Depreciation is charged to expense using the straight-line method over the estimated useful life of each asset which ranges from three to ten years. Total accumulated depreciation was \$4,926 and \$6,025 at December 31, 2019 and 2018, respectively. Upon sale or retirement, the cost and related accumulated depreciation are eliminated from the respective accounts and the resulting gain or loss is recognized in the statements of activities and changes in net assets.

Net Assets

Net assets, revenues and gains and losses are classified based on the existence or absence of donor restrictions. Net assets without donor restrictions are available for use in general operations and not subject to donor restrictions. Net assets with donor restrictions of \$1,750 at December 31, 2019 and 2018, are subject to donor restrictions for the benefit of another Diocesan organization.

Net assets without donor restrictions include \$728,393 and \$616,017 of donor advised funds at December 31, 2019 and 2018, respectively. Although grant recommendations are accepted from the donors or other advisors of these funds, the ultimate discretion regarding their use lies with the Board of Trustees.

Contributions

Contributions are provided to the Foundation either with or without restrictions placed on the gift by the donor. Revenues and net assets are separately reported to reflect the nature of those gifts – with or without donor restrictions. The value recorded for each contribution is recognized as follows:

Nature of the Gift	Value Recognized
<i>Conditional gifts, with or without restriction</i>	
Gifts that depend on the Foundation overcoming a donor imposed barrier to be entitled to the funds	Not recognized until the gift becomes unconditional, <i>i.e.</i> the donor imposed barrier is met

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Unconditional gifts, with or without restriction

Received at date of gift – cash and other assets	Fair value
Received at date of gift – property, equipment and long-lived assets	Estimated fair value
Expected to be collected within one year	Net realizable value
Collected in future years	Initially reported at fair value determined using the discounted present value of estimated future cash flows technique

In addition to the amount initially recognized, revenue for unconditional gifts to be collected in future years is also recognized each year as the present-value discount is amortized using the level-yield method.

When a donor stipulated time restriction ends or purpose restriction is accomplished, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statements of activities as net assets released from restrictions. Absent explicit donor stipulations for the period of time that long-lived assets must be held, expirations of restrictions for gifts of land, buildings, equipment and other long-lived assets are reported when those assets are placed in service.

Gifts and investment income having donor stipulations which are satisfied in the period the gift is received are recorded as revenue and net assets without donor restrictions.

Conditional contributions having donor stipulations which are satisfied in the period the gift is received are recorded as revenue and net assets without donor restrictions.

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December 31, 2019 and 2018

Income Taxes

The Foundation is exempt from income taxes under Section 501 of the Internal Revenue Code and a similar provision of state law except to the extent it has unrelated business taxable income. For the years ended December 31, 2019 and 2018, the Foundation had no material unrelated business income. Accordingly, no provision for income tax has been provided in the accompanying financial statements.

The Foundation received a ruling from the Internal Revenue Service which determined the Foundation meets the requirements of an integrated auxiliary of a church and as such is not required to file Form 990. Management, however, intends to continue filing Form 990 because it is widely used to evaluate not-for-profit organizations and provides transparency to investment partners and donors. The Foundation's informational returns are generally subject to examination for three years after the later of the due date or date of filing. As a result, the Foundation is no longer subject to U.S. federal income tax examinations by tax authorities for years prior to fiscal year 2015.

Functional Allocation of Expenses

The costs of supporting the various programs and other activities have been summarized on a functional basis in the statements of activities. The statement of functional expenses presents the natural classification detail of expenses by function. Certain costs have been allocated among the program and administrative support categories based on a time study conducted for each employee, specific identification and other methods.

Note 2: Fair Value Measurements and Disclosures

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. The hierarchy comprises three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Investments

The following table presents the fair value measurements of the Foundation's investments recognized in the accompanying statements of financial position measured at fair value on a

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recurring basis. The investments consist of mutual funds accounted for at fair value based on quoted prices in active markets in which the mutual funds are traded (Level 1 inputs) at December 31, 2019 and 2018. There were no changes in valuation techniques during the years ended December 31, 2019 and 2018.

	2019	2018
Mutual funds		
Domestic equity	\$ 2,584,762	\$ 2,236,596
International equity	1,736,389	1,437,921
Domestic fixed income	1,035,712	978,487
International fixed income	344,357	339,131
Real estate	348,639	324,345
Total	\$ 6,049,859	\$ 5,316,480

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Agency Funds

The following table presents the fair value measurements of agency fund investments recognized in the accompanying statements of financial position measured at fair value on a recurring basis. The investments consist of mutual funds accounted for at fair value based on quoted prices in active markets in which the mutual funds are traded (Level 1 inputs) at December 31, 2019 and 2018. There were no changes in valuation techniques during the years ended December 31, 2019 and 2018.

	2019	2018
Mutual funds		
Domestic equity	\$ 14,206,868	\$ 12,313,821
International equity	9,543,876	7,916,633
Domestic fixed income	5,692,683	5,387,168
International fixed income	1,892,722	1,867,121
Real estate	1,916,254	1,785,716
Total	\$ 33,252,403	\$ 29,270,459

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 December 31, 2019 and 2018, comprise the following:

	2019	2018
Financial assets at year-end		
Cash and cash equivalents	\$ 305,062	\$ 139,093
Accounts receivable	56,739	53,024
Investments	6,049,859	5,316,480
Total financial assets	6,411,660	5,508,597
Financial assets available to meet cash needs for general expenditures within one year	\$ 6,411,660	\$ 5,508,597

The Foundation manages its liquidity by operating within a prudent range of financial soundness and stability and maintaining adequate liquid assets to fund operating needs. The Foundation's investments are subject to a spending guideline which allows the Foundation to be as generous and as consistent as possible in making grants to the Episcopal community while also maintaining the value of the fund over time. The guideline is for planning purposes and to demonstrate due diligence and it is the intent of the Board of Trustees that investments remain without restriction and not subject to any self-imposed limits that create designated assets.

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Notes to Financial Statements
December 31, 2019 and 2018**

Note 4: Related Party Transactions

Agency funds include \$6,438,857 and \$5,835,131 held on behalf of a not-for-profit organization that has the same Board of Trustees as the Foundation at December 31, 2019 and 2018, respectively. The not-for-profit organization incurred administrative fees with the Foundation of \$33,471 and \$36,158 for the years ended December 31, 2019 and 2018, respectively. A receivable for administrative fees and services was outstanding from this organization in the amount of \$18,270 and \$19,672 at December 31, 2019 and 2018, respectively.

Note 5: Significant Estimates and Concentrations

Accounting principles generally accepted in the United States of America require disclosure of certain significant estimates and current vulnerabilities due to certain concentrations. Those matters include the following:

Investments

The Foundation invests in various mutual funds which are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the accompanying statements of financial position.

Administrative Fee Income

Approximately 29% and 35% of the Foundation's administrative fee income was generated from two individual agency funds for the years ended December 31, 2019 and 2018, respectively. Of those percentages, approximately 17% and 20% was generated from the related organization identified in *Note 4* for the years ended December 31, 2019 and 2018, respectively.

Note 6: Subsequent Events

The Foundation invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with the incidence of COVID-19, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the accompanying statements of financial position.

Subsequent events have been evaluated through **June XX, 2020**, which is the date the financial statements were available to be issued.