

FINANCIAL STATEMENTS



CHESAPEAKE BAY FOUNDATION

Saving a National Treasure

**FOR THE YEAR ENDED JUNE 30, 2018
WITH SUMMARIZED FINANCIAL
INFORMATION FOR 2017**

CHESAPEAKE BAY FOUNDATION, INC.

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INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees
Chesapeake Bay Foundation, Inc.
Annapolis, Maryland

We have audited the accompanying financial statements of the Chesapeake Bay Foundation, Inc. (the Foundation), which comprise the statement of financial position as of June 30, 2018, and the related statements of activities and change in net assets, functional expenses and cash flows for the year 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 audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States. 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 Foundation as of June 30, 2018, and the change in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

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Report on Summarized Comparative Information

We have previously audited the Foundation's 2017 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated December 14, 2017. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2017, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The Summary of Conservation and Scenic Easements on page 30, which is the responsibility of management, is presented for purposes of additional analysis and is not a required part of the financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the financial statements, and, accordingly, we do not express an opinion or provide any assurance on it.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated January 15, 2019 on our consideration of the Foundation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Foundation's internal control over financial reporting and compliance.



January 15, 2019

CHESAPEAKE BAY FOUNDATION, INC.

STATEMENT OF FINANCIAL POSITION
AS OF JUNE 30, 2018
WITH SUMMARIZED FINANCIAL INFORMATION FOR 2017

ASSETS

	<u>2018</u>	<u>2017</u>
Cash and cash equivalents	\$ 10,789,575	\$ 9,984,436
Investments	61,792,667	57,758,141
Accounts receivable, net	810,911	759,675
Note receivable	82,635	84,822
Pledges receivable, net	12,356,999	9,173,036
Prepays, deposits and other assets	672,257	837,583
Property and equipment, net	<u>30,320,433</u>	<u>31,043,455</u>
TOTAL ASSETS	<u>\$ 116,825,477</u>	<u>\$ 109,641,148</u>

LIABILITIES AND NET ASSETS**LIABILITIES**

Loan payable	\$ 327,222	\$ 1,417,571
Bonds payable	3,667,355	4,244,019
Accounts payable and accrued expenses	2,315,171	2,075,956
Deferred income	1,199,252	1,027,160
Liability under split interest agreements	1,000,796	813,779
Interest rate swap obligation	<u>241,824</u>	<u>438,167</u>
Total liabilities	<u>8,751,620</u>	<u>10,016,652</u>

NET ASSETS

Unrestricted	36,206,381	33,689,681
Temporarily restricted	25,446,564	19,661,940
Permanently restricted	<u>46,420,912</u>	<u>46,272,875</u>
Total net assets	<u>108,073,857</u>	<u>99,624,496</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 116,825,477</u>	<u>\$ 109,641,148</u>

CHESAPEAKE BAY FOUNDATION, INC.

**STATEMENT OF ACTIVITIES AND CHANGE IN NET ASSETS
FOR THE YEAR ENDED JUNE 30, 2018
WITH SUMMARIZED FINANCIAL INFORMATION FOR 2017**

	2018			2017	
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total	Total
REVENUE					
Membership contributions	\$ 5,072,052	\$ -	\$ -	\$ 5,072,052	\$ 4,949,035
Grants and gifts	10,619,313	10,785,098	-	21,404,411	15,968,688
Education contracts and tuition	1,074,109	-	-	1,074,109	1,055,752
Investment distribution	623,198	2,309,384	-	2,932,582	2,768,964
Donated goods and services	1,247,581	-	-	1,247,581	1,255,568
Other	879,980	-	-	879,980	772,883
Net assets released from donor restrictions	10,046,646	(10,046,646)	-	-	-
Total revenue	<u>29,562,879</u>	<u>3,047,836</u>	<u>-</u>	<u>32,610,715</u>	<u>26,770,890</u>
EXPENSES					
Program Services:					
Environmental Education	6,640,495	-	-	6,640,495	6,583,700
Environmental Protection and Restoration	11,223,385	-	-	11,223,385	11,290,038
Litigation	925,868	-	-	925,868	-
Strategic Communications	3,087,239	-	-	3,087,239	3,090,621
Total program services	<u>21,876,987</u>	<u>-</u>	<u>-</u>	<u>21,876,987</u>	<u>20,964,359</u>
Support Services:					
General and Administrative	2,350,913	-	-	2,350,913	2,289,329
Fundraising	3,866,862	-	-	3,866,862	3,506,414
Total support services	<u>6,217,775</u>	<u>-</u>	<u>-</u>	<u>6,217,775</u>	<u>5,795,743</u>
Total expenses	<u>28,094,762</u>	<u>-</u>	<u>-</u>	<u>28,094,762</u>	<u>26,760,102</u>
Change in net assets before capital additions	<u>1,468,117</u>	<u>3,047,836</u>	<u>-</u>	<u>4,515,953</u>	<u>10,788</u>
CAPITAL ADDITIONS					
Investment gain and distributions, net	732,021	2,736,788	132,307	3,601,116	4,195,121
Grants and gifts	-	-	15,730	15,730	34,164
Gain on sale of property and equipment	120,219	-	-	120,219	637
Unrealized gain on interest rate swap	196,343	-	-	196,343	283,201
Total capital additions	<u>1,048,583</u>	<u>2,736,788</u>	<u>148,037</u>	<u>3,933,408</u>	<u>4,513,123</u>
Change in net assets	2,516,700	5,784,624	148,037	8,449,361	4,523,911
Net assets at beginning of year	<u>33,689,681</u>	<u>19,661,940</u>	<u>46,272,875</u>	<u>99,624,496</u>	<u>95,100,585</u>
NET ASSETS AT END OF YEAR	<u>\$ 36,206,381</u>	<u>\$ 25,446,564</u>	<u>\$ 46,420,912</u>	<u>\$ 108,073,857</u>	<u>\$ 99,624,496</u>

CHESAPEAKE BAY FOUNDATION INC.

STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED JUNE 30, 2018
WITH SUMMARIZED FINANCIAL INFORMATION FOR 2017

2018

	Program Services				
	Environmental Education	Environmental Protection and Restoration	Litigation	Strategic Communications	Total Program Services
Salaries	\$ 2,556,135	\$ 3,762,188	\$ 407,193	\$ 1,129,603	\$ 7,855,119
Fringe benefits	1,005,755	1,471,631	152,579	454,926	3,084,891
Supplies	292,843	326,287	5,309	55,644	680,083
Restoration supplies	-	297,687	-	-	297,687
Telephone	50,585	62,278	2,878	7,817	123,558
Postage and shipping	100,520	175,042	13,909	98,064	387,535
Occupancy and utilities	356,667	874,747	13,875	119,440	1,364,729
Equipment rental, leasing, repairs and maintenance	341,916	269,810	18,923	52,754	683,403
Printing and publications	198,548	337,110	39,660	145,635	720,953
Dues and subscriptions	3,044	41,694	16,579	10,083	71,400
Travel	208,263	202,816	6,110	11,467	428,656
Meeting and seminars	79,868	135,190	7,173	25,636	247,867
Outside services	57,069	123,652	4,651	51,139	236,511
Professional fees	337,227	1,169,801	172,971	360,017	2,040,016
Restoration fees	-	342,821	-	-	342,821
Personnel recruitment	485	-	-	-	485
Miscellaneous	21,093	29,397	384	1,058	51,932
Mailing preparation	48,485	81,947	6,760	22,541	159,733
Insurance	163,277	102,464	17,575	11,675	294,991
List rentals	44,300	74,873	6,177	20,596	145,946
Depreciation and amortization	231,281	250,710	10,147	29,906	522,044
Subrecipients	-	410,531	-	-	410,531
Donated goods and services	383,333	410,623	734	404,945	1,199,635
Sub-total	6,480,694	10,953,299	903,587	3,012,946	21,350,526
Allocation of management and general	159,801	270,086	22,281	74,293	526,461
TOTAL	\$ 6,640,495	\$ 11,223,385	\$ 925,868	\$ 3,087,239	\$ 21,876,987

2017					
<u>Support Services</u>					
<u>General and Administrative</u>	<u>Fundraising</u>	<u>Total Support Services</u>	<u>Total Expenses</u>	<u>Total Expenses</u>	
\$ 1,703,251	\$ 1,326,462	\$ 3,029,713	\$ 10,884,832	\$ 10,995,682	
666,684	527,736	1,194,420	4,279,311	4,207,298	
34,471	79,553	114,024	794,107	699,554	
-	-	-	297,687	172,704	
2,145	13,265	15,410	138,968	139,820	
1,840	130,853	132,693	520,228	551,859	
243,393	89,665	333,058	1,697,787	1,822,149	
38,888	100,455	139,343	822,746	645,692	
1,047	242,975	244,022	964,975	909,707	
8,962	8,089	17,051	88,451	40,004	
73,077	22,046	95,123	523,779	510,830	
37,549	123,900	161,449	409,316	443,754	
12,577	272,046	284,623	521,134	635,482	
75,660	487,071	562,731	2,602,747	1,974,274	
-	-	-	342,821	395,663	
29,069	-	29,069	29,554	27,276	
6,766	7,666	14,432	66,364	72,970	
-	73,353	73,353	233,086	179,892	
28,425	19,799	48,224	343,215	366,216	
-	152,137	152,137	298,083	152,637	
6,625	48,790	55,415	577,459	437,785	
-	-	-	410,531	123,286	
-	47,946	47,946	1,247,581	1,255,568	
2,970,429	3,773,807	6,744,236	28,094,762	26,760,102	
(619,516)	93,055	(526,461)	-	-	
\$ 2,350,913	\$ 3,866,862	\$ 6,217,775	\$ 28,094,762	\$ 26,760,102	

CHESAPEAKE BAY FOUNDATION, INC.

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2018
WITH SUMMARIZED FINANCIAL INFORMATION FOR 2017

	<u>2018</u>	<u>2017</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	\$ 8,449,361	\$ 4,523,911
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation and amortization	1,395,570	1,261,187
Unrealized gain on interest rate swap	(196,343)	(283,201)
Gain on sale of property and equipment	(120,219)	(637)
Capital additions - permanently restricted contributions	(15,730)	(34,164)
Change in the discount of long-term pledges receivable	7,449	(176,220)
Change in allowance for doubtful accounts	21,846	(20,561)
Unrealized loss (gain) on investments	494,906	(6,343,991)
Realized gains on investments	(6,168,530)	(294,752)
Change in value of split interest agreements	35,552	58,103
(Increase) decrease in:		
Accounts receivable	(50,508)	82,966
Pledges receivable	(3,213,986)	2,701,391
Prepays, deposits and other assets	165,326	(186,088)
Increase (decrease) in:		
Accounts payable and accrued expenses	239,215	335,383
Deferred income	172,092	164,034
Liability under split interest agreements	<u>(27,986)</u>	<u>(9,477)</u>
Net cash provided by operating activities	<u>1,188,015</u>	<u>1,777,884</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Net sales of investments	1,639,098	6,112,351
Purchases of property and equipment	(683,984)	(1,278,057)
Proceeds from sale of property and equipment	150,048	-
Proceeds from note receivable	<u>2,187</u>	<u>2,191</u>
Net cash provided by investing activities	<u>1,107,349</u>	<u>4,836,485</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Capital additions - permanently restricted contributions	15,730	34,164
Payments on bonds payable	(585,406)	(554,735)
Payments on loan payable	(1,100,000)	(1,000,000)
Proceeds from split interest agreements	263,812	-
Payments made on split interest agreements	<u>(84,361)</u>	<u>(75,402)</u>
Net cash used by financing activities	<u>(1,490,225)</u>	<u>(1,595,973)</u>

CHESAPEAKE BAY FOUNDATION, INC.

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2018
WITH SUMMARIZED FINANCIAL INFORMATION FOR 2017

	<u>2018</u>	<u>2017</u>
Net increase in cash and cash equivalents	\$ 805,139	\$ 5,018,396
Cash and cash equivalents at beginning of year	<u>9,984,436</u>	<u>4,966,040</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>\$ 10,789,575</u>	<u>\$ 9,984,436</u>
 SUPPLEMENTAL INFORMATION		
Interest Paid	<u>\$ 247,458</u>	<u>\$ 294,995</u>
Taxes Paid	<u>\$ -</u>	<u>\$ 316</u>

CHESAPEAKE BAY FOUNDATION, INC.

**NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017**

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION

Organization -

The Chesapeake Bay Foundation, Inc. (the Foundation) is a non-profit organization, incorporated in the State of Maryland in March 1966. Its principal sources of funds are contributions received directly from the public and grants received from individuals, foundations, governments, and corporations for environmental education, environmental protection, and land management and conservation programs relating to the Chesapeake Bay Region.

Basis of presentation -

The accompanying financial statements are presented on the accrual basis of accounting, and in accordance with FASB ASC 958, *Not-for-Profit Entities*.

The financial statements include certain prior year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Foundation's financial statements for the year ended June 30, 2017, from which the summarized information was derived.

Cash and cash equivalents -

The Foundation considers all cash and other highly liquid investments, including certificates of deposit with maturities of three months or less, and excluding cash and cash equivalents held by investment managers, to be cash equivalents.

Bank deposit accounts are insured by the Federal Deposit Insurance Corporation ("FDIC") up to a limit of \$250,000. At times during the year the Foundation maintains cash balances in excess of the FDIC insurance limits. Management believes the risk in these situations to be minimal.

Investments -

The Foundation invests in shares held in individual securities or investment funds which include bonds, stocks, investment trusts, money market funds held for investment purposes, and limited partnerships. Investment fund managers trade in various domestic and foreign financial markets, which carry a certain amount of risk of loss. Investments are stated at fair value based on quoted market prices at the reporting date, or in absence of such quoted market price, a reasonable estimate of fair value as approved by management. Unrealized and realized gains and losses are included in investment (loss) return and investment income in the Statement of Activities and Change in Net Assets.

The fair value of financial instruments is determined by reference to various market data and other valuation techniques as appropriate. Credit risk from financial instruments relates to the possibility that invested assets within a particular industry segment may experience loss due to market conditions. The Foundation has diversified its financial instruments to help ensure that no one industry segment represents a significant concentration of risk.

Although management uses its best judgment at estimating fair value of the underlying assets for its investments, there are inherent limitations in any valuation technique. Therefore, the value is not necessarily indicative of the amount that could be realized in a current transaction. Future events will also affect the estimates of fair value, and the effect of such events on the estimates of fair value could be material.

CHESAPEAKE BAY FOUNDATION, INC.

**NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION
(Continued)**

Financial instruments with off-balance sheet risk -

In the course of trading activities entered into by the Foundation's various investment fund managers, certain financial instruments with off-balance sheet risk were acquired in order to structure the portfolio transactions to economically match the investment objectives of the funds and to hedge market risk. The exposure to credit risk associated with non-performance of any of these types of financial instruments is typically limited to the value of such investments reported as assets in the Statement of Financial Position.

Accounts and pledges receivable -

Accounts receivable are recorded at their net realizable value, which approximates fair value. Pledges receivable that are expected to be collected in future years are recorded at fair value, measured as the present value of their future cash flows. The discounts on these amounts are computed using risk-adjusted interest rates applicable to the years in which the promises are received. Amortization of the discounts is included in grants and gifts revenue. Conditional promises to give are not included as support until the conditions are substantially met. The allowance for doubtful accounts is determined based upon an annual review of account balances, including the age of the balance and the historical experience with the customer and donor.

Deferred financing costs -

Deferred financing costs represent loan issuance and bond issuance costs and other costs related to the construction of the Brock Environmental Center and the acquisition of the Bay Ridge Facility (Notes 7 and 8). Deferred financing costs are being amortized over the respective lives of the loan and bonds. Deferred financing costs are shown net of loan and bonds payable on the accompanying Statement of Financial Position.

Property and equipment -

Property and equipment are stated at acquisition cost or fair market value at the date of donation, less accumulated depreciation. Property and equipment are depreciated on a straight-line basis over the estimated useful lives of the related assets, generally three to thirty years. The Foundation has established \$5,000 as its threshold for capitalization.

Land is stated at acquisition cost, fair market value, or if fair market value is not available, at assessment value, at the date of donation. The land is used for educational, conservation, and operating purposes.

The cost of maintenance and repairs is recorded as expenses are incurred.

Impairment of long-lived assets -

Management reviews asset carrying amounts whenever events or circumstances indicate that such carrying amounts may not be recoverable. When considered impaired, the carrying amount of the assets is reduced, by a charge to Statement of Activities and Change in Net Assets, to its current fair value.

CHESAPEAKE BAY FOUNDATION, INC.

NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017

1. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION**
(Continued)

Split interest agreements -

A split interest agreement is a trust or other arrangements initiated by donors under which the Foundation receives benefits that are shared with either the donor or third party beneficiaries.

The Foundation is the beneficiary of several split interest agreements. The Foundation's interest in these split interest agreements is reported as a contribution in the year received at its net present value. For the years ended June 30, 2018 and 2017, liabilities under split interest agreements totaled \$1,000,796 and \$813,779, respectively.

Net asset classification -

The net assets of the Foundation are reported in three self-balancing groups as follows:

- **Unrestricted net assets** include unrestricted revenue and contributions received without donor-imposed restrictions. These net assets are available for the operation of the Foundation and include both internally designated and undesignated resources.
- **Temporarily restricted net assets** include revenue and contributions subject to donor-imposed stipulations that will be met by the actions of the Foundation and/or the passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statement of Activities and Change in Net Assets as net assets released from restrictions.
- **Permanently restricted net assets** represent funds restricted by the donor to be maintained in-perpetuity by the Foundation. There are restrictions placed on the use of investment earnings from these endowment funds.

Contributions, grants and gifts -

Contributions, grants and gifts are recorded as revenue in the year notification is received from the donor. Temporarily restricted contributions and grants are recognized as unrestricted support only to the extent of actual expenses incurred in compliance with the donor-imposed restrictions and satisfaction of time restrictions. Such contributions, grants and gifts received in excess of expenses incurred are shown as temporarily restricted net assets in the accompanying financial statements.

The Foundation receives funding under grants and contracts from the U.S. Government for direct and indirect program costs. This funding is subject to contractual restrictions, which must be met through incurring qualifying expenses for particular programs. Accordingly, such grants are considered exchange transactions and are recorded as unrestricted grant revenue to the extent that related expenses are incurred in compliance with the criteria stipulated in the grant agreements.

Grants and support receivable represents amounts due from funding organizations for reimbursable expenses incurred in accordance with the grant agreements. Grant funding received in advance of incurring the related expenses is recorded as a refundable advance.

CHESAPEAKE BAY FOUNDATION, INC.

NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017

1. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION**
(Continued)

Donated goods and services -

Contributions of goods or services are recognized when they are received if the goods or services either (a) create or enhance non-financial assets, or (b) require specialized skills, and are provided by individuals possessing those skills, and would typically need to be purchased if not donated. These amounts are shown as revenue and expenses on the Statement of Activities and Change in Net Assets.

Income taxes -

The Foundation is exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code. The Foundation is not a private foundation. The Foundation is required to report unrelated business income to the Internal Revenue Service and the appropriate state taxing authorities. The Foundation has recorded income tax expense (recovery) of \$(4,270) and \$316 for the years ended June 30, 2018 and 2017, respectively, as follows:

	<u>2018</u>	<u>2017</u>
Other Unrelated Business Income Tax (Recovery) Included as an Addition to Miscellaneous Expenses in the Accompanying Statement of Functional Expenses	\$ <u>(4,270)</u>	\$ <u>316</u>

Uncertain tax positions -

For the years ended June 30, 2018 and 2017, the Foundation has documented its consideration of FASB ASC 740-10, *Income Taxes*, that provides guidance for reporting uncertainty in income taxes and has determined that no material uncertain tax positions qualify for either recognition or disclosure in the financial statements.

Use of estimates -

The preparation of the 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 at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Fair value measurement -

The Foundation adopted the provisions of FASB ASC 820, *Fair Value Measurement*. FASB ASC 820 defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the quality of inputs (assumptions that market participants would use in pricing assets and liabilities, including assumptions about risk) used to measure fair value, and enhances disclosure requirements for fair value measurements. The Foundation accounts for a significant portion of its financial instruments at fair value or considers fair value in their measurement.

CHESAPEAKE BAY FOUNDATION, INC.

NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION
(Continued)

Functional allocation of expenses -

The costs of providing the various programs and other activities have been summarized on a functional basis in the Statement of Activities and Change in Net Assets. Accordingly, certain costs have been allocated among the programs and support services benefited.

Joint costs -

For fiscal years 2018 and 2017, the Foundation incurred joint costs of \$2,541,532 and \$2,328,695, respectively, for educational materials, membership and support services. These costs were allocated as follows:

	<u>2018</u>	<u>2017</u>
Environmental Education	\$ 578,482	\$ 560,816
Environmental Protection and Restoration	1,058,373	961,715
Strategic Communications	268,942	263,267
Fundraising	<u>635,735</u>	<u>542,897</u>
TOTAL JOINT COSTS INCURRED	<u>\$ 2,541,532</u>	<u>\$ 2,328,695</u>

New accounting pronouncements not yet adopted -

In August 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-14, *Presentation of Financial Statements of Not-for-Profit Entities* (Topic 958), intended to improve financial reporting for not-for-profit entities. The ASU will reduce the current three classes of net assets into two: with and without donor restrictions. The change in each of the classes of net assets must be reported on the Statement of Activities and Change in Net Assets. The ASU also requires various enhanced disclosures around topics such as board designations, liquidity, functional classification of expenses, investment expenses, donor restrictions, and underwater endowments. The ASU is effective for years beginning after December 15, 2017. Early adoption is permitted. The ASU should be applied on a retrospective basis in the year the ASU is first applied. While the ASU will change the presentation of the Foundation's financial statements, it is not expected to alter the Foundation's reported financial position.

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-09, *Revenue from Contracts with Customers* (Topic 606) (ASU 2014-09). The ASU establishes a comprehensive revenue recognition standard for virtually all industries under generally accepted accounting principles in the United States (U.S. GAAP) including those that previously followed industry-specific guidance. The guidance states that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The FASB issued ASU 2015-14 in August 2015 that deferred the effective date of ASU 2014-09 by a year thus the effective date is fiscal years beginning after December 15, 2018. Early adoption is permitted and should be applied retrospectively in the year the ASU is first applied. The Foundation plans to adopt the new ASU at the required implementation date.

CHESAPEAKE BAY FOUNDATION, INC.

**NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION
(Continued)**

New accounting pronouncements not yet adopted (continued) -

In June 2018, the FASB issued ASU 2018-08, Not-for-Profit Entities (Topic 958): *Clarifying the Scope and Accounting Guidance for Contributions Received and Contributions Made*, which is intended to clarify and improve current guidance about whether a transfer of assets is an exchange transaction or a contribution. The amendments in this ASU provide a more robust framework to determine when a transaction should be accounted for as a contribution under Subtopic 958-605 or as an exchange transaction accounted for under other guidance (for example, Topic 606). The amendments also provide additional guidance about how to determine whether a contribution is conditional or unconditional. The amendments in this ASU could result in more grants and contracts being accounted for as contributions than under previous GAAP. The ASU recommends application on a modified prospective basis; however, retrospective application is permitted. The Foundation has not yet decided on a transition method. The ASU is effective for fiscal years beginning after December 15, 2018.

In 2016, the FASB issued ASU 2016-02, *Leases* (Topic 842). The ASU changes the accounting treatment for operating leases by recognizing a lease asset and lease liability at the present value of the lease payments in the Statement of Financial Position and disclosing key information about leasing arrangements. The ASU is effective for private entities for fiscal years beginning after December 31, 2019. Early adoption is permitted. The ASU should be applied at the beginning of the earliest period presented using a modified retrospective approach.

The Foundation plans to adopt the new ASUs at the required implementation date.

2. INVESTMENTS

At June 30, 2018 and 2017, investments at readily determinable fair values, consisted of the following:

	2018	2017
Equity securities	\$ 17,538,994	\$ 20,175,840
International equity securities	3,528,166	4,168,864
Partnerships/Alternative investments	24,405,512	22,732,632
Corporate bonds and other agencies	7,721,367	4,582,622
Beneficial interest in perpetual trust	3,223,517	3,223,517
Sub-total investments	56,417,556	54,883,475
Cash and cash equivalents held by investment managers	5,375,111	2,874,666
TOTAL INVESTMENTS	\$ 61,792,667	\$ 57,758,141

Under the terms of certain agreements for several alternative investments, the Foundation is obligated to remit additional funding periodically as capital calls are exercised.

As of June 30, 2018 and 2017, the Foundation has uncalled commitments of \$1,119,717 and \$1,396,623, respectively.

CHESAPEAKE BAY FOUNDATION, INC.

NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017

2. INVESTMENTS (Continued)

Alternative investments are comprised of the following at June 30, 2018 and 2017:

Investment Type	Net Asset Value		Uncalled Commitments		Liquidity
	2018	2017	2018	2017	
Domestic/U.S. Limited Partnerships	\$ 1,390,074	\$ 2,191,215	\$ 1,119,717	\$ 1,396,623	None until dissolution or winding up of partnership.
Domestic/U.S. Limited Partnerships	610,324	2,220,104	-	-	100 days notice
Domestic/U.S. Alternative Trusts	4,435,671	4,076,630	-	-	Month end
Domestic/U.S. Limited Partnerships	<u>17,969,443</u>	<u>14,244,683</u>	<u>-</u>	<u>-</u>	Last day of each quarter.
ALTERNATIVE INVESTMENTS	<u>\$ 24,405,512</u>	<u>\$ 22,732,632</u>	<u>\$ 1,119,717</u>	<u>\$ 1,396,623</u>	

Included in the investment balance at June 30, 2018 and 2017 are investments related to certain split-interest agreements in the amounts of \$1,389,023 and \$890,624, respectively.

The investment portfolio includes \$38,242,495 and \$38,084,134 of permanently restricted endowment investments at June 30, 2018 and 2017, respectively (see Note 17).

The Foundation follows the Uniform Prudent Management Institutional Funds Act (UPMIFA). As such, endowment earnings not yet authorized for spending are shown as temporarily restricted net assets. If, in a given year, there are deficiencies in any endowment fund, unrestricted net assets will cover the deficiencies.

It is the policy of the Foundation to spend on operations 5% of a twelve quarter trailing average of the sum of accumulated investments, including endowment fund investments. This 5% amount is shown in the revenue section of the Statement of Activities and Change in Net Assets. Investment income that exceeds this target and all losses in a given year are considered non-operating items and are included in the capital additions (deductions) section of the Statement of Activities and Change in Net Assets, as "Investment (loss) return, net".

Investment return for the years ended June 30, 2018 and 2017 consisted of the following:

	2018	2017
Interest and dividends	\$ 860,074	\$ 325,342
Unrealized (loss) gain	(494,906)	6,343,991
Realized gains	<u>6,168,530</u>	<u>294,752</u>
Total investment return	6,533,698	6,964,085
Less: Investment distribution for operations	<u>(2,932,582)</u>	<u>(2,768,964)</u>
INVESTMENT GAIN AND DISTRIBUTIONS, NET	<u>\$ 3,601,116</u>	<u>\$ 4,195,121</u>

CHESAPEAKE BAY FOUNDATION, INC.

**NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017**

3. ACCOUNTS RECEIVABLE

Accounts receivable are stated at their carrying value, which approximates fair value, and are due within one year. The allowance for doubtful accounts is determined based upon an annual review of account balances, including the age of the balance and the historical experience with the customer. Accounts receivable consisted of the following at June 30, 2018 and 2017, respectively:

	2018	2017
Federal and state receivables	\$ 668,701	\$ 657,295
Non-Federal and state receivables	144,334	105,232
Total accounts receivable	813,035	762,527
Less: Allowance for doubtful accounts	(2,124)	(2,852)
NET ACCOUNTS RECEIVABLE	\$ 810,911	\$ 759,675

4. NOTE RECEIVABLE

On July 20, 1998, the Foundation loaned \$135,000 to the Rappahannock Tribe, Inc. (the Tribe). The loan was collateralized by the Tribe's property. The note bears interest at a rate of 7.5% annually, with interest payable monthly. The note was due on July 1, 1999; however, the note has been extended every year and is now due July 1, 2018. Only monthly payments of interest are to be made by the Tribe until maturity. The amounts outstanding at June 30, 2018 and 2017 were \$82,635 and \$84,822, respectively. Subsequent to year-end, the Foundation has fully collected the outstanding balance owed by the Tribe.

5. PLEDGES RECEIVABLE

As of June 30, 2018 and 2017, contributors to the Foundation have made written promises to give totaling \$13,597,742 and \$10,383,756, respectively. Pledges due in more than one-year have been recorded at the present value of the estimated cash flows, using a discount rate ranging from 1.8% to 7%. The allowance for doubtful accounts is determined based upon an annual review of account balances, including the age of the balance and the historical experience with the donor.

Pledges are due as follows at June 30, 2018 and 2017:

	2018	2017
Less than one-year	\$ 4,024,431	\$ 2,482,827
One to five years	4,666,787	2,869,354
Beyond five years	4,906,524	5,031,575
Total pledges	13,597,742	10,383,756
Less: Discount to net present value	(1,115,899)	(1,108,450)
Less: Allowance for doubtful accounts	(124,844)	(102,270)
NET PLEDGES RECEIVABLE	\$ 12,356,999	\$ 9,173,036

CHESAPEAKE BAY FOUNDATION, INC.

NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017

6. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at June 30, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Land	\$ 11,734,840	\$ 11,747,533
Building and improvements	27,157,219	26,940,206
Furniture and equipment	5,858,189	5,543,190
Boats	4,480,974	4,058,464
Vehicles	607,963	601,955
Construction in progress	111,683	405,365
Art	<u>17,000</u>	<u>17,000</u>
Total property and equipment	49,967,868	49,313,713
Less: Accumulated depreciation and amortization	<u>(19,647,435)</u>	<u>(18,270,258)</u>
NET PROPERTY AND EQUIPMENT	<u>\$ 30,320,433</u>	<u>\$ 31,043,455</u>

The amount of property and equipment (at cost or fair market value at date of donation) that cannot be sold by the Foundation due to donor restrictions is \$8,155,524 at June 30, 2018 and 2017 (see Note 17).

Depreciation and amortization expense for the years ended June 30, 2018 and 2017 totaled \$1,395,570 and \$1,261,187, respectively. Of these amounts, \$818,111 and \$823,402 is included in occupancy expense, and \$577,459 and \$437,785 is included in depreciation and amortization expense in the accompanying Statement of Functional Expenses for the years ended June 30, 2018 and 2017, respectively.

7. LOAN PAYABLE

The Chesapeake Bay Foundation's Brock Environmental Center is a 10,200 square foot facility located at Pleasure House Point in Virginia Beach, Virginia. It sits on land once slated for heavy development that is now saved in perpetuity.

The Brock Environmental Center provides a collaborative workspace for all of the Foundation's Virginia Beach program staff, the local Lynnhaven River NOW environmental group, a partner group of the Foundation, and the City of Virginia Beach Parks and Recreation.

The Brock Environmental Center is also a venue for expanded environmental education programs for decision makers, students, teachers and volunteers, serves as a lasting demonstration site for restoration projects, and provides meeting space for local nonprofit groups.

The Brock Environmental Center is one of the most sustainable buildings in the world. The facility earned both the U.S. Green Building Council's LEED Platinum Certification and the International Living Building Institute's Living Building Challenge Certification.

On October 1, 2013, the Foundation obtained a variable rate taxable loan in the amount of \$8,300,000 from Capital One in connection with the development of the Brock Environmental Center (the "Taxable Loan").

CHESAPEAKE BAY FOUNDATION, INC.

NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017

7. LOAN PAYABLE (Continued)

The Taxable Loan is unsecured, and is structured as a "draw down facility" and payments are interest only through maturity. The Foundation does not expect any additional draw downs on the loan. The entire unpaid balance, together with all accrued and unpaid interest, shall be due and payable in full on the maturity date of October 1, 2020. The total amount of the loan outstanding as of June 30, 2018 and 2017 was \$327,222 and \$1,417,571, respectively.

Total interest of \$14,937 was capitalized and included in the buildings and improvements account for the year ending June 30, 2015. Additionally, financing costs totaling \$67,560, related to obtaining the Taxable Loan, were capitalized and are being amortized over the life of the Taxable Loan. At June 30, 2018 and 2017, accumulated amortization for the Taxable Loan financing costs totaled \$45,040 and \$35,389, respectively.

Additionally, the agreements for the loan payable and bonds payable (discussed in Note 8) contain various covenants, which among other things, require the Foundation to maintain certain financial ratios and submit various financial reports throughout their fiscal year.

Interest expense for the years ended June 30, 2018 and 2017 was \$33,120 and \$47,850, respectively, which is included in occupancy and utilities expense within the Statement of Functional Expenses.

As of June 30, 2018 and 2017, the outstanding balance of the loan payable is as follows:

	<u>2018</u>	<u>2017</u>
Loan principal payable	\$ 349,742	\$ 1,449,742
Less: Deferred financing costs, net of accumulated depreciation of \$45,040 and \$35,389, respectively	<u>(22,520)</u>	<u>(32,171)</u>
NET LOAN PAYABLE	<u>\$ 327,222</u>	<u>\$ 1,417,571</u>

8. BONDS PAYABLE

In December 2000, the Foundation moved into its U.S. Green Building Council LEED Platinum headquarters, a facility named the Philip Merrill Environmental Center (Merrill Center), which is widely recognized as one of the most environmentally innovative buildings in the world.

The facility includes a two-story, 30,000 square foot "green" office building and common meeting centers for internal and external groups. Since moving into the Merrill Center, much of the site has been and continues to be restored with native plants.

During fiscal year 2014, the "Variable Rate Economic Development Revenue Bonds, Series 1998" which were used to finance the acquisition, construction and equipping a portion of the Merrill Center, were refinanced with the related bond sinking fund extinguished and capitalized costs fully amortized. As described further below, no amount of the 1998 Bonds was outstanding as of June 30, 2014.

On October 1, 2013, the Maryland Economic Development Corporation (MEDCO) issued an Economic Development Refunding Revenue Bond, The Chesapeake Bay Foundation Project, 2013 Series (the "2013 Series Bonds") in the amount of \$6,195,000 for the benefit of the Foundation. Proceeds of the 2013 Series Bonds were used to refinance MEDCO's outstanding 1998 Series Bonds, noted above.

CHESAPEAKE BAY FOUNDATION, INC.

**NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017**

8. BONDS PAYABLE (Continued)

The 2013 Series Bonds were purchased by Capital One Bank, N.A. ("Capital One"). Principal and interest on the 2013 Series Bonds are due monthly based on a mortgage style amortization structure. The final maturity date of the Series 2013 Bonds is October 1, 2023. Financing costs related to the issuance of the 2013 Series Bonds in the amount of \$87,420, were capitalized and are being amortized over the life of the bonds. At June 30, 2018 and 2017, accumulated amortization for the bond financing costs totaled \$40,796 and \$32,054, respectively.

To mitigate the effect of fluctuations in interest rates, the Foundation has hedged these bonds using the interest rate swap agreement described in Note 9. The bond agreements, among other provisions, require the Foundation to meet certain financial ratio tests.

The Foundation, bank and bond issuer are in the process of reviewing the corporate bond in relation to the corporate tax rate change. Any adjustment made will be retroactive to March 2018.

As of June 30, 2018 and 2017, the outstanding balance of the bond payable is as follows:

	2018	2017
Bond principal payable	\$ 3,713,979	\$ 4,299,385
Less: Deferred financing costs, less accumulated amortization of \$40,796 and \$32,054, respectively	(46,624)	(55,366)
NET BONDS PAYABLE	<u>\$ 3,667,355</u>	<u>\$ 4,244,019</u>

Principal payments are due as follows:

<u>Year Ending June 30,</u>	
2019	\$ 616,824
2020	652,423
2021	687,925
2022	726,002
2023	766,135
Thereafter	264,670
BONDS PAYABLE	<u>\$ 3,713,979</u>

The Foundation incurred interest expense on the bonds totaling \$214,338 and \$247,144 for the years ended June 30, 2018 and 2017, respectively, which is included in occupancy and utilities expense within the Statement of Functional Expenses.

9. INTEREST RATE SWAP

The bonds discussed in Note 8 include interest payments based on the Securities Industry and Financial Markets Association ("SIFMA") Index, formerly the Bond Market Association (BMA). As a means to reduce its exposure to volatility in the variable rate index, the Foundation entered into certain interest rate swap agreements. The intention of the swap agreement is to synthetically fix the interest rate on the bonds.

The Foundation had an interest rate swap agreement (the "Wells Fargo Swap"), which was terminated on September 27, 2013, in connection with the issuance of the 2013 Series Bonds. The market value of the Wells Fargo Swap, at the time of termination, was embedded in the new Swap provided by Capital One Bank, N.A. (the "Capital One Swap").

CHESAPEAKE BAY FOUNDATION, INC.

**NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017**

9. INTEREST RATE SWAP (Continued)

Under the Capital One Swap, the Foundation pays a fixed rate of 4.52% and receives a floating rate equal to 78% of 1-Month LIBOR. The Capital One Swap hedges 100% of the outstanding amount of the 2013 Series Bonds and provides the Foundation with a synthetic fixed rate cost of capital through the maturity of the 2013 Series Bonds on October 1, 2023.

For the years ended June 30, 2018 and 2017, the outstanding notional amount of the Capital One Swap was \$3,713,979 and \$4,299,385, respectively. As of June 30, 2018 and 2017, the Capital One Swap had a negative fair value of \$241,824 and \$438,167, respectively, which is reflected as a liability in the financial statements.

The swaps expose the Foundation to basis risk should the actual rate on the Foundation's bonds exceed the LIBOR Index for the years ended June 30, 2018 and 2017. Since the Foundation's bonds are based upon the LIBOR Index, there is relatively little basis risk. Should the Foundation terminate the Capital One Swap prior to maturity, the Foundation will either receive or pay a termination payment. This payment is equal to the fair value of the Capital One Swap at the time it is terminated.

10. TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets consisted of the following at June 30, 2018 and 2017:

	2018	2017
Program Restricted:		
Environmental Education	\$ 356,784	\$ 473,437
Environmental Protection and Restoration	10,595,862	6,944,267
Property and Equipment	367,580	764,871
Other	17,201	17,201
Total program restricted	11,337,427	8,199,776
Time Restricted	14,109,137	11,462,164
TEMPORARILY RESTRICTED NET ASSETS	\$ 25,446,564	\$ 19,661,940

The Foundation is the recipient of several charitable remainder unitrusts that are administered by third parties. Under the terms of these trusts, payments of income are made from the trusts to the donors or other specified parties over the terms of the trusts. Upon the termination of the trusts, the remaining net assets will be transferred to the Foundation for its unrestricted use.

Accumulated investment earnings from permanently restricted endowed funds included within temporarily restricted net assets as of June 30, 2018 and 2017 are as follows:

	2018	2017
With purpose restrictions	\$ 6,706,131	\$ 5,060,811
Time restriction	3,554,998	2,435,110
ACCUMULATED ENDOWMENT EARNINGS INCLUDED IN TEMPORARILY RESTRICTED NET ASSETS	\$ 10,261,129	\$ 7,495,921

CHESAPEAKE BAY FOUNDATION, INC.

**NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017**

10. TEMPORARILY RESTRICTED NET ASSETS (Continued)

Temporarily restricted net assets released from donor restrictions by incurring expenses, which satisfied the restricted purposes specified by the donors or the passage of time as of June 30, 2018 and 2017 are as follows:

	2018	2017
Donor Restrictions:		
Environmental Education	\$ 1,072,213	\$ 994,159
Environmental Protection and Restoration	5,891,964	5,907,122
Property and Equipment	571,701	366,857
Other	23,425	397,458
Total donor restrictions	7,559,303	7,665,596
Time Restrictions:		
Time Restricted	2,155,145	2,309,900
Time restricted (death of donors)	332,198	29,363
Total time restrictions	2,487,343	2,339,263
NET ASSETS RELEASED FROM RESTRICTIONS	\$ 10,046,646	\$ 10,004,859

11. LEASE COMMITMENT

The Foundation leases office space, equipment, and distribution facilities under noncancellable leases expiring at various dates.

Certain lease agreements call for escalation of rental payments based upon increases in operating costs of the lessor and increases in consumer price indices. Additionally, some of the leases include renewal options ranging from three months to three years.

The minimum rental payments under these noncancellable leases for future fiscal years are as follows:

<u>Year Ending June 30,</u>			
2019		\$	324,402
2020			202,409
2021			75,133
2022			58,493
2023			12,059
Thereafter			2,025
		\$	674,521

Rent expense for the years ended June 30, 2018 and 2017 totaled \$256,794 and \$250,727, respectively. Rent expense is included in occupancy and utilities in the Statement of Functional Expenses.

CHESAPEAKE BAY FOUNDATION, INC.

**NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017**

12. DEFINED CONTRIBUTION RETIREMENT BENEFIT PLAN

Retirement benefits are available for substantially all regular, full-time Foundation personnel, through direct payments by the Foundation to the Plan administrators. For these employees, the Foundation matches the employee's voluntary contribution up to four percent. For the years ended June 30, 2018 and 2017, the Foundation made contributions in the amounts of \$414,208 and \$403,463, respectively.

13. RELATED PARTY

For the years ended June 30, 2018 and 2017, the Foundation received gross contributions and grants in the amounts of \$7,857,944 and \$2,650,369, respectively, from Trustees and Executive Management. Net amounts due under pledges receivable from related parties totaled \$4,348,455 and \$2,432,177 as of June 30, 2018 and 2017, respectively.

14. CONTINGENCIES

The Foundation receives grants from various agencies of the United States Government. For the fiscal year ended June 30, 2018, such grants are subject to audit under the provisions of *Title 2 U.S. Code of Federal Regulations (CFR) Part 200 Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*. The ultimate determination of amounts received under the United States Government grants is based upon the allowance of costs reported to and accepted by the United States Government as a result of the audits. Audits in accordance with the applicable provisions have been completed for all required fiscal years through 2018. Until such audits have been accepted by the United States Government, there exists a contingency to refund any amount received in excess of allowable costs. Management is of the opinion that no material liability will result from such audits.

Various lawsuits and other contingent liabilities arise in the ordinary course of the Foundation's activities. While the final outcome of these legal actions cannot be determined at this time, management is of the opinion that the ultimate liability, if any, from the final resolution of these matters will not have a material effect on the Foundation's financial statements.

15. DONATED GOODS, SERVICES AND PROPERTY

During the years ended June 30, 2018 and 2017, the Foundation was the beneficiary of donated goods and services, which allow the Foundation to provide greater resources toward various programs. To properly reflect total program expenses, donations totaling \$1,247,581 and \$1,255,568 have been included in revenue and expense for the years ended June 30, 2018 and 2017, respectively, which included \$1,150,000 of in-kind public service announcements for the years ended June 30, 2018 and 2017.

16. FAIR VALUE MEASUREMENT

In accordance with FASB ASC 820, *Fair Value Measurement*, the Foundation has categorized its financial instruments, based on the priority of the inputs to the valuation technique, into a three-level fair value hierarchy.

CHESAPEAKE BAY FOUNDATION, INC.

NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017

16. FAIR VALUE MEASUREMENT (Continued)

The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the financial instruments fall within different levels of hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

Investments recorded in the Statement of Financial Position are categorized based on the inputs to valuation techniques as follows:

Level 1. These are investments where values are based on unadjusted quoted prices for identical assets in an active market the Foundation has the ability to access.

Level 2. These are investments where values are based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, or model-based valuation techniques that utilize inputs that are observable either directly or indirectly for substantially the full-term of the investments.

Level 3. These are investments where inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Following is a description of the valuation methodology used for investments measured at fair value. There have been no changes in the methodologies or classifications used at June 30, 2018.

- *Equity/International equity* - Valued at the closing price reported on the active market in which the individual securities are traded.
- *Partnerships/Alternative investments* - these instruments do not have a readily determinable fair value. Fair value for these instruments is measured using the net asset value per share practical expedient, in accordance with ASU 2015-07.
- *Corporate bonds and other agencies* - Fair value is based upon current yields available on comparable securities of issuers with similar ratings, the security's terms and conditions, and interest rate and credit risk.
- *Beneficial interest in perpetual trust* - Valued at the present value of discounted cash flows of the trust investment value into perpetuity.
- *Cash and cash equivalents held by investment managers* - Fair value is equal to the reported net asset value of the fund.
- *Interest rate swap obligations* - Fair value is derived from quotes from a dealer or broker, where available. Models used in valuing such agreements consider the contractual terms of and specific risks inherent in the instrument, and inputs used typically include yield curve, instrument volatility, prepayment rates and assumptions concerning nonperformance risk.

The Foundation uses net asset value (NAV) per share, or its equivalent, as a practical expedient: Certain alternative investments that are measured at fair value using NAV (or its equivalent) as a practical expedient have not been categorized in the fair value hierarchy; however, the fair value amounts presented in the tables are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statement of financial position.

CHESAPEAKE BAY FOUNDATION, INC.

NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017

16. FAIR VALUE MEASUREMENT (Continued)

Following is a description of those alternative investments:

The table below summarizes, by level within the fair value hierarchy and those invested and measured at NAV for practical expedient as of June 30, 2018:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Investments Measured in NAV</u>	<u>Total June 30, 2018</u>
Asset Class:					
Equity securities	\$ 17,538,994	\$ -	\$ -	\$ -	\$ 17,538,994
International equity securities	3,528,166	-	-	-	3,528,166
Partnerships/Alternative investments	-	-	-	24,405,512	24,405,512
Corporate bonds and other agencies	7,721,367	-	-	-	7,721,367
Beneficial interest in perpetual trust	-	3,223,517	-	-	3,223,517
Cash and cash equivalents held by investment managers	<u>5,375,111</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>5,375,111</u>
Total Investments	<u>\$ 34,163,638</u>	<u>\$ 3,223,517</u>	<u>\$ -</u>	<u>\$ 24,405,512</u>	<u>\$ 61,792,667</u>

Liability:

Interest Rate Swap Obligation	<u>\$ -</u>	<u>\$ 241,824</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 241,824</u>
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For the year ended June 30, 2018, there were no transfers between levels. Transfers between levels are recorded at the end of the reporting period, if applicable.

The table below summarizes, by level within the fair value hierarchy and those invested and measured at NAV for practical expedient as of June 30, 2017:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Investments Measured in NAV</u>	<u>Total June 30, 2017</u>
Asset Class:					
Equity securities	\$ 20,175,840	\$ -	\$ -	\$ -	\$ 20,175,840
International equity securities	4,168,864	-	-	-	4,168,864
Partnerships/Alternative investments	-	-	-	22,732,632	22,732,632
Corporate bonds and other agencies	4,582,622	-	-	-	4,582,622
Beneficial interest in perpetual trust	-	3,223,517	-	-	3,223,517
Cash and cash equivalents held by investment managers	<u>2,874,666</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>2,874,666</u>
Total Investments	<u>\$ 31,801,992</u>	<u>\$ 3,223,517</u>	<u>\$ -</u>	<u>\$ 22,732,632</u>	<u>\$ 57,758,141</u>

Liability:

Interest Rate Swap Obligation	<u>\$ -</u>	<u>\$ 438,167</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 438,167</u>
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For the year ended June 30, 2017, there were no transfers between levels. Transfers between levels are recorded at the end of the reporting period, if applicable.

CHESAPEAKE BAY FOUNDATION, INC.

**NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017**

17. ENDOWMENT

The Foundation's endowment consists of donor-restricted endowment funds and funds designated by the Board of Trustees to function as endowments. As required by GAAP, 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. The Board of Trustees has interpreted the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as allowing the Foundation to appropriate for expenditures or accumulate so much of an endowment fund as the Foundation determines is prudent for the uses, benefits, purposes and duration for which the endowment fund is established, subject to the intent of the donor as expressed in the gift instrument. Unless stated otherwise in the gift instrument, the assets in an endowment fund shall be donor-restricted assets until appropriated for expenditure by the Board of Trustees. As a result of this interpretation, the Foundation has not changed the way permanently restricted net assets are classified. See Note 1 for further information on net asset classification.

The remaining portion of the donor-restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure in a manner consistent with the standard of prudence prescribed by UPMIFA. (See Note 10, total endowments funds classified as temporarily restricted net assets.)

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 donor-restricted endowment fund;
- General economic conditions and the possible effect of inflation and deflation;
- The expected total return from income and the appreciation of investments; and
- The investment policies of the organization.

Permanently restricted net assets are invested in-perpetuity, the income of which is restricted to the following at June 30, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Environmental education	\$ 10,572,218	\$ 10,429,108
Environmental protection and restoration	13,514,767	13,514,767
Property and equipment	8,155,524	8,155,524
General operating	<u>14,178,403</u>	<u>14,173,476</u>
PERMANENTLY RESTRICTED NET ASSETS	<u>\$ 46,420,912</u>	<u>\$ 46,272,875</u>

Permanently restricted net assets consists of the following at June 30, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Investments	\$ 38,242,495	\$ 38,084,134
Property and equipment	8,155,524	8,155,524
Pledge receivables, net of discount	<u>22,893</u>	<u>33,217</u>
PERMANENTLY RESTRICTED NET ASSETS	<u>\$ 46,420,912</u>	<u>\$ 46,272,875</u>

CHESAPEAKE BAY FOUNDATION, INC.

NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017

17. ENDOWMENT (Continued)

Endowment net asset composition by type of fund as of June 30, 2018:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-Restricted Endowment Funds	\$ (736,431)	\$ 10,261,129	\$ 46,420,912	\$ 55,945,610
Board-Designated Endowment Funds	<u>974,071</u>	<u>-</u>	<u>-</u>	<u>974,071</u>
TOTAL FUNDS	<u>\$ 237,640</u>	<u>\$ 10,261,129</u>	<u>\$ 46,420,912</u>	<u>\$ 56,919,681</u>

Changes in endowment net assets for the year ended June 30, 2018:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, beginning of year	<u>\$ 281,032</u>	<u>\$ 7,495,921</u>	<u>\$ 46,272,875</u>	<u>\$ 54,049,828</u>
Interest and dividends	11,689	735,025	13,320	760,034
Net appreciation of investments	<u>95,505</u>	<u>4,235,381</u>	<u>118,987</u>	<u>4,449,873</u>
Total investment return	<u>107,194</u>	<u>4,970,406</u>	<u>132,307</u>	<u>5,209,907</u>
Contributions	-	-	15,730	15,730
Appropriation of endowment assets for expenditure	(46,400)	(2,309,384)	-	(2,355,784)
Other changes: Transfer of net assets	<u>(104,186)</u>	<u>104,186</u>	<u>-</u>	<u>-</u>
ENDOWMENT NET ASSETS, END OF YEAR	<u>\$ 237,640</u>	<u>\$ 10,261,129</u>	<u>\$ 46,420,912</u>	<u>\$ 56,919,681</u>

Endowment net asset composition by type of fund as of June 30, 2017:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-Restricted Endowment Funds	\$ (632,245)	\$ 7,495,921	\$ 46,272,875	\$ 53,136,551
Board-Designated Endowment Funds	<u>913,277</u>	<u>-</u>	<u>-</u>	<u>913,277</u>
TOTAL FUNDS	<u>\$ 281,032</u>	<u>\$ 7,495,921</u>	<u>\$ 46,272,875</u>	<u>\$ 54,049,828</u>

CHESAPEAKE BAY FOUNDATION, INC.

**NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017**

17. ENDOWMENT (Continued)

Changes in endowment net assets for the year ended June 30, 2017:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, beginning of year	\$ <u>(369,143)</u>	\$ <u>4,901,755</u>	\$ <u>46,106,999</u>	\$ <u>50,639,611</u>
Interest and dividends	3,409	382,006	-	385,415
Net appreciation of investments	<u>112,738</u>	<u>4,966,682</u>	<u>131,712</u>	<u>5,211,132</u>
Total investment return	<u>116,147</u>	<u>5,348,688</u>	<u>131,712</u>	<u>5,596,547</u>
Contributions	-	-	34,164	34,164
Appropriation of endowment assets for expenditure	(43,060)	(2,177,434)	-	(2,220,494)
Other changes:				
Transfer of net assets	<u>577,088</u>	<u>(577,088)</u>	<u>-</u>	<u>-</u>
ENDOWMENT NET ASSETS, END OF YEAR	\$ <u>281,032</u>	\$ <u>7,495,921</u>	\$ <u>46,272,875</u>	\$ <u>54,049,828</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 into perpetuity. In accordance with GAAP, deficiencies of this nature that are reported in unrestricted net assets were \$736,431 and \$632,245 as of June 30, 2018 and 2017, respectively. These deficiencies resulted from unfavorable market fluctuations occurring after the investment of permanently restricted contributions and the appropriation for certain programs that were deemed prudent by the Board of Trustees.

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(s). Under this policy, as approved by the Board of Trustees, the endowment assets are invested in a manner that is intended to produce results that exceed a blended index of the Standard & Poor's 500 Index and the Barclays Aggregate Bond Index while assuming a moderate level of investment risk. The Foundation expects its endowment funds, over time, to provide an average rate of return of approximately 8% annually. 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).

CHESAPEAKE BAY FOUNDATION, INC.

**NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2018 AND 2017**

17. ENDOWMENT (Continued)

Strategies Employed for Achieving Objectives (continued) -

The Foundation targets a diversified asset allocation that places a greater emphasis on equity-based and partnerships/alternative investments to achieve its long-term return objectives within prudent risk constraints.

Spending Policy and How the Investment Objectives Relate to Spending Policy -

The Foundation has a policy of appropriating for distribution each year 5% of a twelve quarter trailing average of the sum of accumulated investments for each fund. In establishing this policy, the Foundation considered the long-term expected return on its endowment. Accordingly, over the long-term, the Foundation expects the current spending policy to allow its endowment to grow. This is consistent with the Foundation's objective to maintain the purchasing power of the endowment assets held in-perpetuity or for a specified term as well as to provide additional real growth through new gifts and investment return.

18. SUBSEQUENT EVENTS

In preparing these financial statements, the Foundation has evaluated events and transactions for potential recognition or disclosure through January 15, 2019, the date the financial statements were issued.

SUPPLEMENTAL INFORMATION

CHESAPEAKE BAY FOUNDATION, INC.**SUMMARY OF CONSERVATION AND SCENIC EASEMENTS
FOR INFORMATION PURPOSES ONLY (UNAUDITED)
FOR THE YEAR ENDED JUNE 30, 2018**

The Chesapeake Bay Foundation, Inc. (the Foundation) holds conservation and scenic easements on various properties in the Chesapeake Bay region that are designed to prohibit the property owner, his successor, heirs, or assignees from developing or altering the property in any way inconsistent with the easement. The Foundation has responsibility for enforcing the specific provisions of each easement, which are primarily obtained by donation. The following is a description of easements held at June 30, 2018.

Maryland

- Approximately 45 acres along the Tavern Creek in Kent County, Maryland
- Approximately 70 acres along the Southeast Creek in Queen Anne's County, Maryland
- Approximately 209 acres along the Pocomoke River in Somerset County, Maryland

Virginia

- Approximately 1 acre along the Smarts Creek/Potomac River in Westmoreland County, Virginia
- Approximately 2 acres along the Pamunkey River in King William County, Virginia
- Approximately 20 acres along Middle River in Augusta County, Virginia
- Approximately 20 acres along Brush Creek in Frederick County, Virginia
- Approximately 32 acres along the Dragon Run in Middlesex County, Virginia
- Approximately 37 acres along the Jordan River in Rappahannock County, Virginia
- Approximately 39 acres along the Totuskey Creek in Richmond County, Virginia
- Approximately 72 acres near Piscataway Creek in King and Queen and Essex Counties, Virginia
- Approximately 72 acres along the Chesapeake Bay in Northumberland County, Virginia
- Approximately 94 acres along Barnes Creek in Northumberland County, Virginia
- Approximately 118 acres along Mountain Run in Orange County, Virginia
- Approximately 150 acres along Garden Creek and the Chesapeake Bay in Mathews County, Virginia