

Two Ten Footwear Foundation, Inc.

Financial Statements
and
Independent Auditors' Report

June 30, 2019 and 2018

Two Ten Footwear Foundation, Inc.

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DANIEL DENNIS & Co
Certified Public Accountants

Independent Auditors' Report

The Board of Directors of
Two Ten Footwear Foundation, Inc.

We have audited the accompanying financial statements of Two Ten Footwear Foundation, Inc. (a nonprofit organization), which comprise the statements of financial position as of June 30, 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.

Auditors' 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 audits 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 auditors' 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 Two Ten Footwear Foundation, Inc. as of June 30, 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.

Emphasis of Matter – Adoption of Accounting Pronouncement

As discussed in Note A to the financial statements, Two Ten Footwear Foundation, Inc. has adopted FASB Accounting Standards Update 2016-14, *Not-for-Profit Entities* (Topic 958) – *Presentation of Financial Statements of Not-For-Profit Entities*. Our opinion is not modified with respect to this matter.

Daniel Dennis & Company LLP

January 9, 2020

Two Ten Footwear Foundation, Inc.
Statements of Financial Position
June 30, 2019 and 2018

| Assets | <i>2019</i> | <i>2018</i> |
|--|----------------------|----------------------|
| <i>Current Assets</i> | | |
| Cash and cash equivalents | \$ 263,611 | \$ 268,883 |
| Prepaid expenses and deposits | 60,894 | 66,390 |
| Deferred expenses | 176,058 | 62,281 |
| Contributions receivable (less allowance for doubtful accounts of \$320,000 and \$208,677 in 2019 and 2018, respectively) | <u>1,807,909</u> | <u>745,729</u> |
| Total current assets | <u>2,308,472</u> | <u>1,143,283</u> |
| <i>Fixed Assets</i> | | |
| Property and equipment, net | <u>2,063,293</u> | <u>2,136,046</u> |
| <i>Other Assets</i> | | |
| Investments | 35,569,367 | 36,238,902 |
| Contributions receivable, net | <u>1,883,498</u> | <u>3,097,409</u> |
| Total other assets | <u>37,452,865</u> | <u>39,336,311</u> |
| Total assets | <u>\$ 41,824,630</u> | <u>\$ 42,615,640</u> |
| Liabilities and Net Assets | | |
| <i>Current Liabilities</i> | | |
| Accounts payable, trade | \$ 181,835 | \$ 32,636 |
| Accrued liabilities | 545,664 | 172,238 |
| Deferred income | <u>82,267</u> | <u>86,440</u> |
| Total current liabilities | <u>809,766</u> | <u>291,314</u> |
| <i>Other Liabilities</i> | | |
| Annuities payable | <u>48,116</u> | <u>73,006</u> |
| Total liabilities | <u>857,882</u> | <u>364,320</u> |
| <i>Net Assets</i> | | |
| Without donor restrictions: | | |
| Board designated | 830,184 | 830,184 |
| Undesignated | 709,763 | 3,081,112 |
| With donor restrictions | <u>39,426,801</u> | <u>38,340,024</u> |
| Total net assets | <u>40,966,748</u> | <u>42,251,320</u> |
| Total liabilities and net assets | <u>\$ 41,824,630</u> | <u>\$ 42,615,640</u> |

See accompanying notes to financial statements.

Two Ten Footwear Foundation, Inc.
Statements of Activities
For the Years Ended June 30, 2019 and 2018

| | <i>Without Donor Restrictions</i> | <i>With Donor Restrictios</i> | <i>2019 Total</i> | <i>2018 Total</i> |
|---|---------------------------------------|-----------------------------------|-----------------------|-----------------------|
| Revenue and Support: | | | | |
| Annual giving | \$ 1,046,888 | \$ 225,000 | \$ 1,271,888 | \$ 2,310,102 |
| Gross revenues from special events | 2,760,347 | 856,579 | 3,616,926 | 3,481,062 |
| less: direct event expenses | <u>(876,986)</u> | <u>-</u> | <u>(876,986)</u> | <u>(1,199,201)</u> |
| Net revenues from special events | 1,883,361 | 856,579 | 2,739,940 | 2,281,861 |
| Interest and dividends | 69,719 | 1,317,534 | 1,387,253 | 1,532,976 |
| Allocated investment income | 844,261 | - | 844,261 | 642,110 |
| Net assets released from restrictions | 973,004 | (973,004) | - | - |
| Other | <u>355</u> | <u>-</u> | <u>355</u> | <u>2,712</u> |
| Total revenue and support | <u>4,817,588</u> | <u>1,426,109</u> | <u>6,243,697</u> | <u>6,769,761</u> |
| Expenses: | | | | |
| Human services | 4,317,374 | - | 4,317,374 | 4,513,602 |
| Membership and education | 305,591 | - | 305,591 | 251,439 |
| Leadership development/public awareness | <u>521,683</u> | <u>-</u> | <u>521,683</u> | <u>675,425</u> |
| Total program expenses | <u>5,144,648</u> | <u>-</u> | <u>5,144,648</u> | <u>5,440,466</u> |
| Management and administration | 1,054,644 | - | 1,054,644 | 686,842 |
| Fundraising | <u>912,774</u> | <u>-</u> | <u>912,774</u> | <u>756,094</u> |
| Total expenses | <u>7,112,066</u> | <u>-</u> | <u>7,112,066</u> | <u>6,883,402</u> |
| Change in net assets before other changes | (2,294,478) | 1,426,109 | (868,369) | (113,641) |
| Other changes: | | | | |
| Contributions | - | 184,506 | 184,506 | 210,842 |
| Net unrealized gain on investments | 14,267 | 270,942 | 285,209 | 554,264 |
| Net realized gain/(loss) on investments | (91,138) | 49,481 | (41,657) | 490,967 |
| Investment income allocation | <u>-</u> | <u>(844,261)</u> | <u>(844,261)</u> | <u>(642,110)</u> |
| Total other changes | <u>(76,871)</u> | <u>(339,332)</u> | <u>(416,203)</u> | <u>613,963</u> |
| Change in net assets | (2,371,349) | 1,086,777 | (1,284,572) | 500,322 |
| Net assets, beginning of year | <u>3,911,296</u> | <u>38,340,024</u> | <u>42,251,320</u> | <u>41,750,998</u> |
| Net assets, end of year | <u>\$ 1,539,947</u> | <u>\$ 39,426,801</u> | <u>\$ 40,966,748</u> | <u>\$ 42,251,320</u> |

See accompanying notes to financial statements.

Two Ten Footwear Foundation, Inc.
Statement of Activities
For the Year Ended June 30, 2018

| | <i>Without Donor Restrictions</i> | <i>With Donor Restrictions</i> | <i>Total</i> |
|---|---------------------------------------|------------------------------------|----------------------|
| Revenue and Support: | | | |
| Annual giving | \$ 783,336 | \$ 1,526,766 | \$ 2,310,102 |
| Gross revenues from special events | 3,481,062 | - | 3,481,062 |
| less: direct event expenses | <u>(1,199,201)</u> | <u>-</u> | <u>(1,199,201)</u> |
| Net revenues from special events | 2,281,861 | - | 2,281,861 |
| Interest and dividends | 205,785 | 1,327,191 | 1,532,976 |
| Allocated investment income | 642,110 | - | 642,110 |
| Net assets released from restrictions | 993,865 | (993,865) | - |
| Other | <u>2,712</u> | <u>-</u> | <u>2,712</u> |
| Total revenue and support | <u>4,909,669</u> | <u>1,860,092</u> | <u>6,769,761</u> |
| Expenses: | | | |
| Human services | 4,513,602 | - | 4,513,602 |
| Membership and education | 251,439 | - | 251,439 |
| Leadership development/public awareness | <u>675,425</u> | <u>-</u> | <u>675,425</u> |
| Total program expenses | <u>5,440,466</u> | <u>-</u> | <u>5,440,466</u> |
| Management and administration | 686,842 | - | 686,842 |
| Fundraising | <u>756,094</u> | <u>-</u> | <u>756,094</u> |
| Total expenses | <u>6,883,402</u> | <u>-</u> | <u>6,883,402</u> |
| Change in net assets before other changes | (1,973,733) | 1,860,092 | (113,641) |
| Other changes: | | | |
| Contributions | - | 210,842 | 210,842 |
| Net unrealized gain on investments | 74,403 | 479,861 | 554,264 |
| Net realized gain on investments | (22,065) | 513,032 | 490,967 |
| Investment income allocation | <u>-</u> | <u>(642,110)</u> | <u>(642,110)</u> |
| Total other changes | <u>52,338</u> | <u>561,625</u> | <u>613,963</u> |
| Change in net assets | (1,921,395) | 2,421,717 | 500,322 |
| Net assets, beginning of year | <u>5,832,691</u> | <u>35,918,307</u> | <u>41,750,998</u> |
| Net assets, end of year | <u>\$ 3,911,296</u> | <u>\$ 38,340,024</u> | <u>\$ 42,251,320</u> |

See accompanying notes to financial statements.

Two Ten Footwear Foundation, Inc.
Statement of Functional Expenses
For the Year Ended June 30, 2019

| | <i>Human Services</i> | <i>Membership and Education</i> | <i>Leadership Development/Public Awareness</i> | <i>Total Program</i> | <i>Management and Administration</i> | <i>Fundraising</i> | <i>Total</i> |
|--------------------------|---------------------------|---|--|----------------------|--|--------------------|---------------------|
| Salaries | \$ 670,845 | \$ 215,654 | \$ 217,907 | \$ 1,104,406 | \$ 303,956 | \$ 480,825 | \$ 1,889,187 |
| Payroll tax and benefits | 152,550 | 40,340 | 46,733 | 239,623 | 62,078 | 107,657 | 409,358 |
| Consulting | 127,485 | 10,263 | 82,035 | 219,783 | 26,989 | 63,809 | 310,581 |
| Outside labor | 43,366 | - | 3,715 | 47,081 | 11,967 | 2,364 | 61,412 |
| Legal and accounting | - | - | - | - | 83,794 | - | 83,794 |
| Insurance | 10,218 | 2,728 | 2,731 | 15,677 | 2,609 | 5,930 | 24,216 |
| Office expense | 45,961 | 9,554 | 38,152 | 93,667 | 9,060 | 28,593 | 131,320 |
| Repairs and maintenance | 80,447 | 21,632 | 25,365 | 127,444 | 23,449 | 47,178 | 198,071 |
| Scholarship payments | 973,004 | - | - | 973,004 | - | - | 973,004 |
| Relief payments | 1,895,905 | - | - | 1,895,905 | - | - | 1,895,905 |
| Other operating expense | 219,243 | 5,420 | 105,045 | 329,708 | 513,838 | 138,000 | 981,546 |
| Depreciation | 98,350 | - | - | 98,350 | 16,904 | 38,418 | 153,672 |
| | <u>\$ 4,317,374</u> | <u>\$ 305,591</u> | <u>\$ 521,683</u> | <u>\$ 5,144,648</u> | <u>\$ 1,054,644</u> | <u>\$ 912,774</u> | <u>\$ 7,112,066</u> |

See accompanying notes to the financial statements.

Two Ten Footwear Foundation, Inc.
Statement of Functional Expenses
For the Year Ended June 30, 2018

| | <i>Human Services</i> | <i>Membership and Education</i> | <i>Leadership Development/Public Awareness</i> | <i>Total Program</i> | <i>Management and Administration</i> | <i>Fundraising</i> | <i>Total</i> |
|--------------------------|---------------------------|---|--|----------------------|--|--------------------|---------------------|
| Salaries | \$ 559,489 | \$ 182,035 | \$ 306,120 | \$ 1,047,644 | \$ 270,603 | \$ 455,742 | \$ 1,773,989 |
| Payroll tax and benefits | 114,494 | 28,085 | 63,848 | 206,427 | 55,532 | 83,707 | 345,666 |
| Consulting | 135,529 | 4,161 | 70,121 | 209,811 | 123,013 | 24,957 | 357,781 |
| Outside labor | 55,648 | - | - | 55,648 | 5,021 | 1,634 | 62,303 |
| Legal and accounting | - | - | - | - | 50,711 | - | 50,711 |
| Insurance | 7,667 | 2,303 | 3,023 | 12,993 | 2,572 | 4,944 | 20,509 |
| Office expense | 41,066 | 8,749 | 54,407 | 104,222 | 15,304 | 28,515 | 148,041 |
| Repairs and maintenance | 97,241 | 24,769 | 38,525 | 160,535 | 26,559 | 55,721 | 242,815 |
| Scholarship payments | 993,865 | - | - | 993,865 | - | - | 993,865 |
| Relief payments | 2,290,032 | - | - | 2,290,032 | - | - | 2,290,032 |
| Other operating expense | 111,940 | 1,337 | 139,381 | 252,658 | 119,200 | 59,221 | 431,079 |
| Depreciation | 106,631 | - | - | 106,631 | 18,327 | 41,653 | 166,611 |
| | <u>\$ 4,513,602</u> | <u>\$ 251,439</u> | <u>\$ 675,425</u> | <u>\$ 5,440,466</u> | <u>\$ 686,842</u> | <u>\$ 756,094</u> | <u>\$ 6,883,402</u> |

See accompanying notes to the financial statements.

Two Ten Footwear Foundation, Inc.
Statements of Cash Flows
For the Years Ended June 30, 2019 and 2018

| | 2019 | 2018 |
|--|--------------------|--------------------|
| Cash Flows From Operating Activities: | | |
| Change in net assets | \$ (1,284,572) | \$ 500,322 |
| Adjustments to reconcile change in net assets to net cash used by operating activities: | | |
| Depreciation | 153,672 | 166,611 |
| Bad debt | 276,094 | 140,814 |
| Net realized loss/(gains) on long-term investments | 41,657 | (490,967) |
| Net unrealized gains on long-term investments | (285,209) | (554,264) |
| Dividend income | (1,387,253) | (1,532,976) |
| Change in net present value discount | (51,588) | 49,093 |
| Changes in assets and liabilities | | |
| Contributions receivable | (72,435) | (331,486) |
| Prepaid and deferred expenses | (108,281) | 262,464 |
| Accounts payable and accrued liabilities | 522,625 | 111,932 |
| Deferred income | <u>(4,173)</u> | <u>(77,589)</u> |
| Net cash used by operating activities | <u>(2,199,463)</u> | <u>(1,756,046)</u> |
| Cash Flows From Investing Activities: | | |
| Purchase of property and equipment | (80,919) | (188,657) |
| Purchase of investments | (500,000) | (200,000) |
| Proceeds from sale of investments | <u>2,800,000</u> | <u>2,200,000</u> |
| Net cash provided by investing activities | <u>2,219,081</u> | <u>1,811,343</u> |
| Cash Flows From Financing Activities: | | |
| Payment of annuities | <u>(24,890)</u> | <u>(21,932)</u> |
| Net cash used by financing activities | <u>(24,890)</u> | <u>(21,932)</u> |
| Net change in cash and cash equivalents | (5,272) | 33,365 |
| Cash and cash equivalents, beginning of year | <u>268,883</u> | <u>235,518</u> |
| Cash and cash equivalents, at end of year | <u>\$ 263,611</u> | <u>\$ 268,883</u> |

See accompanying notes to financial statements.

Two Ten Footwear Foundation, Inc.

Notes to Financial Statements

June 30, 2019 and 2018

Note A – Summary of Significant Accounting Policies

Two Ten Footwear Foundation, Inc. (the “Foundation”) is a public charity incorporated under the laws of Massachusetts to provide financial assistance to worthy individuals or to aid them in furthering their education at any school, college, university, or other institute of higher learning or to make donations to domestic entities organized and operated exclusively for charitable, scientific or educational purposes. Additionally, the Foundation provides counseling and financial assistance to people in the shoe industry and the leather and allied trades. The significant accounting policies are described below to enhance the usefulness of the financial statements to the reader.

Basis of Presentation

The financial statements of the Foundation have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP). Net assets, revenues, expenses, gains, and losses are classified based upon the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified as follows:

Net Assets Without Donor Restrictions

Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the Foundation. The Board of Directors has discretionary control over all of these assets and may elect to designate such resources for specific purposes. This designation may be removed at the board’s direction.

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, where by the donor has stipulated the funds be maintained in perpetuity.

The Foundation reports contributions of cash and other assets as restricted support if they are received with donor stipulations that limit the use of donated assets. When a donor restriction expires, that is, when a 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 statement of activities as net assets released from restrictions.

Two Ten Footwear Foundation, Inc.

Notes to Financial Statements

June 30, 2019 and 2018

Note A – Summary of Significant Accounting Policies – *Continued*

The restricted net assets of the Foundation consist of the following fund groups:

Net Assets With Donor Restrictions

Scholarship Fund – represents donor restricted endowments (permanent) and investment income and gains (temporarily restricted). Income may only be expended for qualifying scholarship payments.

Building Fund – represents donor restricted funds solely for the purchase and maintenance of the building used to house the offices of the Foundation (temporarily restricted).

Leadership Fund – represents donor restricted endowments (permanent) and investment income and gains (temporarily restricted). Income may only be used for the purpose of developing new leadership within the Foundation.

Gerontology Fund – represents donor restricted endowments (permanent) and investment income and gains (temporarily restricted). Income may only be used to provide special resources for elderly people.

Children’s Fund – represents donor restricted endowments (permanent) and investment income and gains (temporarily restricted). Income may only be used to provide special resources for children.

Relief Fund – represents donor restricted endowments (permanent) and investment gains (temporarily restricted) and unrestricted funds and resources from investment income available for support and promotion of Foundation activities.

New Accounting Pronouncement

During 2019, the Foundation adopted the provisions of the FASB Update (ASU) 2016-14, *Not-for-Profit Entities: Topic 958 – Presentation of Financial Statements of Not-for-Profit Entities*. The update addresses the complexity and understandability of net asset classification, deficiencies in information about liquidity and availability of resources, and the lack of consistency in the type of information provided about expenses and investment return. The Foundation has retrospectively presented the changes.

Cash and Cash Equivalents

The Foundation considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. The Foundation maintains its cash and cash equivalents in various bank deposit accounts that, at times, may exceed federally insured limits. The Foundation’s cash is placed in high quality financial institutions. The Foundation has not experienced, nor does it anticipate, any losses in such accounts.

Two Ten Footwear Foundation, Inc.

Notes to Financial Statements

June 30, 2019 and 2018

Note A – Summary of Significant Accounting Policies – *Continued*

Contributions Receivable

Contributions receivable are stated at unpaid balances, less an allowance for doubtful accounts. The Foundation provides for losses on accounts receivable using the allowance method. The allowance is based on experience and other circumstances, which may affect the ability of donors to meet their obligations. It is the Foundation's policy to charge off uncollectible contributions receivable when management determines the receivable will not be collected. Because of the inherent uncertainties in estimating the allowance for doubtful accounts, it is at least reasonably possible that the estimates used will change within the near term.

Unconditional promises to give (contribution receivable) are reported at fair value on the date the promise is verifiably committed. Unconditional promises to give that are expected to be collected within one year are recorded at net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of the estimated future cash flows. The discounts on those amounts are computed using a risk free interest rate applicable to the years in which the promises are received. Amortization of discounts is included in contribution revenue. Conditional promises to give are not included as support until the conditions are substantially met.

Fair Value Measurements

GAAP establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1- Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.
- Level 2 - Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Two Ten Footwear Foundation, Inc.

Notes to Financial Statements

June 30, 2019 and 2018

Note A – Summary of Significant Accounting Policies – *Continued*

Fair Value Measurements - continued

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Investments

Investments have been valued using a market approach. There have been no changes in valuation techniques and related inputs. All investment securities owned by the Foundation are held by independent custodians. The investments of the Foundation are carried on a pooled basis. Investment income, interest income and unrealized and realized gains or losses from investment transactions are allocated among the participating funds based on the market values of the investments allocated to each fund. Investment income consists of dividends and interest and is included in revenues and support. Unrealized and realized gains and losses are determined using average cost basis and include capital gains from mutual funds reinvested and are reported under *other changes* in net assets.

The financial statements include investments in alternative funds valued at \$18,403,672 and \$17,571,707 at June 30, 2019 and 2018, with cost basis' of \$12,000,000 and \$12,000,000, respectively. These values have been estimated by the investment managers of the underlying alternative funds in the absence of readily determinable fair values. Those estimated fair values may differ significantly from values that would have been used had a ready market for these investments existed at June 30, 2019 and 2018, and the differences could be material.

Income Tax Status

The Foundation is a not-for-profit organization that is exempt from Federal and Commonwealth income taxes under Section 501(c)(3) of the Internal Revenue Code and Chapter 180 of the Massachusetts General Laws. Unrelated business income, of which the Foundation had none for the years ended June 30, 2019 and 2018, would be subject to Federal and Commonwealth income taxes. Consequently, the accompanying financial statements do not reflect any provision for income taxes.

GAAP requires the evaluation of tax positions taken or expected to be taken in the Foundation's tax returns to determine whether the tax positions are "more-likely-than-not" of being sustained by the applicable tax authority. Tax positions not deemed to meet the more-likely-than-not threshold, along with accrued interest and penalties thereon, would be recorded as an expense in the current year financial statements. The Foundation has evaluated the tax positions taken in its previously filed returns and those expected to be taken in its 2019 returns and believes they are more-likely-than-not of being sustained if examined by Federal or Commonwealth tax authorities. The Foundation's 2016 through 2018 tax years remain subject to tax examination by Federal and Commonwealth tax authorities.

Two Ten Footwear Foundation, Inc.

Notes to Financial Statements

June 30, 2019 and 2018

Note A – Summary of Significant Accounting Policies – *Continued*

Charitable Gift Annuities

Assets received under gift annuity agreements are recorded at the fair market value of the assets when the assets are received by the Foundation as trustee. In conjunction with these gifts, the Foundation has recorded a liability equal to the present value of future cash flows expected to be paid to the beneficiaries based on actuarial expected lives of the beneficiaries.

Special Events Income

The Foundation records income and expenses from special event activities when the event has been completed. Expenditures incurred and income received for events that are to be held at future dates have been recorded as deferred expenses and deferred income, respectively.

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. Accordingly, certain costs have been allocated among the programs and supporting services based on relative effort exerted for the related function.

Use of Estimates

In preparing financial statements in conformity with GAAP, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Property and Equipment

Property and equipment are recorded at cost. The Foundation capitalizes property and equipment with a cost of greater than \$1,000 and a useful life longer than one year. Depreciation is provided for in amounts sufficient to relate the cost of the depreciable assets to operations over their estimated service lives, principally on the straight-line basis. The Foundation uses the direct expensing method to account for planned major maintenance activities.

Two Ten Footwear Foundation, Inc.

Notes to Financial Statements

June 30, 2019 and 2018

Note A – Summary of Significant Accounting Policies – Continued

Reclassifications

Certain amounts have been reclassified in the 2018 financial statements to conform to the current year presentation.

Note B – Investments

Investments consisted of the following at June 30:

| | <i>2019</i> | <i>2018</i> |
|------------------------------|----------------------|----------------------|
| Domestic equity funds | \$ 6,737,458 | \$ 7,377,958 |
| Fixed income funds | 6,023,499 | 6,649,822 |
| International equity funds | 4,404,738 | 4,639,415 |
| Alternative investment funds | <u>18,403,672</u> | <u>17,571,707</u> |
| Total investments | <u>\$ 35,569,367</u> | <u>\$ 36,238,902</u> |

The Foundation classifies its investments into: Level 1, which relate to securities traded on an active market, Level 2, which relate to securities not traded on an active market but for which observable market inputs are readily available and Level 3 which relate to securities not actively traded and for which no significant observable inputs are readily available. At June 30, 2019 and 2018, all of the Foundations investments except for the alternative investment funds were Level 1 investments. The alternative investment funds are Level 3 investments. Although the alternative investment funds are considered Level 3 investments their underlying assets are well diversified across multiple asset classes with the goal of generating risk adjusted returns over a long-term horizon.

The following presents a reconciliation of the Foundation's beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3):

| <i>Fair Value</i> | <i>2019</i> | <i>2018</i> |
|--|----------------------|----------------------|
| Balance beginning of year | \$ 17,571,707 | \$ 16,331,171 |
| Unrealized gain included in change in net assets | <u>831,965</u> | <u>1,240,536</u> |
| Balance end of year | <u>\$ 18,403,672</u> | <u>\$ 17,571,707</u> |
| Unrealized gain related to assets still held at end of year | <u>\$ 6,403,672</u> | <u>\$ 5,571,707</u> |

All investments have been valued using a market approach. There have been no changes in valuation techniques and related inputs.

Two Ten Footwear Foundation, Inc.

Notes to Financial Statements

June 30, 2019 and 2018

Note B – Investments – *Continued*

Endowment Investment and Spending Policies

The Foundation follows the Uniform Prudent Management of Institutional Funds Act of 2006 (UPMIFA) and its own governing documents. The Foundation's endowment consists of several individual funds established for a variety of purposes. Net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions. The Foundation's donors have not placed restrictions on the use of the investment income or net appreciation resulting from the donor-restricted endowment funds.

The Board of Directors has interpreted the UPMIFA as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Foundation classifies net assets as net assets with donor restrictions that are permanently restricted (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in net assets with permanent donor restrictions is classified as net assets with temporary donor restrictions until those amounts are appropriated for expenditure by the Foundation in a manner consistent with the standard of prudence prescribed by UPMIFA. In accordance with UPMIFA, the Foundation considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds: (1) the duration and preservation of the various funds, (2) the purposes of the donor-restricted endowment funds, (3) general economic conditions, (4) the possible effect of inflation and deflation, (5) the expected total return from income and the appreciation of investments, (6) other resources of the Foundation, and (7) the Foundation's investment policies.

The Foundation has adopted investment and spending policies, approved by the Board of Directors, 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 these endowment assets over the long-term. The Foundation's spending and investment policies work together to achieve this objective. The investment policy establishes an achievable return objective through diversification of asset classes. The current long-term return objective is to return 6.25%, net of investment fees. Actual returns in any given year may vary from this amount. 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 to achieve its long-term return objectives within prudent risk parameters.

Two Ten Footwear Foundation, Inc.

Notes to Financial Statements

June 30, 2019 and 2018

Note B – Investments – Continued

Endowment Investment and Spending Policies - continued

The spending policy calculates the amount of money annually distributed from the Foundation's various endowed funds, for grant making and administration. The current spending policy is to distribute an amount at least equal to 5% of a moving thirteen quarter average of the fair value of the endowment funds. Accordingly, over the long term, the Foundation expects its current spending policy to allow its endowment assets to grow at an average rate of 1.25% annually. This is consistent with the Foundation's objective to maintain the purchasing power of endowment assets as well as to provide additional real growth through investment return.

Endowment net asset composition with donor restrictions by type of fund as of June 30, 2019 and 2018 is as follows:

| | <i>2019</i> | <i>2018</i> |
|------------------------|----------------------|---------------------|
| Temporarily restricted | \$ 10,728,766 | \$ 9,826,495 |
| Permanently restricted | <u>28,698,035</u> | <u>28,513,529</u> |
| Total | <u>\$ 39,426,801</u> | <u>\$38,340,024</u> |

Changes in endowment net assets with donor restrictions for years ending June 30, 2019 and 2018 are as follows:

| | <i>Temporarily Restricted</i> | <i>Permanently Restricted</i> | <i>Total Endowment</i> |
|--------------------------------------|-----------------------------------|-----------------------------------|----------------------------|
| 2018 | | | |
| Endowment net assets June 30, 2017 | \$ 7,615,620 | \$28,302,687 | \$35,918,307 |
| Contributions | 1,526,766 | 210,842 | 1,737,608 |
| Investment income | 1,327,191 | - | 1,327,191 |
| Net appreciation | 992,893 | - | 992,893 |
| Released from restriction | (993,865) | - | (993,865) |
| Amounts appropriated for expenditure | <u>(642,110)</u> | <u>-</u> | <u>(642,110)</u> |
| Endowment net assets June 30, 2018 | <u>\$ 9,826,495</u> | <u>\$28,513,529</u> | <u>\$38,340,024</u> |
| 2019 | | | |
| Endowment net assets June 30, 2018 | \$ 9,826,495 | \$28,513,529 | \$38,340,024 |
| Contributions | 1,081,579 | 184,506 | 1,266,085 |
| Investment income | 1,317,534 | - | 1,317,534 |
| Net appreciation | 320,423 | - | 320,423 |
| Released from restriction | (973,004) | - | (973,004) |
| Amounts appropriated for expenditure | <u>(844,261)</u> | <u>-</u> | <u>(844,261)</u> |
| Endowment net assets June 30, 2019 | <u>\$ 10,728,766</u> | <u>\$28,698,035</u> | <u>\$39,426,801</u> |

Two Ten Footwear Foundation, Inc.

Notes to Financial Statements

June 30, 2019 and 2018

Note B – Investments – Continued

The investments are subject to market fluctuations and due to the level of risk associated with investments, it is at least reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect the financial statements.

Note C – Contributions Receivable

Contributions receivable consisted of the following at June 30:

| | <i>2019</i> | <i>2018</i> |
|----------------------------------|---------------------|---------------------|
| Endowment pledges receivable | \$ 1,055,000 | \$ 2,130,380 |
| Relief pledges receivable | 1,299,896 | 1,784,033 |
| Other receivables | <u>1,823,457</u> | <u>355,936</u> |
| | 4,178,353 | 4,270,349 |
| Less: Net present value discount | (166,946) | (218,534) |
| Allowance for doubtful accounts | <u>(320,000)</u> | <u>(208,677)</u> |
| Contributions receivable, net | <u>\$ 3,691,407</u> | <u>\$ 3,843,138</u> |

Contributions receivable are recorded at the net present value of their estimated future cash flows at a discount rate of 2.57% and 2.29% for 2019 and 2018, respectively. Contributions receivable expected to be realized are as follows at June 30:

| | <i>2019</i> | <i>2018</i> |
|---------------------------------|---------------------|---------------------|
| One year or less | \$ 2,127,909 | \$ 954,406 |
| Between one and five years | 950,444 | 2,115,943 |
| More than five years | <u>1,100,000</u> | <u>1,200,000</u> |
| | 4,178,353 | 4,270,349 |
| Less: Net present value | (166,946) | (218,534) |
| Allowance for doubtful accounts | <u>(320,000)</u> | <u>(208,677)</u> |
| Contributions receivable, net | <u>\$ 3,691,407</u> | <u>\$ 3,843,138</u> |

Note D – Retirement Plan

The Foundation maintains a defined contribution retirement plan covering substantially all of its employees. Contributions to the plan are determined as a percentage of each covered employee's salary. The Foundation contributed \$37,501 and \$38,087 to the plan for the years ended June 30, 2019 and 2018, respectively.

Two Ten Footwear Foundation, Inc.

Notes to Financial Statements

June 30, 2019 and 2018

Note E – Property and Equipment

Property, equipment and improvements are comprised of the following at June 30:

| | <i>2019</i> | <i>2018</i> |
|------------------------------------|--------------------|--------------------|
| Computer equipment | \$ 573,981 | \$ 541,165 |
| Office equipment | 42,490 | 42,490 |
| Furniture and fixtures | 163,251 | 158,388 |
| Building and building improvements | <u>3,008,532</u> | <u>2,965,292</u> |
| | 3,788,254 | 3,707,335 |
| Less accumulated depreciation | <u>(2,271,828)</u> | <u>(2,118,156)</u> |
| | 1,516,426 | 1,589,179 |
| Land | <u>546,867</u> | <u>546,867</u> |
| | <u>\$2,063,293</u> | <u>\$2,136,046</u> |
| Total | | |
| Depreciation expense | <u>\$ 153,672</u> | <u>\$ 166,611</u> |

Note F – Designated Net Assets

During prior fiscal years the Foundation received several substantial gifts from an individual's estate totaling \$830,184. The board of directors has designated these assets for the purpose of preserving the Foundation's endowment fund.

Note G – Net Assets with Donor Restrictions - Temporarily Restricted

Net assets with donor restrictions considered temporarily restricted are comprised of contributions, gains on net assets with donor restrictions that were permanently restricted and investment income with the following purpose restrictions:

| | <i>2019</i> | <i>2018</i> |
|--|---------------------|---------------------|
| Scholarships | \$ 628,164 | \$ 1,001,238 |
| Building maintenance | 235,494 | 233,210 |
| Leadership development | 109,853 | 106,363 |
| Resources for the elderly | 97,236 | 94,751 |
| Resources for children | 486,402 | 472,422 |
| Support and promotion of Foundation activities | <u>9,171,617</u> | <u>7,918,511</u> |
| Total | <u>\$10,728,766</u> | <u>\$ 9,826,495</u> |

Two Ten Footwear Foundation, Inc.

Notes to Financial Statements

June 30, 2019 and 2018

Note H – Net Assets with Donor Restrictions - Permanently Restricted

Net assets with donor restrictions considered permanently restricted consist of endowment funds with income restricted for the following purposes:

| | <i>2019</i> | <i>2018</i> |
|--|---------------------|---------------------|
| Scholarships | \$ 12,455,967 | \$ 12,296,461 |
| Leadership development | 250,000 | 250,000 |
| Resources for the elderly | 159,000 | 159,000 |
| Resources for children | 954,955 | 954,955 |
| Support and promotion of Foundation activities | <u>14,878,113</u> | <u>14,853,113</u> |
| Total | <u>\$28,698,035</u> | <u>\$28,513,529</u> |

Note I – Fundraising

Total fund-raising expense for the year ended June 30, 2019 and 2018 was \$912,774 and \$756,094, respectively. For 2019 and 2018 fund-raising expenses were approximately 17% and 11% of the total annual event and contribution revenue, respectively. The ratio of expenses to amounts raised is computed using actual expenses and related contributions on an accrual basis.

Note J – Concentration

Approximately \$2,800,000 of accounts receivable are due from five large corporate/foundation donors and a single contribution from an individual donor. The corporate/foundation pledges are primarily to be received over the next four fiscal years. The individual donor's pledge of \$1,000,000 is payable upon the death of the donor's surviving spouse from a trust created upon the death of the donor or from the surviving spouse's estate. The current age of the surviving spouse is seventy-four. Management believes that there will be sufficient assets to fulfill the donor's pledge at \$1,000,000. Management also believes the pledges from the four large corporate/foundation donors are fully collectable.

Two Ten Footwear Foundation, Inc.
Notes to Financial Statements
June 30, 2019 and 2018

Note K – Liquidity and Availability

The following reflects the Foundation’s financial assets as of June 30, 2019 and 2018, reduced by amounts not available for general use within one year of the balance sheet date because of restrictions:

| | 2019 | 2018 |
|--|--------------------|------------------|
| Financial assets at year end: | | |
| Cash and cash equivalents | \$ 263,611 | \$ 268,883 |
| Contributions receivable, net | <u>1,807,909</u> | <u>745,729</u> |
| Total financial assets | 2,071,520 | 1,014,612 |
| Board designated cash | (830,184) | (830,184) |
| Restricted contributions | <u>(139,865)</u> | <u>(142,690)</u> |
| Financial assets available to meet general expenditures over the next twelve months | <u>\$1,101,471</u> | <u>\$ 41,738</u> |

As part of liquidity management, the Foundation has a policy to structure its financial assets to be available as its general expenses, liabilities and obligations become due.

Note L – Related Party Transactions

The Foundation receives contributions in the form of donated surplus shoes from manufacturers. The Foundation contracts with The Jay Group, who sells the shoes on behalf of and remits the proceeds to the Foundation. A member of the Foundation’s board of directors is also a member of the board of directors of The Jay Group. During fiscal years 2019 and 2018, proceeds from the sale of donated surplus shoes amounted to \$257,000 and \$58,000, respectively. These amounts are recorded as donations on the *Statements of Activities*.

Note M – Subsequent Events

The Foundation has evaluated subsequent events through January 9, 2020, which is the date the financial statements were available to be issued.