KEWEENAW COMMUNITY FOUNDATION HANCOCK, MICHIGAN

REPORT ON FINANCIAL STATEMENTS FOR THE YEARS ENDED MARCH 31, 2021 AND 2020

RUKKILA I NEGRO AND ASSOCIATES

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INDEPENDENT AUDITOR'S REPORT

Board of Trustees Keweenaw Community Foundation Hancock, Michigan

Report on the Financial Statements

We have audited the accompanying financial statements of the Keweenaw Community Foundation, which comprise the statements of financial position as of March 31, 2021 and 2020, and the related statements of activities and changes in net assets, statements of functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Keweenaw Community Foundation as of March 31, 2021 and 2020, 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.

Rukkila, Negro and Associates, Certified Public Accountants, PC

<u>KEWEENAW COMMUNITY FOUNDATION</u> <u>STATEMENTS OF NET POSITION</u> March 31, 2021 and 2020

	2021	2020
Assets		
Unrestricted:		
Cash and equivalents	\$ 280,812	\$ 255,628
Investments, at fair value	9,762,905	6,973,583
Property and equipment, net	2,715	6,299
Total Unrestricted	10,046,432	7,235,510
Restricted:		
Investments held as trustee, at fair value	875,767	654,362
Total Assets	\$ 10,922,199	\$ 7,889,872
Liabilities		· control of the control
Annuities payable	\$ 395,086	\$ 410,335
Accounts payable	1,339	-
Funds held as agency endowments	306,377	224,745
Trust funds payablecharitable remainder unitrust	706,884	534,725
Total Liabilities	1,409,686	1,169,805
Net Assets		
Without donor restrictions	9,343,630	6,600,430
With donor restrictions	168,883	119,637
Total Net Assets	9,512,513	6,720,067
Total Liabilities and Net Assets	\$ 10,922,199	\$ 7,889,872
I Utal Elabilities and Net Assets	Ψ 10,722,177	- 1,007,072

KEWEENAW COMMUNITY FOUNDATION STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS For the Years Ended March 31, 2021 and 2020

	2021			2020
Changes in net assets without donor restrictions				
Revenues and other support:				
Contributions, net	\$	222,934	\$	206,165
Fundraising		-		55,362
Interest and dividends		262,207		190,343
Realized gain (loss) on investment securities		141,470		247,384
Unrealized gain (loss) on investment securities		2,552,722		(1,097,180)
Administration fees on agency and unitrust funds		4,016		3,893
Grants returned		-		1,600
Grant income		2,500		10,750
Miscellaneous revenue		20,600		
Change in value of split interest agreements	5 1	(24,353)	_	(19,773)
Total revenues and other support		3,182,096		(401,456)
Expenses				
Program expenses		235,077		300,970
Administrative expenses		203,319		190,119
Fundraising expenses	7.20	500		43,468
Total Expenses		438,896		534,557
Increase (decrease) in net assets without donor destrictions		2,743,200		(936,013)
Changes in net assets with donor restrictions				
Contributions, net		-		(05.150)
Change in value of split interest agreements		49,246		(27,152)
The state of the s		40 246	,	(27,152)
Increase (decrease) in net assets with donor destrictions		49,246		(27,132)
Increase (decrease) in net assets		2,792,446		(963,165)
Net assets, beginning of year		6,720,067		7,683,232
Net assets, end of year	\$	9,512,513	\$	6,720,067
E. S. C.				

KEWEENAW COMMUNITY FOUNDATION STATEMENTS OF FUNCTIONAL EXPENSESFor the Years Ended March 31, 2021 and 2020

	2021			2020	
Program Expenses					
Designated grant/Endowment disbursements	\$	153,977	\$	178,028	
Scholarships		2,400		10,544	
Field-of-interest		-		71,367	
Donor advised grants		78,700		41,031	
Total program expenses		235,077		300,970	
Administrative Expenses					
Salaries and benefits		98,519		85,132	
Advertising		3,821		6,752	
Audit and accounting services		21,951		7,725	
Bank and credit card fees		116		553	
Dues, conference fees, and registration		3,085		5,689	
Investment management fees		19,311		22,069	
Insurance		2,541		1,672	
Software		17,781		17,105	
Telephone and internet		4,532		6,448	
Office supplies		19,050		6,033	
Occupancy		7,399		7,635	
Postage and printing		248		776	
Events, meetings, travel		231		11,722	
Contracted services		1,150		7,152	
Depreciation		3,584		3,656	
Total administrative expenses		203,319		190,119	
Fundraising Expenses					
Fundraising expenses		500		43,468	
Total fundraising expenses		500		43,468	
Total Expenses	\$	438,896	\$	534,557	

KEWEENAW COMMUNITY FOUNDATION STATEMENTS OF CASH FLOWS For the Years Ended March 31, 2021 and 2020

		2021		2020
Cash flows from Operating Activities				
Change in net assets	\$	2,792,446	\$	(963, 165)
Adjustments to reconcile change in net assets to net cash				
provided by operating activities:				
Depreciation		3,584		3,656
Realized (gain) loss on investments		(141,470)		(247,384)
Unrealized (gain) loss on investments		(2,552,722)		1,097,180
Increase (decrease) accounts payable		1,339		-
Increase (decrease) annuities payable		(15,249)		(18,266)
Net Cash from Operating Activities		87,928		(127,979)
Cash flows from Investing Activities	5 5		9	
Purchases of investment securities		(1,215,025)		(919,430)
Proceeds from sales and maturities of investment securities		1,152,281		1,046,317
Net Cash from Investing Activities	-	(62,744)	-	126,887
Not Cash from investing Activities		(02,711)		120,001
Net Increase (Decrease) in Cash and Cash Equivalents		25,184		(1,092)
Cash and cash equivalents at beginning of year		255,628		256,720
Cash and cash equivalents at end of year	\$	280,812	\$	255,628
Cash and cash equivalents at one of year	Ψ_	200,012	=	

The Keweenaw Community Foundation (Foundation) is a non-profit organization committed to serving the residents of Houghton and Keweenaw counties, as well as any portions of adjacent counties not served by other affiliated Community Funds or Community Foundations. The Foundation's primary sources of revenue are public contributions and investment income. The Foundation's mission is:

- To develop permanent endowments to provide stable local funding sources for grants to especially vital local projects and programs.
- To increase charitable giving to a broad range of non-profit organizations serving the greater Keweenaw community.
- To provide a flexible philanthropic vehicle capable of adapting to changing community needs and conditions while fulfilling donors' wishes.
- To serve as a conveyor-catalyst, nurturing community leadership, devising creative and effective strategies for addressing community problems and enhancing the local quality of life.

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Statement Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with the requirements of FASB ASC 958-605, Accounting for Contributions Received and Contributions Made; FASB ASC 958, Financial Statements of Not-for-Profit Organizations; FASB ASC 958-320, Accounting for Certain Investments Held by Not-for-Profit Organizations; and FASB ASC 9520, Transfers of Assets to a Not-for-Profit Organization or Charitable Trust that Raises or Holds Contributions for Others. For the year end March 31, 2019 and applied retrospectively to all periods presented, the presentation of the financial statements of Keweenaw Community Foundation follow the recommendations of the Financial Accounting Standards Board Accounting Standards Codification (ASC) 958 dated August 2016, and provisions of the American Institute of Certified Public Accountants (AICPA) "Audit and Accounting Guide for Not-for-Profit Organizations" (the "Guide"). ASC 958 is effective for annual financial statements issued for fiscal years beginning after December 15, 2017.

In accordance with FASB ASC 958, Keweenaw Community Foundation net assets and revenues, and gains and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, the net assets of the Organization and changes therein are classified as follows:

Net assets without donor restrictions - Net assets that are not subject to use or time and may be expended for any purpose in performing the primary objectives of Keweenaw Community Foundation. The board may designate assets without restrictions for specific operational purposes from time to time. The various fund agreements of the Foundation include a variance provision and powers of modification, giving the Board the power to modify donor-imposed restrictions and conditions on the distribution of the funds, including the invasion of corpus, if, in its sole judgment and discretion, such restrictions or conditions become, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community. Based on that provision, the Foundation classifies contributions, except as noted below, as without donor restrictions for financial statement purposes.

Net assets with donor restrictions - Net assets subject to stipulations imposed by donors and grantors as to specific use or the occurrence of a certain future event. Those restrictions will be met by actions of Keweenaw Community 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. When a donor restriction expires (such as when a stipulated time restriction ends), restricted net assets are released to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

<u>Cash and Cash Equivalents</u> – Cash and cash equivalents are comprised of demand deposits and time deposits with original maturities of three months or less. The carrying value of cash and cash equivalents approximates fair market value because of the short maturities of those financial investments.

<u>Investment Securities</u> – Investments are carried at fair value, determined by quoted market prices.

<u>Pledges Receivable</u> – Pledges receivable represent written or verbal promises to contribute cash or other assets. Unconditional promises to give are recognized as revenues or gains in the period received and as assets, decreases of liabilities, or expenses depending on the form of the benefits received. The Foundation uses the allowance method to estimate uncollectible pledges receivable based on management's analysis of specific pledges made.

<u>Property and Equipment</u> – Property and equipment are recorded at cost, or if donated, at approximate fair value at the date of donation. Provisions for depreciation are computed using the straight-line method over the estimated useful lives of the assets. Capital items in excess of \$5,000 are capitalized.

<u>Contributions</u> – The Foundation reports gifts of cash and other assets as revenue as they occur and are measured at fair value and classified as not restricted or restricted based on.

The Foundation reports gifts of cash and other assets as temporarily restricted when they are received with donor stipulations that limit the use of the donated assets. When the intent of the donor is that the assets are to remain in perpetuity and the Foundation does not have the right to invade the original principal, the assets are reported as restricted.

Grants – Grants are recorded as expenses when they are approved by the Board of Trustees for payment.

<u>Donated Services and Facilities</u> – Contributed professional services are recognized if the services received a) create or enhance non-financial assets or b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation.

<u>Use of Estimates</u> – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Recently Adopted Accounting Pronouncements - In June 2018, the FASB issued ASU 2018-08, Not-for-Profit Entities (Topic 958), Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made, which applies to all entities that receive or make contributions. The criteria for evaluating whether contributions are unconditional (and thus recognized immediately in income) or conditional (for which income recognition is deferred) have been clarified. The focus is whether a gift or grant agreement both (1) specifies a "barrier or hurdle" that the recipient must overcome to be entitled to the resources, and (2) releases the donor from its obligation to transfer resources (or if assets are advanced, a right to demand their return) if the barrier or hurdle is not achieved. An agreement that contains both is a conditional contribution. An agreement that omits one or both is unconditional. No new disclosures are required. For grants/contributions made, donors will use the same criteria as recipients (i.e., a barrier or hurdle coupled with a right of return/release) to determine whether gifts or grants are conditional or unconditional.

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

New Accounting Pronouncements - In February 2016, the FASB issued ASU 2016-02 Leases (Topic 842). ASU 2016-02 requires recognition of operating leases with lease terms of more than 12 months on the statement of financial position as both assets and liabilities for the obligations created by the leases. Topic 842 also requires disclosures that provide qualitative and quantitative information for the lease assets and liabilities recorded in the financial statements. In June 2020, the FASB issued an update to ASU 2016-02, ASU 2020-05, Revenue from Contracts with Customers (Topic 606) and Leases (Topic 842): Effective Dates for Certain Entities, extending the effective date to fiscal years beginning after December 15, 2021.

NOTE B - CASH

Cash includes cash on hand and checking accounts. As of March 31, 2021, \$39,785 of the Foundation's bank balance of \$289,785 was exposed to custodial credit risk because it was uninsured and uncollateralized with securities held by the pledging financial institution's trust department or agent. Deposits are insured by the Federal Deposit Insurance Corp. (FDIC) at March 31, 2021, per FDIC regulation number 330.8.

NOTE C - INVESTMENTS

The cost, market value, and unrealized appreciation (depreciation) of investment securities are as follows:

		2021				
3					Ţ	Unrealized
					Α	ppreciation
		Cost	_	Fair Value	(D	epreciation)
Short-term investments	\$	110,489	\$	110,489	\$	-
Corporate bonds and notes		-		-		
Mutual funds/Exchange traded funds		6,475,818		8,306,894		1,831,076
Common stocks		933,398	_	1,345,522		412,124
Total Investments	\$	7,519,705	\$	9,762,905	\$	2,243,200
1		2020				
					J	Jnrealized
					A	ppreciation
		Cost	_	Fair Value	(D	epreciation)
Short-term investments	\$	111,329	\$	111,329	\$	-
Mutual funds/Exchange traded funds		6,157,998		5,808,684		(349,314)
Common stocks		1,185,806		1,053,570		(132,236)
Total Investments	C	7,455,133	•	6,973,583	•	(481,550)

NOTE C - INVESTMENTS (Continued)

The following table presents information about the Foundation's investments measured at fair value on a recurring basis and the valuation techniques used by the Foundation to determine those fair values. The FASB ASC 820 Fair Value Measurements establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels:

- Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority;
- Level 2 inputs consist of observable inputs other than quoted prices for identical assets;
- Level 3 inputs consist of unobservable inputs and have the lowest priority. The Foundation uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments.

	2021		,		
	Fair Value	Level 1	Level 2		Level 3
Short-term investments	\$ 110,489	\$ -	\$ 110,489	\$	_
Corporate bonds and notes	-	-	-		-
Mutual funds/Exchange traded funds	8,306,894	8,306,894	-		-
Common stocks	1,345,522	 1,345,522	 	_	-
Total Investments	\$ 9,762,905	\$ 9,652,416	\$ 110,489	\$	-
	2020 Fair Value	Level 1	Level 2		Level 3
Short-term investments	\$ 111,329		\$ 111,329	\$	-
Corporate bonds and notes	_	_	-		-
Mutual funds/Exchange traded funds	5,808,684	5,808,684	-		-
Common stocks	1,053,570	1,053,570	-		
Total Investments	\$ 6,973,583	\$ 6,862,254	\$ 111,329	\$	-

NOTE D - PROPERTY AND EQUIPMENT

Capital Asset activity of Keweenaw Community Foundation was as follows:

	- 7	Balance /1/2020	A	Additions	_D	eletions	 Balance 31/2021
Capital assets, being depreciated:							
Equipment and software	\$	21,526	\$	-	\$	1,187	\$ 20,339
Furniture and fixtures		99				-	99
Subtotal		21,625	\$	_	\$	1,187	20,438
Accumulated depreciation:							
Equipment and software		15,227		3,584		1,187	17,624
Furniture and fixtures		99		-		-	99
Subtotal		15,326	\$	3,584	\$	1,187	17,723
Net capital assets being depreciated	\$	6,299					\$ 2,715

Depreciation expense for the years ending March 31, 2021 and 2020 were \$3,584 and \$3,656 respectively.

NOTE E - 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 benefited.

NOTE F - SPLIT INTEREST AGREEMENTS

The Foundation administers various charitable gift annuities. A charitable gift annuity provides for the payment of distributions to the grantor or a designated beneficiary over the annuity term (usually the designated beneficiary's lifetime). At the end of the annuity's term, the remaining assets are available for the Foundation's or other designated beneficiary's use. Assets received are recorded at fair value at the date the agreement is recognized, and a liability equal to the present value of the future distributions is recorded. The difference between the fair value of the assets received and the liability to the donor or other beneficiaries is recognized as contribution revenue. The Foundation recognized contributions of \$0 for the years ended March 31, 2021 and 2020. As of March 31, 2021 and 2020, the fair market value of charitable gift annuity investments totaled \$733,338 and \$513,173 respectively, based on quoted market prices and is included with investments in the Foundation's statement of financial position. The Foundation will periodically re-value the liability based on applicable mortality tables and discount rates ranging between 3.2 percent and 8.0 percent.

NOTE G - AGENCY ENDOWMENT FUNDS

Agency endowment funds are unrestricted funds received from non-profit organizations that designate themselves as beneficiaries. Accordingly, agency endowment funds are reported as liabilities rather than net assets of the Foundation.

The activities related to agency endowment funds are summarized as follows:

	2021			2020
Balance at beginning of year	\$	224,745	\$	259,578
Interest and dividend income		7,032		10,545
Realized gains		3,126		2,998
Unrealized gains		82,257		(32,620)
Grants		(6,409)		(11,443)
Agency activity transfer		-		
Custodial and investment management fees		(359)		(421)
Administrative expense allocation		(4,015)		(3,892)
Balance at end of year	\$	306,377	\$	224,745

NOTE H - CHARITABLE REMAINDER UNITRUST

The Foundation is the trustee for two charitable remainder unitrusts. Under the terms of the unitrust agreement (Agreement) the trustee shall make quarterly payments to the designated Unitrust recipients based on the provisions set forth in the Agreement.

The Agreements currently name the Foundation as a partial remainder beneficiary of the trusts; however, one Agreement allows the grantors to revoke or terminate the interest of any of the remainder beneficiaries. Therefore, the Foundation has recorded a liability equal to the fair market value of that unitrust assets and, accordingly, no income or expense relating to the receipt of the unitrust assets and/or any other unitrust activity has been reflected in the Foundation's statement of activities. The other unitrust names the foundation as a partial (two-thirds) remainder beneficiary and contribution revenue of \$145,329 was recognized for the remainder interest of this unitrust for fiscal year 2019.

The Foundation has elected to invest the assets of the unitrust in various financial assets which are carried at fair value.

NOTE I - NET ASSETS

Net assets consist of the following at March 31, 2021 and 2020:

		_	2021	2020
Without donor restrictions:				
Operating		\$	167,658	\$ 136,011
Scholarship funds			627,020	414,127
Donor designated funds			4,850,361	3,473,825
Donor advised funds			1,613,585	1,233,788
Field-of-interest funds			1,746,754	1,239,841
Annuity funds			338,252	102,838
			9,343,630	6,600,430
With donor restrictions:			7 9	
Time restricted:				
Charitable remainder unitrust			168,883	119,637
	Total	\$	9,512,513	\$ 6,720,067

NOTE J - INCOME TAXES

The Foundation is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. It has been classified as an organization other than a private foundation under Section 509(a)(2).

The Foundation files Form 990 with the Internal Revenue Service. The Foundation believes that its income tax filing positions will be sustained upon examination and does not anticipate any adjustments that would result in a material adverse effect on the Foundation's financial condition, results of operations, or cash flows. The Foundation's returns are generally no longer subject to examination by the Internal Revenue Service for years before 2018.

NOTE K - LEASES

The Foundation leases office space under an operating lease that expires each December. Total expense for the rental of office space was \$6,700 and \$5,650 for the years ended March 31, 2021 and 2020. Future minimum rental commitments under this operating lease approximate \$5,850.

NOTE L - LIQUIDITY AND AVAILABILITY OF FINANCIAL ASSETS

The Foundation has \$167,658 of financial assets available within 1 year of the balance sheet date to meet cash needs for general expenditures exclusive of program grants. None of the financial assets are subject to donor or other contractual restrictions that make them unavailable for general expenditures within one year of the balance sheet date. The Foundation's working capital and cash flows are consistent throughout the year. As part of their liquidity management, they have a policy to structure its financial assets to be available as its general expenditures, liabilities and other obligations come due.

NOTE M - PPP LOAN FORGIVENESS

On April 16, 2020, the Company was granted a loan from mBank in the amount of \$20,600, pursuant to the Paycheck Protection Program ("PPP"). The PPP, established as part of the Coronavirus Aid, Relief and Economic Security Act ("CARES Act"), which was enacted March 27, 2020.

The loan matures on April 26 2022 and bears interest at the rate of 1.00% per annum, payable monthly commencing on November 6, 2020. Funds from the loan may only be used for payroll costs, costs used to continue group health care benefits, mortgage payments, rent, utilities, and interest on other debt obligations incurred before February 15, 2020. Under the terms of the PPP, certain amounts of the loan may be forgiven if they are used for qualifying expenses as described in the CARES Act.

On October 7, 2020 the loan was fully forgiven by the U.S. Small Business Administration (SBA). Accordingly, this amount has been recognized as income on the statement of activities and changes in net assets.

NOTE N - SUBSEQUENT EVENTS

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through the date of the accompanying independent auditor's report, which is the date the financial statements were available to be issued.

Non-Profit Status - The Foundation's Federal tax returns had been incomplete for fiscal years 2019 and 2020. Once completed its 501(c)3 non-profit status was successfully reinstated as of July 21, 2022 with an effective date of August 15, 2020. The Foundation's (state) License to Solicit had lapsed but was reinstated on October 20, 2022. Their current affiliation with Community Foundations of the Upper Peninsula (CFUP) allowed them to continue with solicitation under CFUP's state license during the lapsed period.

Affiliation Agreement and Fund - The Foundation entered into an agreement with the Community Foundation of the Upper Peninsula (CFUP) as of Sepember 1st, 2021 to establish The Keweenaw Community Foundation Fund which holds the Foundation component funds or sub-funds. CFUP will honor donor intent of the transferred funds, subject to CFUP's variance power and applicable law. The affiliate will operate under the auspices of CFUP and the affiliate fund will be held by CFUP in its corporate capacity.