



LONGWOOD UNIVERSITY FOUNDATION, INC.
FINANCIAL REPORT

JUNE 30, 2019



**LONGWOOD UNIVERSITY FOUNDATION, INC.
AND AFFILIATES**

CONSOLIDATED FINANCIAL REPORT

June 30, 2019

CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT	1
CONSOLIDATED FINANCIAL STATEMENTS	
Consolidated Statements of Financial Position	3
Consolidated Statements of Activities	4
Consolidated Statements of Cash Flows	6
Notes to Consolidated Financial Statements	7



INDEPENDENT AUDITOR'S REPORT

The Board of Directors
Longwood University Foundation, Inc. and Affiliates
Farmville, Virginia

We have audited the accompanying consolidated financial statements of Longwood University Foundation, Inc. and Affiliates (a nonprofit organization), which comprise the consolidated statements of financial position as of June 30, 2019, and the related consolidated statements of activities and cash flows for the year then ended, and the related notes to consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our 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 consolidated financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Longwood University Foundation, Inc. and Affiliates as of June 30, 2019, and the changes in their net assets and cash flows for the year then ended in accordance with GAAP.

Other Matters

Change in Accounting Principle

As discussed in Note 1 to the consolidated financial statements, in 2019 the Foundation adopted Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) No. 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.

Prior Period Financial Statements

The consolidated financial statements of the Foundation as of June 30, 2018 were audited by other auditors, whose report dated November 12, 2018 expressed an unmodified opinion on those consolidated financial statements. As discussed in Note 1 to the consolidated financial statements, the Foundation has adjusted its 2018 consolidated financial statements to retrospectively apply the adoption of ASU 2016-14. The other auditors reported on the consolidated financial statements before the retrospective adjustment.

As part of our audit of the 2019 consolidated financial statements, we also audited the adjustments to the 2018 consolidated financial statements to retrospectively apply the change in accounting as described in Note 1. In our opinion, such adjustments are appropriate and have been properly applied. We were not engaged to audit, review, or apply any procedures to the Foundation's 2018 consolidated financial statements other than with respect to the adjustments and, accordingly, we do not express an opinion or any other form of assurance on the 2018 consolidated financial statements as a whole.

Emphasis of Matter

As described in Notes 1 and 3, as of June 30, 2019 and 2018, the consolidated financial statements include an investment in a limited partnership for which quoted market prices are not readily available. This investment was valued at \$67,499,165 (78.4% of net assets) and \$64,031,251 (68.6% of net assets) as of June 30, 2019 and 2018, respectively. The value of this investment has been provided by the general partner, who in absence of readily determinable market values, has estimated fair value based on information provided by the fund managers of the underlying investments. Because of the inherent uncertainty of valuation, the estimated value may differ from the value that would have been used had a ready market for this investment existed and the difference could be material. Our opinion is not modified with respect to this matter.

Brown, Edwards & Company, S. L. P.

CERTIFIED PUBLIC ACCOUNTANTS

Blacksburg, Virginia
October 24, 2019

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

June 30, 2019 and 2018

	2019	2018
ASSETS		
Cash and cash equivalents	\$ 2,151,631	\$ 14,219,746
Prepaid expenses	1,062	24,153
Accounts receivable	33,434	42,403
Interest receivable	3,990	-
Advance to investment manager	2,000,000	-
Contributions receivable, net	3,408,173	4,480,812
Investments, at fair value	68,978,759	65,428,549
Investment, at cost	1,000,000	1,000,000
Cash value of life insurance policies	121,222	115,899
Note receivable, related party	415,000	400,000
Longwood Center for the Visual Arts art collection	4,847,738	4,820,044
Depreciable property and equipment, net of accumulated depreciation	149,766	134,220
Land	1,286,854	1,286,854
Stream and wetland credits	811,659	882,499
Other asset	-	42,590
Beneficial interest in perpetual trust	2,259,663	2,247,390
	\$ 87,468,951	\$ 95,125,159
Total assets		
LIABILITIES AND NET ASSETS		
LIABILITIES		
Accounts payable	\$ 48,651	\$ 282,594
Other liabilities	65,800	-
Amounts payable to third-party beneficiaries	792,245	969,774
Annuities payable	517,036	517,693
	1,423,732	1,770,061
Total liabilities		
NET ASSETS		
Without donor restrictions	9,218,899	10,530,980
With donor restrictions	76,826,320	82,824,118
	86,045,219	93,355,098
Total net assets		
Total liabilities and net assets	\$ 87,468,951	\$ 95,125,159

The Notes to Consolidated Financial Statements are an integral part of these statements.

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

CONSOLIDATED STATEMENT OF ACTIVITIES

Year Ended June 30, 2019

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
Revenues, gains (losses), and other support			
Contributions	\$ 244,514	\$ 3,288,516	\$ 3,533,030
Income from perpetual trust	-	106,000	106,000
Investment income	225,897	1,014,848	1,240,745
Net realized and unrealized gain on investments	158,396	1,226,872	1,385,268
Net unrealized gain on perpetual trust	-	12,274	12,274
Other revenue	115,202	125,502	240,704
Annuity and unitrust adjustments	-	(52,452)	(52,452)
In-kind contribution-affiliate	661,900	-	661,900
Net revenues from sale of stream and wetland credits	-	262,430	262,430
Net assets released from restrictions	11,981,788	(11,981,788)	-
	<u>13,387,697</u>	<u>(5,997,798)</u>	<u>7,389,899</u>
Total revenues, gains (losses), and other support			
Expenses			
Program expenses			
Institutional support	4,352,958	-	4,352,958
Scholarships and grants	2,046,935	-	2,046,935
Alumni association	269,235	-	269,235
Capital projects	6,294,451	-	6,294,451
Other	7,203	-	7,203
Supporting expenses			
Administrative and general	589,448	-	589,448
Fundraising	1,139,548	-	1,139,548
	<u>14,699,778</u>	<u>-</u>	<u>14,699,778</u>
Total expenses			
Change in net assets before reclassifications	(1,312,081)	(5,997,798)	(7,309,879)
RECLASSIFICATIONS	<u>-</u>	<u>-</u>	<u>-</u>
Change in net assets	(1,312,081)	(5,997,798)	(7,309,879)
NET ASSETS, beginning of year	<u>10,530,980</u>	<u>82,824,118</u>	<u>93,355,098</u>
NET ASSETS, end of year	<u>\$ 9,218,899</u>	<u>\$ 76,826,320</u>	<u>\$ 86,045,219</u>

The Notes to Consolidated Financial Statements are an integral part of this statement.

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

CONSOLIDATED STATEMENT OF ACTIVITIES

Year Ended June 30, 2018

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
Revenues, gains (losses), and other support			
Contributions	\$ 385,036	\$ 10,117,422	\$ 10,502,458
Income from perpetual trust	-	106,000	106,000
Investment income	146,747	556,868	703,615
Net realized and unrealized gain on investments	1,088,288	3,758,276	4,846,564
Net unrealized gain on perpetual trust	-	15,013	15,013
Other revenue	155,986	2,300,723	2,456,709
Annuity and unitrust adjustments	-	(16,260)	(16,260)
In-kind contribution-affiliated	625,798	-	625,798
Net revenues from sale of stream and wetland credits	-	681,452	681,452
Net assets released from restrictions	5,238,051	(5,238,051)	-
	<u>7,639,906</u>	<u>12,281,443</u>	<u>19,921,349</u>
Total revenues, gains (losses), and other support			
Expenses			
Program expenses			
Institutional support	3,050,531	-	3,050,531
Scholarships and grants	2,383,708	-	2,383,708
Alumni association	200,699	-	200,699
Capital projects	-	-	-
Other	84,128	-	84,128
Supporting expenses			
Administrative and general	536,531	-	536,531
Fundraising	819,003	-	819,003
	<u>7,074,600</u>	<u>-</u>	<u>7,074,600</u>
Total expenses			
Change in net assets before reclassifications	565,306	12,281,443	12,846,749
RECLASSIFICATIONS	-	-	-
Change in net assets	565,306	12,281,443	12,846,749
NET ASSETS, beginning of year	9,965,674	70,542,675	80,508,349
NET ASSETS, end of year	<u>\$ 10,530,980</u>	<u>\$ 82,824,118</u>	<u>\$ 93,355,098</u>

The Notes to Consolidated Financial Statements are an integral part of this statement.

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

CONSOLIDATED STATEMENTS OF CASH FLOWS

Years Ended June 30, 2019 and 2018

	2019	2018
OPERATING ACTIVITIES		
Change in net assets	\$ (7,309,879)	\$ 12,846,749
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:		
Depreciation	31,115	33,171
Gain on disposition of property and equipment	-	(1,240)
Gain on sale of stream credits	(262,430)	(681,452)
Net realized and unrealized gain on investments	(1,385,268)	(4,846,564)
Contributions restricted for endowment	(1,736,696)	(8,773,035)
Net unrealized gain on perpetual trust	(12,273)	(15,013)
Gifts-in-kind, art collection	(27,694)	(129,675)
Gift-in-kind, land	-	-
Changes in operating assets and liabilities:		
Prepaid expenses	23,091	317
Accounts receivable	8,969	(42,403)
Interest receivable	(3,990)	-
Contributions receivable	1,072,639	2,450,398
Cash value of life insurance policies	(5,323)	(5,295)
Other asset	42,590	(34,806)
Accounts payable	(233,943)	(416,940)
Other liabilities	65,800	-
Amounts payable to third-party beneficiaries	(177,529)	88,868
Annuities payable	52,453	81,614
Net cash provided by (used in) operating activities	(9,858,368)	554,694
INVESTING ACTIVITIES		
Net purchases of investments	(2,164,942)	(1,469,284)
Advance to investment manager	(2,000,000)	-
Purchase of property and equipment	(46,661)	(51,876)
Proceeds from sale of property and equipment	-	9,118
Advance to related party	(15,000)	(400,000)
Construction of wetland	-	(377,045)
Proceeds from sale of stream credits	333,270	973,119
Net cash used in investing activities	(3,893,333)	(1,315,968)
FINANCING ACTIVITIES		
Contributions restricted for endowment	1,736,696	8,773,035
Payments of annuity obligations	(53,110)	(56,976)
Net cash provided by financing activities	1,683,586	8,716,059
Net increase (decrease) in cash and cash equivalents	(12,068,115)	7,954,785
CASH AND CASH EQUIVALENTS		
Beginning	14,219,746	6,264,961
Ending	\$ 2,151,631	\$ 14,219,746

The Notes to Consolidated Financial Statements are an integral part of these statements.

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 1. Summary of Significant Accounting Policies

Nature of foundation activities

The Foundation is a non-profit organization that exists for the sole purpose of accepting gifts and distributing funds to support the activities and operations of Longwood University (the “University”) in Farmville, Virginia.

Principles of consolidation

The consolidated financial statements include the accounts of the Longwood University Foundation, Inc.; Duvahl Ridgeway Hull and Andrew W. Hull Charitable Foundation (the “Hull Foundation”); Longwood University Alumni Association; and LUF Weyanoke, Inc.

Longwood University Foundation, Inc. and Affiliates (the “Foundation”) receives 85% of the Hull Foundation’s net income. The assets of the Hull Foundation include two charitable remainder trusts and other investments. Fifteen percent of the Hull Foundation net assets are payable to unrelated third parties and have been recorded in the consolidated statements of financial position as amounts payable to third-party beneficiaries.

A former organization, the Hull Springs Farm Foundation was established in 2008 as a supporting organization to the Foundation and, prior to March 2013, owned and operated the Hull Springs Farm located in Virginia within the Chesapeake Bay watershed. The property is used by Longwood University and other universities for educational purposes and research. On March 25, 2013, the Hull Springs Farm Foundation was dissolved and all of its assets were distributed to the Longwood University Foundation, Inc. (see Note 17).

Basis of presentation

The accompanying consolidated financial statements present information regarding the Foundation’s financial position and activities based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified and reported in two classes as follows:

- **Net assets without donor restrictions** are net assets available for use in general operations and not subject to donor restrictions. These net assets may be designated for specific purposes by action of the Board of Directors or may otherwise be limited by contractual agreements with outside parties. Revenues, gains, and losses that are not net assets with donor restrictions are included in this classification. Expenses are reported as decreases in this classification.
- **Net assets with donor restrictions** are net assets subject to donor-imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or that can be fulfilled by action of the Foundation pursuant to those stipulations. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates the resources be maintained in perpetuity. All donor-restricted contributions are reported as increases in net assets with donor restrictions, depending on the nature of the restrictions. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and are reported in the statements of activities as net assets released from restrictions.

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 1. Summary of Significant Accounting Policies (Continued)

Recent accounting pronouncement

During 2019, the Foundation adopted ASU No. 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities*. This guidance is intended to improve the net asset classification requirements and the information presented in the financial statements and notes about a not-for-profit entity's liquidity, financial performance, and cash flows. Main provisions of this guidance include: presentation of two classes of net assets versus the previously required three; recognition of capital gifts for construction as a net asset without donor restrictions when the associated long-lived asset is placed in service; and recognition of underwater endowment funds as a reduction in net assets with donor restrictions. The guidance also enhances disclosures for board designated amounts, composition of net assets without donor restrictions, liquidity, and expenses by both their natural and functional classification.

A recap of the net asset reclassifications driven by the adoption of ASU 2016-14 as of June 30, 2017 and 2018 is as follows:

	ASU 2016-14 Classifications		
	Without Donor Restrictions	With Donor Restrictions	Total Net Assets
At June 30, 2017:			
As previously presented:			
Unrestricted	\$ 9,965,674	\$ -	\$ 9,965,674
Temporarily restricted	-	26,944,131	26,944,131
Permanently restricted	-	43,598,544	43,598,544
Net assets at June 30, 2017, as reclassified	\$ 9,965,674	\$ 70,542,675	\$ 80,508,349
At June 30, 2018:			
As previously presented:			
Unrestricted	\$ 10,530,980	\$ -	\$ 10,530,980
Temporarily restricted	-	30,368,502	30,368,502
Permanently restricted	-	52,455,616	52,455,616
Net assets at June 30, 2018, as reclassified	\$ 10,530,980	\$ 82,824,118	\$ 93,355,098

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 1. Summary of Significant Accounting Policies (Continued)

Cash and cash equivalents

Cash and cash equivalents consist of demand deposits and all highly liquid investments with original maturities of three months or fewer when purchased, except those amounts held by the Foundation's investment manager as a part of a long-term strategy.

Investments, at fair value

Investments with readily determinable fair values are reported at fair value based upon quoted market prices. Donated investments are recorded at fair value as of the date received. Certain investments in limited partnership interests are reported at estimated fair value and valued using the net asset value for the units obtained by the investment administrator. Investment income and realized and unrealized gains (losses) are included in the consolidated statements of activities in the appropriate net asset class.

Investment, at cost

The Foundation uses the cost method of accounting for its investment in a limited liability company in which it has a minority equity interest and no significant influence over the entity's operations. It is not practicable to estimate the fair value. This investment is reviewed annually for impairment that is other-than-temporary. As of June 30, 2019, there was no indication of other-than-temporary impairment of this investment.

Longwood Center for the Visual Arts art collection

The Longwood Center for the Visual Arts art collection is stated at cost, except those items received as gifts, which are stated at appraised value on the date of the gift and are not depreciated.

Property and equipment

Property and equipment are stated at cost at the date of acquisition or at fair value at the date of the gift, less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of 40 years for buildings and 5 years for vehicles and property and equipment. Betterments and major renewals that appreciably extend the useful lives of the properties are capitalized, whereas repairs and maintenance are charged to expense in the year incurred. When assets are retired or otherwise disposed of, the cost and accumulated depreciation are eliminated from the accounts, and any gain or loss is reflected in net income. Generally, it is the Foundation's policy to capitalize property and equipment that have an acquisition cost of greater than \$5,000.

Land

Land is stated at cost at the date of acquisition or at fair value at the date of the gift. Depreciation is not recognized on land.

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 1. Summary of Significant Accounting Policies (Continued)

Irrevocable split-interest agreements

The Foundation is a participant in various split-interest agreements, for which it serves as trustee. A split-interest agreement is created when a donor contributes assets to the Foundation or places them in a trust for the benefit of the Foundation, but the Foundation is not the sole beneficiary of the assets' economic value. Generally, assets held under these agreements are recorded at fair value and are included in investments. Liabilities are recorded for any portion of the assets held for donors or other beneficiaries equal to the present value of the expected future payments to be made and are included in liabilities amounts payable to third-party beneficiaries. The liabilities are adjusted annually for changes in the value of the assets, accretion of the discount, and other changes in the estimates of future benefits. Contribution revenues are recognized at the dates the agreements are established for the difference between the assets and the liabilities. The discount rate used to determine the present value of the liability approximates the U.S. Treasury rate. Split-interest agreements where the Foundation is not the trustee are included in either contributions receivable or funds held in perpetual trusts. Obligations under split-interest agreement amounts at June 30, 2019 and 2018, were \$738,554 and \$766,707, respectively, and are included as amounts payable to third-party beneficiaries in the consolidated statements of financial position.

Contributions

Contributions, including unconditional promises to give or contributions receivable, are recognized as contributions without donor restrictions or contributions with donor restrictions depending on the existence and/or nature of any donor restrictions when the donor's commitment is received. Unconditional promises to give without donor restrictions are recognized as revenues with donor restrictions unless the donor explicitly stipulates its use to support current period activities.

Conditional promises to give are not recognized until they become unconditional, i.e., when the conditions on which they depend are substantially met. Contributions of assets other than cash are recorded at their estimated fair value. Contributions to be received after one year are discounted at an appropriate discount rate. The discount rate was 5% for the years ended December 31, 2019 and 2018. Amortization of the discount is recorded as additional contribution revenue in accordance with donor-imposed restrictions, if any, on the contributions.

Contributions received with donor-imposed time or purpose restrictions are classified as revenues in the net assets with donor restrictions class until such time as the restricted purpose or passage of time specified by the donor has been met.

In-kind contributions – affiliate

As further discussed below and in Note 12, contributed services from personnel of an affiliate are recognized if those services directly benefit the Foundation. These services are measured at the cost recognized by the affiliate for the personnel providing those services.

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 1. Summary of Significant Accounting Policies (Continued)

Gifts-in-kind

Material gifts-in-kind items received by the Foundation are recorded as income along with a corresponding charge to expense or capitalized cost. During the years ended June 30, 2019 and 2018, \$38,461 and \$156,555, respectively, were received as gifts-in-kind.

Income taxes

The Foundation has received a favorable determination letter from the Internal Revenue Service stating that it is exempt under Section 501(a) of the *Internal Revenue Code* as an organization described in Section 501(c)(3).

Management has evaluated the effect of the guidance provided in the FASB Accounting Standards Codification (ASC) on *Accounting for Uncertainty in Income Taxes*. Management believes that the Foundation continues to satisfy the requirements of a tax-exempt organization at June 30, 2019 and 2018. Management has evaluated all tax positions that could have a significant effect on the consolidated financial statements and determined that the Foundation had no uncertain income tax positions at June 30, 2019 and 2018.

Estimates

The preparation of financial statements in conformity GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Fair value

The Foundation follows the fair value measurements topic of the FASB ASC, which defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction value hierarchy, which requires an entity to maximize the use of observable inputs when measuring fair value.

The standard describes three levels of inputs that may be used to measure fair value:

Level 1 – Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;

Level 2 – Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies; and

Level 3 – Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 1. Summary of Significant Accounting Policies (Continued)

Fair value (Continued)

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The carrying amounts reflected in the consolidated statements of financial position for cash and cash equivalents approximate the respective fair values due to the short maturities of those instruments and any differences being immaterial.

The carrying value of investments, other than the limited partnership interest described below, approximate fair value, as amounts were derived from quoted prices in active markets, net asset value of investments held, a mid-market quotation from a broker, or a bid quotation, and are considered Level 1 within the valuation hierarchy.

The carrying value of the beneficial interest in a perpetual trust is measured using the fair value of the trust's assets. For fair value measurement, the Foundation considers its interest in the trust as a single asset class. Since the Foundation will never receive the trust's underlying assets, and since there is no active market for the trust, the beneficial interest in a perpetual trust is considered Level 3 within the valuation hierarchy.

The Foundation is a limited partner in The Richmond Fund, LP (the "Fund"), an investment limited partnership. The Fund's investment portfolio includes domestic equity, international equity, private equity, credit, real estate, and real assets, as well as other asset classes. The Fund's investments in these asset classes are made primarily through participation in other investment funds. Based on the terms of the partnership agreement, for fair value measurement the Foundation views its investment in the Fund as a single asset class. The Foundation has estimated the fair value of the investment in the Fund on the basis of the Net Asset Value (NAV) per share of the Fund (or its equivalent) as a practical expedient because (a) the underlying investment manager's calculation of the NAV is fair value based and (b) the NAV has been calculated as of the Foundation's fiscal year end date. The Foundation believes that the stated value of the investment in the Fund is a reasonable estimate of fair value as of June 30, 2019 and 2018. As further discussed in Note 4, the Foundation's investment in the Fund is not included in the fair value hierarchy.

The Foundation's planned giving liabilities, which include gift annuities and irrevocable trust liabilities, are computed and measured at fair value based on discounted future cash flows. Inputs used in computing the liability include a discount rate equal to the current risk-free rate, the estimated return on the invested assets, the duration of the agreement, the life expectancy of the donors and their beneficiaries, and the contractual payment obligation under the agreement. Planned giving liabilities are considered Level 3 within the valuation hierarchy because some of the factors used in valuation include factors not easily observable in similar instruments in an active market.

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 1. Summary of Significant Accounting Policies (Continued)

Subsequent events

Management of the Foundation has evaluated subsequent events through October 24, 2019, the date the consolidated financial statements were available to be issued. No events requiring disclosure have occurred through this date.

Note 2. Financial Assets and Liquidity Resources

As part of the Foundation's liquidity management, it invests cash in excess of amounts required for operations in money markets, certificates of deposit, bonds, and equity securities in accordance with the Foundation's investment policy. To help manage the liquidity needs, the Foundation has a quasi-endowment. Although the Foundation does not intend to spend from its quasi-endowment other than amounts appropriated for general expenditure as part of its annual budget and appropriation, amounts from its quasi-endowment could be made available by action of the Board of Directors, if necessary. Accordingly, the quasi-endowed portion of the Foundation's investments is included within the portion of investments without donor restrictions in the schedule below to arrive at the total financial assets available to meet cash needs for general expenditures within one year of the balance sheet.

As of June 30, 2019, financial assets available within one year of the balance sheet date for general expenditure were as follows:

Cash and cash equivalents	\$	2,151,631
Accounts receivable		33,434
Contributions receivable, net		<u>1,058,501</u>
	\$	<u><u>3,243,566</u></u>

Note 3. Contributions Receivable

Contributions receivable consisted of the following at June 30:

	2019	2018
Cash pledges expected to be collected in:		
Less than one year	\$ 1,058,501	\$ 1,804,516
One to five years	847,748	1,294,624
Thereafter	<u>3,878,425</u>	<u>4,033,793</u>
	5,784,674	7,132,933
Less: discount to present value	<u>2,376,501</u>	<u>2,652,121</u>
	<u><u>\$ 3,408,173</u></u>	<u><u>\$ 4,480,812</u></u>

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 3. Contributions Receivable (Continued)

The use of funds from contributions receivable have been restricted by donors for future use as follows:

	2019	2018
With donor restrictions – time and purpose restrictions	\$ 1,129,030	\$ 965,331
With donor restrictions – held in perpetuity	2,279,143	3,515,481
	\$ 3,408,173	\$ 4,480,812

At June 30, 2019 and 2018, the Foundation had received bequests and other intentions to give of \$15,921,231 and \$9,630,432, respectively. These intentions to give are conditional and, therefore, are not recognized as assets. If they are received, they will generally be restricted for specific purposes as stipulated by the donors.

The Foundation considers contributions receivable to be fully collectible; accordingly, no allowance for doubtful accounts is required. If amounts become uncollectible, they will be charged to operations when that determination is made.

Note 4. Investments

Investments and the beneficial interest in perpetual trust portfolio were comprised of the following at June 30:

	2019		2018	
	Cost	Fair Market Value	Cost	Fair Market Value
Cash and cash equivalents	\$ 2,151,631	\$ 2,151,231	\$ 14,219,746	\$ 14,219,746
Investments				
Government bonds, corporate obligations, and fixed income securities	144,409	158,880	162,269	163,237
Corporate stocks and mutual funds	788,955	1,320,714	770,710	1,234,061
Limited partnership	50,951,635	67,499,165	45,492,596	64,031,251
Total investments	51,884,999	68,978,759	46,425,575	65,428,549
Beneficial interest in perpetual trust	1,986,751	2,259,663	1,986,751	2,247,390
Total	\$ 56,023,381	\$ 73,390,053	\$ 62,632,072	\$ 81,895,685

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 4. Investments (Continued)

Cash and cash equivalents includes operating cash of \$1,905,253 and \$14,114,448 as of June 30, 2019 and 2018, respectively.

Investment fees netted against the related investment income or net realized and unrealized gain (loss) on investments for the years ended June 30, 2019 and 2018 were \$631,865 and \$748,375, respectively.

In April 2010, the Foundation became a partner in the Fund managed by Spider Management Company, LLC, a Virginia limited liability company and wholly owned subsidiary of the University of Richmond. The Fund is only available to tax-exempt organizations described in Section 501(c) of the *Internal Revenue Code* to which contributions may be made that are deductible under Code Section 170 and are “accredited investors” within the meaning set forth in Rule 501(a) of Regulation D under the Securities Act of 1933, as amended.

The Fund’s investment objective is to provide steady gains during market upswings through a diverse array of public/private and domestic/international investments, while preserving capital during market downturns. The Fund is invested as if it is part of the endowment of the University of Richmond, and the time weighted returns for the Fund and the University of Richmond are blended on a quarterly basis. The assets of the Fund, when combined with the University of Richmond’s endowment assets on a pro forma basis, will be invested in accordance with the University of Richmond’s Investment Policy Statement.

At June 30, 2019, the Fund consisted of 29 partners and the Foundation’s interest in the Fund represented 3.12% of the total partnership capital. The Fund is audited on a semi-annual basis on June 30 and December 31.

During the year ended June 30, 2017, the Foundation invested in the Hotel Weyanoke LLC (“Hotel Weyanoke”) through a wholly owned subsidiary, LUF Weyanoke, Inc. The Foundation’s investment of \$1 million represents a 7.68% membership interest in Hotel Weyanoke, which has been accounted for under the cost method. The Foundation is not the managing member and is required to maintain its investment in the Hotel Weyanoke for a period of seven years, after which it may exercise its put option to sell its membership at a fair value determined by a qualified and licensed individual selected by the Foundation and the managing member. There is no requirement for additional capital or equity investments beyond the \$1 million contribution.

Note 5. Fair Value Measurements of Assets and Liabilities

See “Fair Value” in Note 1 above for a discussion of the methodologies and assumptions used to determine the fair value of the Foundation’s investments.

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 5. Fair Value Measurements of Assets and Liabilities (Continued)

The following tables summarize the valuation of the Foundation's financial assets and liabilities measured at fair value on a recurring basis, based on the level of input utilized to measure fair value:

	June 30, 2019			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value
Cash and cash equivalents	\$ 2,151,631	\$ -	\$ -	\$ 2,151,631
Investments:				
Domestic equity funds	483,515	-	-	483,515
International equity funds	65,229	-	-	65,229
Fixed income funds	158,880	-	-	158,880
Domestic stocks	737,794	-	-	737,794
International stocks	34,176	-	-	34,176
Limited partnership measured at NAV*	-	-	-	67,499,165
Total investments	1,479,594	-	-	68,978,759
Beneficial interest in perpetual trust	-	-	2,259,663	2,259,663
	\$ 3,631,225	\$ -	\$ 2,259,663	\$ 73,390,053
Amounts payable to third-party beneficiaries	\$ -	\$ -	\$ 738,554	\$ 738,554
Annuities payable	-	-	517,036	517,036
	\$ -	\$ -	\$ 1,255,590	\$ 1,255,590

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 5. Fair Value Measurements of Assets and Liabilities (Continued)

	June 30, 2018			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value
Cash and cash equivalents	\$ 14,219,746	\$ -	\$ -	\$ 14,219,746
Investments:				
Domestic equity funds	461,042	-	-	461,042
International equity funds	63,074	-	-	63,074
Fixed income funds	163,237	-	-	163,237
Domestic stocks	665,556	-	-	665,556
International stocks	44,389	-	-	44,389
Limited partnership measured at NAV*	-	-	-	64,031,251
Total investments	1,397,298	-	-	65,428,549
Beneficial interest in perpetual trust	-	-	2,247,390	2,247,390
	<u>\$ 15,617,044</u>	<u>\$ -</u>	<u>\$ 2,247,390</u>	<u>\$ 81,895,685</u>
Amounts payable to third-party beneficiaries	\$ -	\$ -	\$ 766,707	\$ 766,707
Annuities payable	-	-	517,693	517,693
Amounts payable to third-party beneficiaries	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,284,400</u>	<u>\$ 1,284,400</u>

* In accordance with FASB ASC 820-10, certain investments that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts of the investments presented in these tables are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the consolidated statements of financial position.

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 5. Fair Value Measurements of Assets and Liabilities (Continued)

The table below sets forth a summary of changes in the fair value of the Foundation's Level 3 assets for the years ended June 30:

	Beneficial Interest in Perpetual Trust	
	2019	2018
Beginning fair value	\$ 2,247,390	\$ 2,232,377
Investment income	106,000	106,000
Net realized and unrealized gain (loss) on investments	12,273	15,013
Withdrawals	<u>(106,000)</u>	<u>(106,000)</u>
Ending fair value	<u>\$ 2,259,663</u>	<u>\$ 2,247,390</u>
The amount of total losses for the period included in changes in net assets attributable to the changes in unrealized gains (losses) relating to assets held at the end of the reporting period.		
	<u>\$ 12,273</u>	<u>\$ 15,013</u>

The table below sets forth a summary of changes in the fair value of the Foundation's Level 3 liabilities for the years ended June 30:

	Planned Giving Liabilities	
	2019	2018
Beginning fair value	\$ 1,284,400	\$ 1,215,563
Payments to beneficiaries	(53,110)	(56,976)
Actuarial adjustments	52,453	16,260
New annuity obligation	-	65,354
Change in amounts payable to third-party beneficiaries	<u>(28,153)</u>	<u>44,199</u>
Ending fair value	<u>\$ 1,255,590</u>	<u>\$ 1,284,400</u>

For investments in entities that calculate NAV or its equivalent whose fair value is not readily determinable, the following table provides information about the relative liquidity of these investments. The fair values of these investments have been estimated using NAV per share of the investments, unless otherwise noted. Management is not aware of any factors that would impact NAV as of June 30, 2019 and 2018.

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 5. Fair Value Measurements of Assets and Liabilities (Continued)

The following table sets forth a summary of the Foundation's assets valued at NAV per share, or its equivalent, as follows:

	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (If Applicable)</u>	<u>Redemption Notice Period</u>
June 30, 2019				
Limited partnership*	\$ 67,499,165	\$ -	Quarterly	60 days
June 30, 2018				
Limited partnership*	64,031,251	-	Quarterly	60 days

* The limited partnership's investment objectives seek to produce absolute and consistent risk-adjusted returns through its investments in credit, global equities, real estate, and real assets, as well as other asset classes.

Note 6. Property and Equipment

The following is a summary of depreciable property and equipment at June 30:

	<u>2019</u>	<u>2018</u>
Buildings	\$ 63,747	\$ 85,000
Property and equipment	-	34,763
Vehicles	192,709	187,247
	256,456	307,010
Less: accumulated depreciation	106,690	172,790
Depreciable property and equipment, net	<u>\$ 149,766</u>	<u>\$ 134,220</u>

Depreciation expense was \$31,115 and \$33,171 for the years ended June 30, 2019 and 2018, respectively.

Note 7. Beneficial Interest in Perpetual Trust

The Foundation is the beneficiary of the annual income earned from the Nelly Ward Nance Trust (the "Nance Trust") held by Wells Fargo Bank, N.A. The assets of the Nance Trust are neither in the possession nor under the control of the Foundation.

At June 30, 2019 and 2018, the fair market value of the Nance Trust was \$2,259,663 and \$2,247,390, respectively, which is recorded on the consolidated statements of financial position. Income and unrealized gains on the Nance Trust for the year ended June 30, 2019 were \$106,000 and \$12,274, respectively, and \$106,000 and \$15,013, respectively, for the year ended June 30, 2018.

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 8. Net Assets without Donor Restrictions

Net assets without donor restrictions included the following:

	2019	2018
Designated for:		
Current operations	\$ 1,469,448	\$ 2,593,394
Funds functioning as endowment	7,275,612	5,954,176
Designated for specific purposes	473,839	1,983,410
	\$ 9,218,899	\$ 10,530,980

Note 9. Net Assets with Donor Restrictions

Net assets with donor restrictions were available for the following purposes:

	2019	2018
Restricted by specific purposes or time:		
Longwood Center for the Visual Arts	\$ 5,750,485	\$ 5,801,497
Scholarships and awards	7,108,931	8,248,924
Academic support	6,618,239	7,851,736
Class gift projects	514,390	654,888
Athletics	(51,103)	272,427
Hardy House	162,996	163,095
Other capital projects	105,644	6,615,339
Other purpose restrictions	2,119,523	415,022
Time restrictions	1,387,930	345,574
	23,717,035	30,368,502
Restricted in perpetuity, the income from which is expendable for:		
Scholarships and awards	37,508,159	37,727,996
Professorships	1,100,772	1,100,772
Longwood Center for the Visual Arts	1,284,778	1,203,213
Ames Hull Springs Farm	2,470,664	2,470,664
Library	57,533	57,533
Other endowment gifts	10,687,380	9,895,438
	53,109,285	52,455,616
	\$ 76,826,320	\$ 82,824,118

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 10. Net Assets Released from Restrictions

Net assets were released from donor restrictions by incurring expenses satisfying the restricted purpose or by the occurrence of other events specified by donors. Net assets released for expenditure during the years ended June 30, 2019 and 2018 totaled \$11,981,788 and \$5,238,051, respectively.

Note 11. Endowment

The Foundation has adopted the provisions of FASB ASC, *Presentation of Financial Statements for Not-for-Profit Entities*, which provides guidance on the net asset classification of donor-restricted endowment funds for a not-for-profit organization that is subject to an enacted version of the Uniform Prudent Management of Institutional Funds Act (“UPMIFA”) and also requires disclosures about endowment funds, both donor-restricted endowment funds and board-designated endowment funds.

The Foundation’s endowment consists of approximately 400 individual funds established for a variety of purposes including both donor-restricted endowment funds and funds designated by the Foundation’s Board of Directors (the “Board”) to function as endowments. Net assets associated with endowment funds, including funds designated by the Board as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

Interpretation of relevant law

The Foundation has interpreted 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 as net assets with donor restrictions (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 is classified as net assets with 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:

- The duration and preservation of the fund
- The purposes of the Foundation and the donor-restricted endowment fund
- General economic conditions
- The possible effect of inflation and deflation
- The expected total return from income and the appreciation of investments
- Other resources of the Foundation
- The investment policies of the Foundation

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 11. Endowment (Continued)

Changes in endowment net assets for the year ended June 30, 2019 were as follows:

	2019		
	Without Donor Restrictions	With Donor Restrictions	Total
Endowment net assets – July 1, 2018	\$ 5,954,176	\$ 66,441,626	\$ 72,395,802
Investment return:			
Investment income	139,177	734,305	873,482
Net realized and unrealized gain	254,029	1,320,926	1,574,955
Total investment return	393,206	2,055,231	2,488,437
Contributions	500	1,507,574	1,508,074
Appropriations of endowment assets for expenditure	(5,162)	(1,807,097)	(1,812,259)
Net unrealized gain on perpetual trust	-	12,274	12,274
Other revenue	-	5,322	5,322
Annuity and Unitrust adjustments	-	(52,452)	(52,452)
Administrative fees	(45,998)	(332,928)	(378,926)
Other changes – transfer from (to) other funds	978,890	(1,482,238)	503,348
Endowment net assets – June 30, 2019	\$ 7,275,612	\$ 66,347,312	\$ 73,622,924

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 11. Endowment (Continued)

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

	2018		
	Without Donor Restrictions	With Donor Restrictions	Total
Endowment net assets – July 1, 2017	\$ 5,383,022	\$ 55,835,675	\$ 61,218,697
Investment return:			
Investment income	96,149	510,408	606,557
Net realized and unrealized gain	725,033	3,750,255	4,475,288
Total investment return	821,182	4,260,663	5,081,845
Contributions	920	8,773,035	8,773,955
Appropriations of endowment assets for expenditure	(185,178)	(1,850,060)	(2,035,238)
Net unrealized gain on perpetual trust	-	15,013	15,013
Other revenue	2,751	68,961	71,712
Annuity and Unitrust adjustments	-	(16,260)	(16,260)
Administrative fees	(67,404)	(676,471)	(743,875)
Reclassifications	(1,117)	31,070	29,953
Endowment net assets – June 30, 2018	<u>\$ 5,954,176</u>	<u>\$ 66,441,626</u>	<u>\$ 72,395,802</u>

Funds with deficiencies (“underwater” funds)

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor or UPMIFA requires the Foundation to retain as a fund of perpetual duration, due to market fluctuations or other draws on the endowment. As of June 30, 2019 and 2018, funds with fair values of \$447,059 and \$453,460 and original gift values of \$536,191 and \$512,988 were underwater by \$89,132 and \$59,528, respectively.

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 11. Endowment (Continued)

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, as well as Board-designated funds. Funds classified as growing toward endowment include in their pledge agreement that if the pledge is not paid within five years, the Foundation, at its discretion, could convert the fund to an operating fund. As of June 30, 2019, no funds have ever been converted to an operating fund. In all respects, these funds are treated as endowment funds, including charging an administrative fee and allocating monthly earnings. The only difference is that these funds growing toward endowment have no annual appropriation. Under this policy, as approved by the Board, the endowment assets are invested in a manner that is intended to produce results that exceed the price and yield results of a benchmark composed of 25% Russell 3000, 15% T-Bills X 2, 15% Cambridge Associates (60% Buyout & 40% Venture), 20% MSCI-World Ex-US Index, 5% Cash (3 Mo. T-Bill), 5% Merrill Lynch HY Master II, 5% Russell NCREIF Real Estate Index, and 10% Consumer Price Index (CPI) + 6%. The Foundation expects its endowment funds, over the long term, to provide an average annual real total return sufficient to cover annual expenses and distributions of the Foundation. 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). The primary objective is to provide a strategic mix of asset classes which produces the highest expected investment return within a prudent risk framework.

Spending policy and how the investment objectives relate to spending policy

The Foundation has a policy of appropriating for distribution each year 4.00% of its endowment funds' average fair value using the prior 12 quarters, commencing with the first quarter of the preceding fiscal year in which the distribution is planned. The Foundation has a policy of appropriating approximately 1.46% of the endowment funds based on the fair value of the funds on March 31 of the fiscal year to cover administrative costs of the Foundation and a portion of the President's Office. In establishing these policies, the Foundation considered the expected return on its endowment. Accordingly, the Foundation expects the current spending policy to allow its endowment to maintain its purchasing power by growing at a rate equal to planned payouts. Additional real growth will be provided through new gifts and any excess investment return.

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 12. Operating Leases

The Foundation leases the property to Longwood University on a month-to-month basis, with \$28,368 and \$20,000 of rental income recognized in the years ended June 30, 2019 and 2018, respectively.

Note 13. Related Parties

The Foundation received contribution revenue from Board members of \$90,265 and \$216,200 for the years ended June 30, 2019 and 2018, respectively. The amount of contributions receivable due from the Board members totaled \$670,531 and \$72,377 at June 30, 2019 and 2018, respectively.

In conjunction with its mission to support the activities and operations of Longwood University, the Foundation has entered into various lease arrangements for nominal amounts with the University. Total net book value of assets leased (including the property disclosed in Note 12) to the University was \$1,350,601 and \$1,352,726 at June 30, 2019 and 2018, respectively, including land on the consolidated statements of financial position.

For the years ended June 30, 2019 and 2018, the Foundation recognized \$661,900 and \$625,798, respectively, of in-kind contributions and fundraising expense for services provided from University personnel that directly benefited the Foundation.

On April 27, 2018, the Foundation issued a note receivable in the amount of \$400,000 to the Hotel Weyanoke. In 2019, an additional \$15,000 was added to the note receivable. The note bears annual interest at 8%, payable monthly, with principal payments due as follows:

April 26, 2021	\$	50,000
April 26, 2022		50,000
April 26, 2023		150,000
April 26, 2024		Remaining unpaid principal, accrued interest, and all other fees, costs, and sums owed on the loan

Note 14. Concentrations of Credit Risk

The Foundation maintains its cash, cash equivalents, and investment balances in multiple financial institutions. The Federal Deposit Insurance Corporation (FDIC) covers \$250,000 for substantially all depository accounts. The Foundation from time to time may have amounts on deposit in excess of the insured limits. The Foundation has not experienced significant losses in such accounts and does not believe it is exposed to any significant risk. Related credit risk is mitigated by the high credit quality of this financial institution.

The carrying amounts of cash, cash equivalents, and investments approximate fair value. As of June 30, 2019 and 2018, the Foundation maintained 93% and 93%, respectively, of its investment portfolio with one financial institution.

During the year ended June 30, 2019, contributions collected from five donors represented approximately 60% of the Foundation's total contributions and as of June 30, 2019, five donors represented approximately 79% of contributions receivable. During the year ended June 30, 2018, contributions from five donors represented approximately 47% of the Foundation's total contributions and as of June 30, 2018, five donors represented approximately 80% of contributions receivable.

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 15. Retirement Plan

The Foundation has a Section 403(b) retirement plan which covers substantially all full-time employees. The Foundation contributed 10.40% of the employees' salary totaling \$19,526 and \$9,143 in the years ended June 30, 2019 and 2018, respectively.

Note 16. Risk Management

The Foundation is exposed to various risks of loss related to torts, theft of assets, and errors and omissions. Additionally, the Foundation's affairs are conducted in part by the employees of Longwood University and exposure to loss resulting from this arrangement are managed by the University through a combination of methods, including participation in various risk pools administered by the Commonwealth of Virginia, purchase of commercial insurance, and self-retention of certain risks which are included in the operations of the University and not associated with the Foundation. Further details on the University's risk management program are disclosed in the financial report of the University.

Note 17. Hull Springs Farm

The Foundation owns the Hull Springs Farm (the "Farm") located in Virginia within the Chesapeake Bay watershed, which is used by the University and other universities for educational purposes and research. Since 2011, the Foundation has been working towards restoring, protecting, and preserving the Farm's wetlands through a wetland mitigation bank program administered by the Virginia Department of Environmental Quality (DEQ). As a result of the establishment of the Farm's wetland mitigation bank, the bank has created economic "credits" which are based on the ecological value associated with the wetlands. These credits can be sold to developers or other third parties whose projects may impact various ecosystems.

During the years ended June 30, 2015 through June 30, 2018, the Foundation expended \$1,174,166 towards the construction of new wetlands at the Farm in anticipation of generating future credits. As of June 30, 2018, the construction is complete, and accordingly, the Foundation has capitalized these expenditures on the accompanying consolidated statements of financial position.

During the year ended June 30, 2019, the Foundation entered into a contract to sell 72 stream credits and four wetland credits for a total of \$333,270 resulting in net revenues on sale of credits of \$262,430. The net revenues on sale of credits is included in the accompanying consolidated statements of activities.

Note 18. Commitments

As of June 30, 2019 and 2018, the Foundation had a standby letter of credit agreement with a local bank in the amount of \$700,000. This letter of credit was issued in favor of the Virginia DEQ as required in connection with the Farm wetland mitigation bank program (see Note 16). Effective July 9, 2019, the Virginia DEQ determined that the Foundation had met all provisions of the Hull Springs Farm Stream Mitigation Banking Instrument to secure the termination of the letter of credit. The letter of credit was terminated as of July 9, 2019.

(Continued)

LONGWOOD UNIVERSITY FOUNDATION, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2019

Note 19. Deferred Compensation Plan

Effective December 12, 2013, the Foundation entered into a deferred compensation agreement with the President of Longwood University, which provides \$10,000 deferred compensation, \$25,000 retention bonus, and related investment earnings equal to 5% of the year end account balance to be credited to a deferred compensation account. The retention bonus was paid annually during the President's continued employment through May 31, 2018, upon which the full bonus vested. The total amount credited to the deferred compensation account, including earnings, for the years ended June 30, 2019 and 2018, was \$42,341 and \$44,670, respectively. The total amount payable under the deferred compensation agreement as of June 30, 2019 and 2018, was \$53,691 and \$203,068, respectively, and is included in amounts payable to third-party beneficiaries in the consolidated statements of financial position.