Consolidated Financial Statements

STEUBEN COUNTY COMMUNITY FOUNDATION, INC. AND AFFILIATE

Years ended June 30, 2019 and 2018 with Independent Auditor's Report

Consolidated Financial Statements

Years ended June 30, 2019 and 2018

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Independent Auditor's Report

The Board of Directors Steuben County Community Foundation, Inc. and Affiliate

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Steuben County Community Foundation, Inc. (Foundation) and Affiliate, I-MAN, Inc. d/b/a Steuben County Fiber Network, which comprise the consolidated statements of financial position as of June 30, 2019 and 2018, and the related consolidated statements of activities and changes in net assets and cash flows for the years then ended and the related notes to the 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; 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 audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the 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 that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Basis for Qualified Opinion

As more fully described in *Note 1* to the consolidated financial statements, the Foundation accepts assets from donors and agrees to use those assets on behalf of or transfer those assets, the related return on investment of those assets, or both, to another entity that is specified by the donor; however, the Foundation does not recognize the fair value of those assets and the related return on investment of those assets as a liability to the specified beneficiary. The Foundation records all assets received from donors as revenues and all transfers as grants. Accounting principles generally accepted in the United States of America require that these investments and return on investments be recorded as a liability. The effects on the accompanying consolidated financial statements of this departure from accounting principles have not been determined.

Qualified Opinion

In our opinion, except for the effect of the matter described in the Basis for Qualified Opinion paragraph, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Steuben County Community Foundation, Inc. and Affiliate, 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.

Haines, Asenbarger & Skiba, LLC

August 15, 2019

Consolidated Statements of Financial Position

		Jun	e 3	0
		2019		2018
Assets				
Current assets:				
Cash and cash equivalents	\$	365,475	\$	368,242
Accounts receivable		44,181		50,035
Prepaid expenses and other		37,723		35,042
Total current assets		447,379		453,319
Investments	2	24,544,081		22,849,039
Land, building and equipment:				
Land		382,781		382,781
Building and improvements		466,990		466,990
Office furniture and equipment		268,773		276,422
Fiber optic network		4,672,842		4,580,963
		5,791,386		5,707,156
Less accumulated depreciation		1,879,625		1,646,747
		3,911,761		4,060,409
Other assets:				
Cash value of life insurance policies		441,737		422,186
Beneficial interest in trusts		616,117		678,165
Total assets	\$ 2	<u> 29,961,075</u>	\$	28,463,118
Liabilities				
Current liabilities:				
Accounts payable and other current liabilities	\$	58,634	\$	70,359
Current portion of grants and scholarships payable	Ψ	235,759	Ψ	130,550
Current portion of long-term debt		106,677		174,396
Current portion of deferred revenue		128,227		113,511
Current portion of capital lease obligation		1,424		-
Total current liabilities		530,721		488,816
Grants and scholarships payable, less current portion		70,000		88,999
Long-term debt, less current portion		33,278		139,955
Deferred revenue, less current portion		62,062		72,277
Capital lease obligation, less current portion		3,995		_
Total liabilities		700,056		790,047
Net assets:				
Without donor restrictions		3,513,494		3,408,452
With donor restrictions	,	25,747,525		24,264,619
Total net assets		29,261,019		27,673,071
Total liabilities and net assets		29,961,075	\$	28,463,118
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See accompanying notes to consolidated financial statements.

Consolidated Statements of Activities and Changes in Net Assets

	Y	ear	end	led	.]	lune	3	(
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				2019		2018				
	Without Donor With Donor		Without Donor With Donor							
	Rest	rictions	Re	estrictions	Total	Re	estrictions	Restrictions		Total
Support, revenues and gains					_					_
Contributions and grants	\$	66,399	\$	1,494,245	\$ 1,560,644	\$	12,741	\$ 2,185,267	\$	2,198,008
Management fees		316,835		-	316,835		304,167	-		304,167
Program fees, net		637,624		-	637,624		642,734	-		642,734
Net investment return		2,000		1,660,302	1,662,302		927	1,421,318		1,422,245
Change in value of cash value										
of life insurance policies		-		17,309	17,309		-	16,914		16,914
Gain on beneficial interest in trusts		-		(69,829)	(69,829)		-	89,684		89,684
Total support, revenues and gains					_					_
before net assets released from restrictions	1	,022,858		3,102,027	4,124,885		960,569	3,713,183		4,673,752
Net assets released from restrictions	1	,627,062	((1,627,062)			2,171,580	(2,171,580)		
Total support, revenues and gains	2	,649,920		1,474,965	4,124,885		3,132,149	1,541,603		4,673,752
Expenses										
Program services:										
Grants	1	,302,771		-	1,302,771		1,876,645	-		1,876,645
Management fees		316,835		-	316,835		304,167	-		304,167
Other program		473,154		-	473,154		392,258	-		392,258
	2	,092,760		-	2,092,760		2,573,070	-		2,573,070
Supporting services:										
Fundraising		58,311		-	58,311		49,114	-		49,114
Management and general		385,866		-	385,866		387,204	-		387,204
		444,177		-	444,177		436,318	-		436,318
Total expenses	2	,536,937		-	2,536,937		3,009,388	-		3,009,388
Increase in net assets		112,983		1,474,965	1,587,948		122,761	1,541,603		1,664,364
Net asset transfers		(7,941)		7,941	-		(48,121)	48,121		-
Net assets at beginning of year	3	,408,452	2	24,264,619	27,673,071		3,333,812	22,674,895		26,008,707
Net assets at end of year	\$ 3	,513,494	\$ 2	25,747,525	\$ 29,261,019	\$	3,408,452	\$ 24,264,619	\$	27,673,071

Steuben County Community Foundation, Inc.

Consolidated Statements of Functional Expenses

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		20	19		-	2018				
		Supporting	Activities			Supporting				
	Program	Management	·	Total	Program	Management		Total		
	Services	and General	Fund-raising	Expenses	Services	and General	Fund-raising	Expenses		
Grants and scholarships awarded	\$ 1,302,771	\$ -	\$ -	\$ 1,302,771	\$1,876,645	\$ -	\$ -	\$1,876,645		
Management fees	316,835	-	-	316,835	304,167	-	-	304,167		
Personnel and related expenses:										
Salaries and wages	54,109	135,516	26,498	216,123	_	153,551	21,288	174,839		
Payroll taxes	4,139	10,613	2,072	16,824	_	11,947	1,674	13,621		
Employee benefits	1,191	3,282	644	5,117	-	4,187	644	4,831		
	59,439	149,411	29,214	238,064	-	169,685	23,606	193,291		
Administrative	4,966	-	-	4,966	-	3,244	-	3,244		
Advertising and marketing	-	941	8,466	9,407	-	1,018	9,165	10,183		
Conferences and training	231	5,815	5,815	11,861	-	19,587	2,177	21,764		
Depreciation	232,290	11,758	1,603	245,651	226,753	11,444	1,561	239,758		
Development	-	2,428	5,668	8,096	-	2,421	5,650	8,071		
Fiber network management fees	66,265	73,456	-	139,721	41,729	77,497	-	119,226		
Information technology	-	8,921	971	9,892	-	9,827	1,092	10,919		
Insurance	22,341	1,995	-	24,336	28,049	1,979	-	30,028		
Interest	5,869	315	-	6,184	10,171	-	-	10,171		
Membership dues and subscriptions	-	2,933	-	2,933	-	4,840	-	4,840		
Miscellaneous	1,179	3,389	2,064	6,632	2,483	1,865	2,037	6,385		
Network maintenance	39,839	-	-	39,839	49,546	-	-	49,546		
Occupancy	-	19,989	2,221	22,210	-	23,128	2,570	25,698		
Office	4,401	17,455	2,289	24,145	-	14,590	1,256	15,846		
Pole lease	25,678	-	-	25,678	24,497	-	-	24,497		
Professional fees	2,369	87,060	-	89,429	1,924	46,079	-	48,003		
State income tax	8,287			8,287	7,106	-		7,106		
Total expenses	\$ 2,092,760	\$ 385,866	\$ 58,311	\$ 2,536,937	\$2,573,070	\$ 387,204	\$ 49,114	\$3,009,388		

See accompanying notes to consolidated financial statements.

Consolidated Statements of Cash Flows

	Year ende	ed June 30 2018
Operating activities		_
Increase in net assets	\$ 1,587,948	\$ 1,664,364
Adjustments to reconcile increase in net		
assets to net cash provided by operating activities:		
Realized and unrealized gain on investments	(989,094)	(861,495)
Depreciation	245,651	239,759
(Gain) loss on beneficial interest in trusts	62,048	(86,497)
Changes in operating assets and liabilities:		
Accounts receivable	5,854	12,267
Prepaid expenses and other	(2,681)	(8,111)
Cash value of life insurance policies	(19,551)	(19,336)
Accounts payable and other current liabilities	(11,725)	37,094
Grants and scholarships payable	86,210	24,199
Deferred revenue	4,501	(8,335)
Net cash provided by operating activities	969,161	993,909
Investing activities		
Purchases of investments	(6,739,589)	(8,218,776)
Proceeds from sale and maturities of investments	6,033,641	7,577,617
Purchases of land, building and equipment	(90,751)	(51,144)
Net cash used in investing activities	(796,699)	(692,303)
Financing activities		
Payments of long-term debt	(174,396)	(170,095)
Payments of capital lease obligation	(833)	-
	(175,229)	(170,095)
Increase (decrease) in cash and cash equivalents	(2,767)	131,511
Cash and cash equivalents at beginning of year	368,242	236,731
Cash and cash equivalents at end of year	\$ 365,475	\$ 368,242
Supplemental disclosure Non-cash capital lease obligation for land, building and equipment	\$ 5,123	\$ -

Notes to Consolidated Financial Statements

June 30, 2019

1. Organization

The Steuben County Community Foundation, Inc. (Foundation) is a not-for-profit corporation organized pursuant to the laws of the state of Indiana. The Foundation was organized for the purpose of meeting the charitable needs of primarily Steuben County, Indiana. The Foundation supports new and existing programs of not-for-profit organizations for specific charitable purposes. The Foundation's support is derived principally from contributions received from private and public organizations or individuals.

The mission of the Foundation is:

"connecting people who care with needs that matter to our community."

I-MAN, Inc., d/b/a Steuben County Fiber Network (SCFN) is a not-for-profit corporation organized under the laws of the state of Indiana. SCFN's mission is to develop and implement the mechanisms necessary for improving future generations' quality and standard of life in Steuben County and surrounding communities by the creation of digital real-estate that reaches education facilities, the community, businesses, the county, state and the world. SCFN is a supporting entity of the Foundation. Earnings from SCFN's operations are used to support endowments of the Foundation.

Steuben County Community Foundation Building, LLC (Building LLC) and Steuben County Community Foundation Real Estate, LLC (Real Estate LLC) were formed effective July 1, 2019. The Foundation is the sole member of both entities. The land and building in which the Foundation operates will be transferred to the Building LLC. The Real Estate LLC will hold other real estate on a permanent or temporary basis.

The Foundation and SCFN are exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code and similar provisions of state law. However, the Foundation and SCFN are subject to federal income tax on any unrelated business taxable income. Management believes the Foundation and SCFN are no longer subject to examination by tax authorities for years before June 30, 2016.

The Foundation and SCFN have entered into a Broadband Expansion Agreement, as amended as of May 15, 2014, whereby the Foundation provides staff and facilities for the operations of SCFN. An annual administrative fee is charged in the amount of \$20,000 payable quarterly in \$5,000 installments due on or before the last day of each calendar quarter.

Notes to Consolidated Financial Statements (continued)

1. Organization (continued)

Pursuant to the Broadband Expansion Agreement between SCFN and the Foundation, SCFN borrowed \$410,000 from the Foundation during the year ended June 30, 2015, in addition to \$200,000 borrowed previously, for total borrowings of \$610,000 (Funds). In exchange for the use of the Funds, SCFN must pay 7 percent interest, due annually on or before June 30. Interest paid pursuant to this agreement was \$42,700 for the years ended June 30, 2019 and 2018, respectively.

2. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the Foundation and SCFN (collectively, Organization). Accounting principles generally accepted in the United States of America require consolidation of not-for-profit entities if one entity has both control and an economic interest in another entity. The Foundation has control of SCFN's Board of Directors and an agreement with SCFN that includes a significant economic interest. All significant inter-organization accounts and transactions have been eliminated in consolidation.

Basis of Presentation

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting.

Departure from Accounting Principles Generally Accepted in the United States of America

The Foundation accepts assets from donors and agrees to use those assets on behalf of or transfer those assets, the related return on investment of those assets, or both, to another entity that is specified by the donor; however, the Foundation does not recognize the fair value of those assets as a liability to the specified beneficiary when the assets are received, and does not recognize an additional liability for any investment income earned on the related asset. Furthermore, the Foundation recognizes revenue and support for the fair value of the assets and investment income and reports expenses when the assets are transferred to the beneficiary.

Notes to Consolidated Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Cash and Cash Equivalents

All highly liquid investments with a maturity of three months or less when purchased are considered to be cash equivalents, except those short-term investments managed as part of long-term investment strategies. The Organization maintains cash accounts at local banks. From time to time during the year, the Organization's cash accounts exceeded federally insured limits due to the transfer of funds to pay for grants awarded.

Accounts Receivable

Accounts receivable are stated at the amount billed to SCFN customers. The Organization provides an allowance for doubtful accounts for estimated losses in the collections of accounts receivable, which is based upon an analysis of outstanding receivables, taking into consideration the age of past due accounts, an assessment of the customer's ability to pay and historical collection information. When specific accounts are deemed uncollectible, in whole or in part, such amounts are removed from the accounts, although collection efforts may continue. As of June 30, 2019 and 2018, no allowance for doubtful accounts was deemed necessary.

Contributions and Pledges Receivable

Contributions, including gifts, grants, bequests, pledges and other unconditional promises to give without restrictions or stipulations are recorded as support in the period received. Contributions are reported as donor restricted support if they are received with donor imposed stipulations that limit their use.

Conditional promises or pledges are recognized when the conditions on which they depend are substantially met.

Contributions of assets other than cash are recorded at their fair market value.

Unconditional promises or pledges are recorded at net realizable value. The Foundation provides an allowance for uncollectible pledges which is based on historical collection experience and management's estimate of the losses that will be incurred in the collection of all pledges receivable. As of June 30, 2019 and 2018, no allowance for uncollectible pledges was deemed necessary.

Notes to Consolidated Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Investments and Net Investment Return

Investment purchases are recorded at cost, or if donated, at fair value on the date of donation. Thereafter, the Foundation's investments are reported at their fair values in the statements of financial position. Net investment return (loss) is reported in the statements of activities and changes in net assets and consists of interest and dividend income, realized and unrealized gains and losses, less external and direct internal investment expenses. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See *Note 4* for discussion of fair value measurements.

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Net realized and unrealized investment gains or losses are determined by comparison of asset cost, using the specific identification method, to net proceeds received at the time of sale and changes in the difference between market values and cost, respectively.

The Foundation maintains a significant and diverse investment portfolio, without concentration of risk by type, industry or geographic area, which is managed by professional investment managers in compliance with the investment policy established by the Board of Directors. Investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain 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 account balances.

Land, Building and Equipment

Land, building and equipment are stated at cost or if donated, at fair value at the date of the donation, except for land, building and equipment that have been impaired. For impaired assets, the carrying amount is reduced to the estimated fair market value. There were no impaired assets at June 30, 2019 and 2018. Items which cost \$5,000 or more and have a useful life of one year or more are capitalized. Depreciation is computed by the straight-line method over the following estimated useful lives:

Building and improvements	39 years
Office furniture and equipment	3-7 years
Fiber optic network	20 years
Website	5 years

Notes to Consolidated Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Land, Building and Equipment (continued)

Expenditures for normal repairs and maintenance are expensed when incurred.

Net Assets

Net assets, revenues, gains and losses are classified based on the existence or absence of donor or grantor imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

Net Assets Without Donor Restrictions—Net assets available for general use and not subject to donor- (or certain grantor-) restrictions.

Net Assets With Donor Restrictions—Net assets subject to donor- (or certain grantor-) imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. Gifts of long-lived assets and gifts of cash restricted for the acquisition of long-lived assets are recognized as revenue when the assets are placed in service. Donor-imposed restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled or both. Resources arising from the results of operations or assets set aside by the Board of Directors are not considered to be donor restricted.

Net asset transfers occur when a donor approves a transfer of assets from one net asset classification to another and/or from one fund to another. The amount reported on the statements of activities is a net amount of all such transfers that occurred during the year.

Program Fees and Deferred Revenue

Monthly fees are charged for fiber optic services provided by SCFN. Fees are billed at the beginning of each quarter and recognized in the month in which services are provided. Deferred revenue represents amounts invoiced to customers for fiber optic services that have not yet been provided by SCFN. Customer connection fees are recognized at the time of completion (i.e. the customer is connected to the fiber optic network and is ready to begin receiving monthly service).

Notes to Consolidated Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Program Fees and Deferred Revenue (continued)

The following table summarizes the fees charged for these services:

	Year ended June 30			
		2019		2018
Program fees, net:				
Monthly service fees	\$	627,095	\$	602,439
Customer connection fees—main lines		-		38,366
Customer connection fees to customer facility		78,030		88,758
Cost of customer connections		(67,501)		(86,829)
	\$	637,624	\$	642,734

Grants and Scholarships

Grants and scholarships are considered incurred and recorded as payable upon their approval by the Board of Directors and communication to designated grantees. Grants payable in more than one year are initially recognized at fair value using present value methods at the time the grants are made.

Use of Estimates

Preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Functional Expenses

The cost of providing the program and other activities has been summarized on a functional basis in the accompanying statements of activities and changes in net assets. The financial statements report certain categories of expenses that are attributed to more than one program or supporting function. Therefore, expenses require allocation on a reasonable basis that is consistently applied. The expenses that are allocated include occupancy, depreciation, which are allocated on a square footage basis, as well as salaries and wages, benefits, payroll taxes, professional fees, office expenses, information technology, interest, insurance and other expenses, which are allocated on the basis of estimates of time and effort.

Notes to Consolidated Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Reclassification

Certain amounts as of and for the year ended June 30, 2018 have been reclassified to conform with the presentation as of and for the year ended June 30, 2019.

Recently Issued Accounting Standards

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Consumers*, to clarify the principles for recognizing revenue and to improve financial reporting by creating common revenue recognition guidance for U.S. GAAP and International Financial Reporting Standards. The core principle of the new guidance is that any entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 is now effective for annual reporting periods beginning after December 15, 2018, including interim periods within that reporting period. Early adoption is not permitted. The Foundation is evaluating the guidance in ASU 2014-09 and the impact that the adoption of this update will have on its consolidated financial statements.

In June 2018, the FASB issued Accounting Standards Update (ASU) 2018-08, Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made. This standard is intended to address questions stemming from FASB ASU No. 2014-09, Revenue from Contracts with Customers, regarding its implications on the grants and contracts of not-for-profit organizations. The guidance clarifies how entities determine whether to account for a transfer of assets (or a reduction, settlement or cancellation of a liability) as an exchange transaction or a contribution. The new guidance also clarifies that a contribution is conditional if the agreement includes both a barrier (or barriers) that must be overcome for the recipient to be entitled to the assets transferred and a right of return for the transferred assets or a right of release of the promisor's obligation to transfer assets. ASU 2018-08 applies to resource providers and resource recipients. The new standard is effective for the Foundation in the year ending June 30, 2021. Early adoption of the amendments is permitted. The Foundation is currently evaluating the impact of the adoption of the standard on its financial statements.

Notes to Consolidated Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Recently Issued Accounting Standards (continued)

In February 2016, the FASB issued ASU 2016-02, *Leases* (Topic 842), which supersedes the leasing guidance in Topic 840, *Leases*. Under the new guidance, lessees are required to recognize lease assets and lease liabilities on the statement of financial position for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the statement of activities. The new standard is effective for the Foundation's June 30, 2021 financial statements. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. The Foundation is currently evaluating the effect of the pending adoption of the new standard on the financial statements.

Newly Adopted Accounting Standard

On August 18, 2016, FASB issued Accounting Standards 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 implemented ASU 2016-14 and has adjusted the presentation of these financial statements accordingly. The ASU has been applied retrospectively to all periods presented.

3. Liquidity and Availability

The Foundation receives significant contributions with donor restrictions to be used in accordance with the associated purpose restrictions. It also receives gifts to establish endowments that will exist in perpetuity; the income generated from such endowments is used to fund programs. Annual program funding needs are supported by contributions received without donor restrictions, investment income without donor restrictions and appropriated earnings from gifts with donor restrictions. SCFN receives connection and monthly fees which are available to support its operating expenses.

Notes to Consolidated Financial Statements (continued)

3. Liquidity and Availability (continued)

The Foundation considers investment income without donor restrictions, appropriated earnings from donor-restricted and board-designated endowments, contributions without donor restrictions and contributions with donor restrictions for use in current programs which are ongoing, major and central to its annual operations to be available to meet cash needs for general expenditures. General expenditures include administrative, general and fundraising expenses. Annual operations are defined as activities occurring during the Foundation's fiscal year.

The Foundation manages its cash available to meet general expenditures following three guiding principles: operating within a prudent range of financial soundness and stability; maintaining liquid assets; and maintaining sufficient reserves to provide reasonable assurance that long-term grant commitments and obligations under endowments with donor restrictions and quasi-endowments that support mission fulfillment will continue to be met, ensuring the sustainability of the Foundation.

Financial assets available for general expenditure, without donor or other restrictions limiting their use, within one year from the statement of financial position date, comprise the following:

Cash and cash equivalents	\$ 365,475
Accounts receivable	44,181
Investments available for general expenditures	443,364
	\$ 853,020

In addition to these funds available for general expenditures, the Foundation's Board of Directors has chosen to charge an administrative fee to all funds pursuant to the fund agreement. Certain administrative fees are based on a percentage of the fund balance and are assessed quarterly or annually. Other administrative fees are based on a percentage of annual contributions to the fund. Estimated administrative fees available for general expenditures during the year ended June 30, 2020 are \$310,000.

The Foundation's Grant Advisory Committee meets periodically to review and recommend grant requests for approval by the Board of Directors. The Foundation has adopted investment and spending policies for endowment assets that attempt to provide sufficient liquidity for grantmaking and other purposes.

Notes to Consolidated Financial Statements (continued)

4. Fair Value Measurements

ASC 820, Fair Value Measurements and Disclosures, establishes a framework for measuring fair value which 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 under ASC 820 are described below:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Foundation has the ability to access.
- 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; If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at June 30, 2019 and 2018.

Money market funds: Valued at quoted market prices in an exchange and active market, which represent the net asset values (NAV) of shares held by the Foundation at year-end.

Certificates of deposit: Recorded at cost plus accrued interest (carrying value), which approximates fair value.

United States Treasury and government agency obligations, corporate bond and other debt securities and preferred stock: Valued based on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for

Notes to Consolidated Financial Statements (continued)

4. Fair Value Measurements (continued)

identical or similar obligations or bonds, the obligation or bond is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks.

Mutual funds: Valued at the daily closing price. Mutual funds held by the Foundation are open-end funds that are registered with the Securities and Exchange Commission. The mutual funds held by the Foundation are deemed to be actively traded.

Common stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Limited partnership: Valued based on periodic financial information received from the investment advisor and/or managing member and the Foundation's percentage ownership in the alternative investment entity. The limited partnership is a public investment vehicle, valued using the NAV provided by the managing member of the limited partnership, that focus on accumulating earnings while maintaining the appropriate level of diversified risk. The NAV is based on the value of the underlying assets owned by the partnership, minus its liabilities and then divided by the number of shares outstanding.

Cash value of life insurance policies: Valued at the redemption value as determined by the insurance carrier at year-end.

Beneficial interest in trusts: Valued at its proportional interest in the underlying trust assets which are valued at the fair value. The remainder interest in real estate is valued based on the fair value of the real estate times a remainder interest factor, based on mortality tables.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Foundation believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Notes to Consolidated Financial Statements (continued)

4. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Foundation's assets at fair value as of June 30, 2019 and 2018:

	Assets at Fair Value at June 30, 2019							
		Level 1	Level 2	Level 3	Total			
Money market funds	\$	639,937	\$ -	\$ -	\$ 639,937			
Certificates of deposit	·	_	218,315	· -	218,315			
U.S. Government securities		_	2,904,764	-	2,904,764			
Corporate bonds and			, ,		, ,			
other debt securities		-	2,258,528	-	2,258,528			
Preferred stock		-	31,595	-	31,595			
Mutual funds:								
Income		2,825,662	-	-	2,825,662			
Aggressive income		537,782	-	-	537,782			
Growth and income		4,734,391	-	-	4,734,391			
Growth		782,006	-	-	782,006			
Aggressive growth		412,233	-	-	412,233			
International funds		238,125	-	-	238,125			
Total mutual funds		9,530,199	-	-	9,530,199			
Common stock:								
Domestic stock:								
Healthcare		1,021,094	-	-	1,021,094			
Financial services		1,363,800	-	-	1,363,800			
Energy		376,062	-	-	376,062			
Utilities		255,885	-	-	255,885			
Consumer goods		733,774	-	-	733,774			
Industrial and material		1,080,403	-	-	1,080,403			
Technology		1,298,570	-	-	1,298,570			
Communication services		497,021	-	-	497,021			
Consumer discretionary		716,122	-	-	716,122			
Real estate		327,700	-	-	327,700			
Diversified and other		91,799	<u> </u>		91,799			
Total domestic stock		7,762,230	-	-	7,762,230			

Notes to Consolidated Financial Statements (continued)

4. Fair Value Measurements (continued)

	Assets at I	aiı	r Value at J	un	e 30, 2019 (cont	inued)
	 Level 1		Level 2		Level 3		Total
Foreign stock:							
Healthcare	\$ 58,504	\$	-	\$	-	\$	58,504
Financial services	130,188		-		-		130,188
Energy	31,681		-		-		31,681
Utilities	20,487		-		-		20,487
Consumer goods	38,387		-		-		38,387
Industrial and material	126,127		-		-		126,127
Technology	43,192		-		-		43,192
Communication services	51,323		-		-		51,323
Consumer discretionary	54,860		-		-		54,860
Real estate	8,184		-		-		8,184
Total foreign stock	562,933		-		-		562,933
Total common stock	 8,325,163		-		-		8,325,163
	18,495,299		5,413,202		-		23,908,501
Cash value of life							
insurance policies	-		441,737		-		441,737
Beneficial interest in trusts	-		-		616,117		616,117
Total other assets at fair value	 -		441,737		616,117		1,057,854
Assets in the fair value			,		,		
hierarchy	\$ 18,495,299	\$	5,854,939	\$	616,117	_	24,966,335
Limited partnership valued at							
NAV							635,580
Total assets at fair value						\$	25,601,935

Notes to Consolidated Financial Statements (continued)

4. Fair Value Measurements (continued)

	Assets at Fair Value at June 30, 2018					
		Level 1	Level 2	Level 3	Total	
Money market funds	\$	721,932	\$ -	\$ - 5	721,932	
Certificates of deposit		-	229,040	_	229,040	
U.S. Government securities		-	2,376,693	-	2,376,693	
Corporate bonds and						
other debt securities		-	2,192,982	-	2,192,982	
Preferred stock		-	20,221	-	20,221	
Mutual funds:						
Income		2,618,901	-	-	2,618,901	
Aggressive income		504,694	-	-	504,694	
Growth and income		4,472,955	-	-	4,472,955	
Growth		691,457	-	-	691,457	
Aggressive growth		347,549	-	-	347,549	
International funds		225,681	-	-	225,681	
Total mutual funds		8,861,237	-	-	8,861,237	
Common stock:						
Domestic stock:						
Healthcare		992,837	-	-	992,837	
Financial services		1,294,223	-	-	1,294,223	
Energy		399,585	-	-	399,585	
Utilities		226,503	-	-	226,503	
Consumer goods		592,553	-	-	592,553	
Industrial and material		1,191,746	-	-	1,191,746	
Technology		1,388,245	-	-	1,388,245	
Communication services		139,357	-	-	139,357	
Consumer discretionary		651,808	-	-	651,808	
Real estate		263,776	-	-	263,776	
Diversified and other	_	70,777	-		70,777	
Total domestic stock		7,211,410	-	-	7,211,410	

Notes to Consolidated Financial Statements (continued)

4. Fair Value Measurements (continued)

Assets at I	aiı	· Value at J	une	2018 (con	tinued)
Level 1		Level 2		Level 3		Total
\$ 49,339	\$	-	\$	-	\$	49,339
114,777		-		-		114,777
30,131		-		-		30,131
10,463		-		-		10,463
43,022		-		-		43,022
123,080		-		-		123,080
81,489		-		-		81,489
25,420		-		-		25,420
57,979		-		-		57,979
11,649		-		-		11,649
 547,349		-		-		547,349
 7,758,759		-		-		7,758,759
17,341,928		4,818,936		-		22,160,864
_		422,186		_		422,186
-		-		678,165		678,165
-		422,186		678,165		1,100,351
\$ 17,341,928	\$	5,241,122	\$	678,165		23,261,215
						688,175
				•	\$	23,949,390
	\$ 49,339 114,777 30,131 10,463 43,022 123,080 81,489 25,420 57,979 11,649 547,349 7,758,759 17,341,928	\$ 49,339 \$ 114,777 30,131 10,463 43,022 123,080 81,489 25,420 57,979 11,649 547,349 7,758,759 17,341,928	\$ 49,339 \$ - 114,777 - 30,131 - 10,463 - 43,022 - 123,080 - 81,489 - 25,420 - 57,979 - 11,649 - 547,349 - 7,758,759 - 17,341,928 4,818,936 - 422,186 422,186	\$ 49,339 \$ - \$ 114,777 - 30,131 - 10,463 - 43,022 - 123,080 - 81,489 - 25,420 - 57,979 - 11,649 - 547,349 - 7,758,759 - 17,341,928 4,818,936 - 422,186 422,186	Level 1 Level 2 Level 3 \$ 49,339 - \$ - \$ 114,777 - - \$ 30,131 - - \$ 10,463 - - \$ 43,022 - - \$ 123,080 - - \$ 81,489 - - \$ 25,420 - - \$ 57,979 - - \$ 11,649 - - \$ 7,758,759 - - \$ 17,341,928 4,818,936 - - 422,186 - - 678,165 - 422,186 678,165	\$ 49,339 \$ - \$ - \$ 114,777 30,131

Notes to Consolidated Financial Statements (continued)

4. Fair Value Measurements (continued)

The changes in assets classified as Level 3 are as follows:

Remainder Value of	Remain	der	Total
Life Estate	1 rus	l	<u>Total</u>
\$ 422,970	\$ 255,1	.95 \$	678,165
(64,122)	2,0	74	(62,048)
\$ 358,848	\$ 257,2	269 \$	616,117
Remainder Value of Life Estate	Remain	der	Total
\$ 339,940	\$ 251,7	728 \$	591,668
83,030	3,4	-67	86,497
	Value of Life Estate \$ 422,970 (64,122) \$ 358,848 Remainder Value of Life Estate	Value of Life Estate Remain Trus \$ 422,970 \$ 255,1 (64,122) 2,0 \$ 358,848 \$ 257,2 Remainder Value of Life Estate Charita Remain Trus	Value of Life Estate Remainder Trust \$ 422,970 \$ 255,195 \$ (64,122) 2,074 \$ 358,848 \$ 257,269 \$ Remainder Value of Life Estate Charitable Remainder Trust Trust

5. Beneficial Interest in Trusts

The Foundation was bequeathed a remainder interest in real estate located in Steuben County, Indiana, and has been named the beneficiary of a charitable remainder trust that is held by a third-party trustee.

The real estate interest, received in 1999, was valued at fair value at the date the gift was received multiplied by the remainder interest factor, based on mortality tables. The fair value is revalued annually and was \$358,848 and \$422,970 at June 30, 2019 and 2018, respectively.

Notes to Consolidated Financial Statements (continued)

5. Beneficial Interest in Trusts (continued)

The charitable remainder trust, held by a third-party trustee, is valued at the fair value of the underlying assets and is adjusted annually for changes in the fair value. The fair value of the charitable remainder trust as of June 30, 2019 and 2018 was \$257,269 and \$255,195, respectively.

6. Grants and Scholarships Payable

The following summarizes the changes in grants and scholarships payable:

	Year ended June 30			
	2019	2018		
Grants and scholarships payable at beginning of year	\$ 219,549	\$ 195,350		
Unconditional grants and scholarships expensed	1,310,227	1,876,645		
Less payments made	1,224,017	1,852,446		
Grants and scholarships payable at end of year	\$ 305,759	\$ 219,549		

Grants and scholarships payable at June 30, 2019 are scheduled to be disbursed as follows:

2020	\$ 235,759
2021	34,000
2022	27,000
2023	9,000
	\$ 305,759

7. Charitable Gift Annuity Payable

The Foundation has entered into two charitable gift annuities in which the donors contribute assets to the Foundation in exchange for the right to receive a fixed dollar annual return during his/her lifetime or, for joint annuitants, the lifetime of the donor's spouse, whichever is longer. The fair value of the assets contributed over the present value of the liability for future payments has been recognized as a contribution at the date of the gift. Annually, the Foundation revalues the liability based on applicable mortality tables and discount rate. The discount rate at June 30, 2019 and 2018 was 3.4 percent and 2.4 percent, respectively. The charitable gift annuity payable was \$25,922 and \$19,891 at June 30, 2019 and 2018, respectively, and is included in accounts payable and other current liabilities in the consolidated statements of financial position.

Notes to Consolidated Financial Statements (continued)

8. Debt Arrangements

Pursuant to debt agreements, SCFN pays monthly principal and interest installments of \$11,959 with a final payment due on December 28, 2019, and monthly principal and interest installments of \$3,063 with a final payment due on May 28, 2021, on various notes payable for the purchase of fiber optic cable deployed to cellular towers. The notes payable bear interest at a fixed rate of 2.5 percent.

Maturities on the notes payable as of June 30, 2019 are as follows:

Year ended June 30, 2020	\$ 106,677
Year ended June 30, 2021	33,278
	\$ 139,955

Interest paid was \$5,869 and \$10,171 for the years ended June 30, 2019 and 2018, respectively.

9. Lease

The Foundation leases certain office equipment pursuant to a capital lease arrangement that expires in 2023. Assets recorded pursuant to capital lease agreement included in property and equipment consisted of the following at June 30, 2019:

Office furniture and equipment	\$ 5,123
Less allowance for depreciation	512
	\$ 4,611

The Foundation recorded amortization expense of \$512 for the year ended June 30, 2019. Such amortization is included in depreciation expense for financial reporting purposes.

Notes to Consolidated Financial Statements (continued)

9. Lease

Future minimum lease payments as of June 30, 2019 pursuant to the capital lease are as follows:

2020	\$ 1,839
2021	1,839
2022	1,839
2023	 766
Total minimum payments	6,283
Amount representing interest	864
Capital lease obligation	5,419
Less current portion	1,424
	\$ 3,995

10. Net Assets with Donor Restrictions

Net assets with donor restrictions are restricted for the following purposes or periods:

	June 30			
		2019		2018
Subject to expenditure for specific purpose:				
Specific organization fund	\$	2,918,927	\$	2,941,145
General funds		1,096,746		923,279
Operating funds		850,011		686,735
Scholarships		1,161,801		1,043,879
		6,027,485		5,595,038
Restricted in perpetuity:				
Specific organization funds		7,860,240		7,762,091
General funds		5,862,193		5,189,294
Operating funds		1,772,284		1,639,782
Scholarships		4,225,323		4,078,414
		19,720,040	-	18,669,581
	\$	25,747,525	\$ 2	24,264,619

Income from the general endowment funds is to be used for programs benefiting Steuben County residents.

Notes to Consolidated Financial Statements (continued)

10. Net Assets with Donor Restrictions (continued)

Net assets released from donor restrictions by incurring expenses satisfying the restricted purpose specified by the donor or by the occurrence of the passage of time were \$1,627,062 during the year ended June 30, 2019 and \$2,171,580 during the year ended June 30, 2018.

11. Endowment Funds

ASC 958, *Not-for-Profit Entities*, requires certain net asset classifications for institutional endowment funds under Uniform Prudent Management of Institutional Funds Act (UPMIFA). Effective July 1, 2007, the Indiana General Assembly adopted UPMIFA.

The Foundation's endowment consists of approximately 160 individual funds established for a variety of purposes. Its endowment includes both donor-restricted endowment funds and funds designated by the Board of Directors to function as endowments. Net assets associated with endowment funds, including funds designated by the Board of Directors to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

Interpretation of Relevant Law

The Board of Directors of 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 stipulation to the contrary. As a result of this interpretation, the Foundation retains in perpetuity (a) the original value of initial and subsequent gift amounts (including promises to give net of discount and allowance for doubtful accounts) donated to the Endowment and (b) any accumulations to the endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation added. Donor-restricted amounts not retained in perpetuity are subject to appropriation for expenditure 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.

Notes to Consolidated Financial Statements (continued)

11. Endowment Funds (continued)

Interpretation of Relevant Law (continued)

- The expected total return from income and the appreciation (depreciation) of investments.
- Other resources of the Foundation.
- The investment policies of the Foundation.

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 as well as board-designated funds. Under this policy, as approved by the Board of Directors, the endowment assets are invested in a manner that is intended to produce results that compare favorably with the performance of publicly traded market indices, including the S&P 500 or other recognized indices. The Foundation expects its endowment funds, over time, to provide an average rate of return of approximately 7 percent annually. Actual returns in any given year may vary from this amount.

Strategies Employed for Achieving Objectives

To satisfy its long-term rate-of-return objectives, the Foundation relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Foundation targets a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term return objectives within prudent risk constraints.

Spending Policy and How the Investment Objectives Relate to Spending Policy

The Foundation has a policy of appropriating for distribution each year a percentage of its endowment funds' average fair value over the preceding sixteen calendar quarters of the fiscal year in which the distribution is planned, limited to accumulated earnings. The current appropriation percentage is 4 percent. In establishing the policy, the Foundation considered the long-term expected return on its endowment. This is consistent with the Foundation's objective to maintain the purchasing power of the endowment assets held in perpetuity or for a specified term as well as to provide additional real growth through new gifts and investment return.

Notes to Consolidated Financial Statements (continued)

11. Endowment Funds (continued)

Endowment net asset composition by type of fund as of June 30, 2019, is as follows:

	Without Donor Restrictions	With Donor Restrictions	Total
Donor-advised and agency endowment funds	\$ -	\$ 15,507,449	\$15,507,449
Board-advised endowment funds	-	9,282,367	9,282,367
Total funds	\$ -	\$24,789,816	\$24,789,816

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

	Without		With	
	Do	nor	Donor	
	Restri	ctions	Restrictions	Total
Endowment net assets				
at beginning of year	\$	-	\$23,031,209	\$23,031,209
Investment income:				
Net investment return		-	1,609,396	1,609,396
Other changes:				
Contributions and grants		-	1,232,748	1,232,748
Change in cash value of life insurance		-	(64,122)	(64,122)
Change in value of beneficial				
interests in trusts		-	(5,707)	(5,707)
Donor directed intrafund transfers		-	41,304	41,304
Appropriation for expenditure		-	(1,055,012)	(1,055,012)
Endowment net assets at end of year	\$	-	\$24,789,816	\$24,789,816

Notes to Consolidated Financial Statements (continued)

11. Endowment Funds (continued)

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

	Without Donor Restrictions	With Donor Restrictions	Total
Donor-advised and agency			
endowment funds	\$ -	\$14,874,092	\$14,874,092
Board-advised endowment funds		8,157,117	8,157,117
Total funds	\$ -	\$23,031,209	\$23,031,209

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

	Without Donor		With	
			Donor	
	Restrictions		Restrictions	Total
Endowment net assets				
at beginning of year	\$	-	\$21,700,300	\$21,700,300
Investment income:				
Net investment return		-	1,413,545	1,413,545
Other changes:				
Contributions and grants		-	666,057	666,057
Change in cash value of life insurance		-	16,914	16,914
Change in value of beneficial				
interests in trusts		-	89,684	89,684
Donor directed intrafund transfers		-	14,859	14,859
Appropriation for expenditure		-	(870,150)	(870,150)
Endowment net assets at end of year	\$	-	\$23,031,209	\$23,031,209

Notes to Consolidated Financial Statements (continued)

12. Management Fees

The Foundation assesses an administrative charge of 0.75 percent to 3 percent of the average asset balance on endowment funds and 2 percent to 5 percent on pass-through funds. This amount is used primarily to support the operations of the Foundation. The amount assessed is computed quarterly based on the funds' market value at the end of March, June, September and December. For the years ended June 30, 2019 and 2018, these fees were \$316,835 and \$304,167, respectively.

13. Subsequent Events

Management has evaluated subsequent events through August 15, 2019, the date on which the financial statements were available to be issued.