The Joyce Foundation

Financial Statements
Years Ended December 31, 2018 and 2017

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

The Joyce Foundation

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Contents

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Independent Auditor's Report

To the Board of Directors
The Joyce Foundation
Chicago, IL

We have audited the accompanying financial statements of the Joyce Foundation (the "Foundation"), which comprise the statements of financial position as of December 31, 2018 and 2017, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Joyce Foundation as of December 31, 2018 and 2017, 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.

BDO USA, LLP

Chicago, Illinois
July 8, 2019

Financial Statements

The Joyce Foundation

Statements of Financial Position

December 31,		**2018**		2017
Assets:				
Current Assets				
Cash	**$**	**611,265**	$	547,089
Due from brokers for sales of securities		**170,668**		20,956,891
Investments at fair value (Note 2)		**968,949,161**		1,038,848,813
Current federal excise tax receivable		**344,155**		-
Other assets		**1,571,734**		1,753,483
Total Assets	**$**	**971,646,983**	$	1,062,106,276
Liabilities and Net Assets:				
Current Liabilities				
Accounts payable and accrued expenses	**$**	**217,658**	$	52,605
Due to brokers for purchases of securities		**418,655**		298,277
Grants payable		**15,409,694**		6,704,000
Deferred rent		**247,655**		179,469
Current federal excise tax payable		**-**		516,299
Deferred federal excise tax payable		**1,166,000**		3,439,000
Total Liabilities		**17,459,662**		11,189,650
Commitments (Note 5)				
Net Assets Without Donor Restrictions		**954,187,321**		1,050,916,626
Total Liabilities and Net Assets	**$**	**971,646,983**	$	1,062,106,276

See accompanying notes to financial statements.

The Joyce Foundation

Statements of Activities

Year ended December 31,		**2018**		2017
Investment Return, net	**$**	**(41,584,997)**	$	172,834,090
Expenses:				
Grants awarded (grant payments made of $38,669,854 and $36,440,380 in 2018 and 2017, respectively)		**47,375,548**		32,347,810
Grants returned		**(40,587)**		(215,665)
General and administrative expenses		**8,742,801**		8,087,852
Federal excise tax expense		**1,339,546**		1,665,438
Deferred federal excise tax expense		**(2,273,000)**		1,687,000
Total expenses (Note 3)		**55,144,308**		43,572,435
(Decrease) Increase in Net Assets Without Donor Restrictions		**(96,729,305)**		129,261,655
Net Assets, at beginning of year		**1,050,916,626**		921,654,971
Net Assets, at end of year	**$**	**954,187,321**	$	1,050,916,626

See accompanying notes to financial statements.

The Joyce Foundation

Statements of Cash Flows

Year ended December 31,		**2018**		**2017**
Cash Flows From Operating Activites				
Cash paid to employees and suppliers	**$**	**(8,606,984)**	$	(8,001,155)
Taxes paid		**(2,200,000)**		-
Grants paid		**(38,669,854)**		(36,440,380)
Grants returned		**40,587**		215,665
Net cash used in operating activites		**(49,436,251)**		(44,225,870)
Cash Flows From Investing Activites				
Proceeds from sales of investments		**116,251,188**		128,444,484
Purchase of investments		**(66,396,134)**		(83,724,429)
Purchase of property and equipment		**(134,912)**		(101,735)
Other investment expenses		**(219,715)**		(438,749)
Net cash provided by investing activites		**49,500,427**		44,179,571
Net Increase (Decrease) in Cash		**64,176**		(46,299)
Cash, at beginning of year		**547,089**		593,388
Cash, at end of year	**$**	**611,265**	$	547,089

See accompanying notes to financial statements.

1. Nature of Activities and Significant Accounting Policies

Nature of Activities

The Joyce Foundation (the "Foundation") is a nonprofit organization that invests in policies to advance racial equity and economic mobility for the next generation in the Great Lakes region.

The financial statements have been prepared in conformity with accounting policies applicable to nonprofit organizations.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions affecting the amounts reported in the financial statements and accompanying notes. Actual results could differ from the estimates.

Income Taxes

The Foundation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code ("IRC") and applicable state law. However, as a private charitable foundation, it is subject to a federal excise tax, of 2% in 2018 and 2017, based on net investment income. Deferred federal excise tax represents a provision for taxes on the net unrealized appreciation on investments, using a rate of 2%. The Foundation is subject to income tax at corporate rates on certain income that is considered unrelated business income under the IRC.

Tax positions for open tax years were reviewed and it was determined that no provision for uncertain tax positions is required to be recorded. The Foundation would recognize any corresponding interest or penalties associated with this income tax position in income tax expense. Any associated interest or penalties are expected to be minimal for 2018 or 2017.

Investment Valuation and Income Recognition

The investments of the Foundation are reported at fair value. The fair value of a financial instrument is the amount 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 (the exit price). The fair value is generally based on year-end published quotations or the net asset value ("NAV") of investment funds. The Foundation is permitted to measure the fair value of an investment that does not have a readily determinable fair value, based on the NAV of the investment as a practical expedient, without further adjustment, unless it is probable that the investment will be sold at a value significantly different from the NAV. If the practical expedient NAV is not as of the reporting entity's measurement date, then the NAV is adjusted to reflect any significant events that may change the valuation. These prices are only used for financial reporting purposes and do not necessarily represent the ultimate realizable values of such securities.

Cash, securities transactions receivable, and obligations are carried at cost which approximates fair value because of the short maturity of these instruments.

Marketable securities, including cash equivalents, U.S. and non-U.S. equities, and fixed income are reflected at market values based on quoted prices. Common stock, preferred stock, fixed income securities, including U.S. government and corporate obligations, options, and futures traded in active markets on national and international securities exchanges are valued at closing prices on the last business day of each period presented. Securities traded in markets that are not considered active are valued based on quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. Securities that trade infrequently and therefore have little or no price transparency are valued using the Foundation's investment managers' best estimates.

Limited liquidity investments (primarily categorized as "alternative investments" – see Note 2) are stated at their NAV, which approximates its estimated fair value. Limited liquidity investments are primarily made under agreements to participate in limited partnerships and commingled funds and are generally subject to certain withdrawal restrictions. These interests are valued on the basis of the Foundation's equity in the net assets of such investments. Values for these investments, which may include investments in both nonmarketable and market-traded securities, are provided by the general partner or administrator and may be based on appraisals, market values discounted for concentration of ownership, or other estimates. Because of inherent uncertainty of valuing the investments in such partnerships and certain of the underlying investments held by the partnerships and commingled funds, the Foundation's estimate of fair value may differ significantly from the values that would have been used had a ready market for the investments existed. The financial statements of the Foundation's limited liquidity investments are audited annually by independent public accounting firms.

Some of the Foundation's assets are held in various limited partnerships that invest in the securities of companies that may not be immediately liquid. The partnerships' general partners, who must follow the valuation guidelines stipulated in their respective limited partnership agreements, determine the value of such investments. Given the inherent risks associated with this type of investment, there can be no guarantee that there will not be widely varying gains or losses on these limited partnership investments in future periods.

The Foundation has systems and procedures in place to monitor the fair value of its investments measured at the NAV. Generally, management determines the fair value of these assets by using the NAV provided by the investment managers or general partners through the monthly/quarterly statements and the respective fund's annual audited financial statements as well as a thorough review of the notes to the audited financial statements. To the extent the Foundation believes an investment value is not appropriate, fair value would be solicited from the Foundation's financial custodian and a committee of the Board of Directors would approve a change in value in the Foundation's financial statements.

Investment sales and purchases are recorded on a trade-date basis, which results in both investment receivables and payables on unsettled investment trades. Dividend income is recorded based upon the ex-dividend date and interest income is recorded as earned on an accrual basis. Realized and unrealized gains and losses from changes in market values are reflected in the Statements of Activities.

Other Assets - Fixed Assets

The Foundation capitalizes the cost of leasehold improvements, furniture and equipment, and website development/redesign costs and is depreciating/amortizing the assets using the straight-line method. Leasehold improvements are amortized over the lesser of the estimated useful life of the improvements or the term of the lease; furniture and equipment are depreciated over five to seven years, the estimated useful life; and website development/redesign costs are amortized over three years, the estimated useful life.

Fixed assets are included in other assets on the Statements of Financial Position. Depreciation/amortization expense was $321,097 and $320,103 for the years ended December 31, 2018 and 2017, respectively.

Grants

Grants specifically committed to designated grantees, but not yet paid, are accrued as grants payable.

Concentration of Credit Risk

The Foundation maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Foundation has not experienced any losses in such accounts. Management believes that the Foundation is not exposed to any significant credit risk on cash.

Net Assets

The net assets of the Foundation are reported in the following class: net assets without donor restrictions.

Net assets without donor restrictions include resources which are not subject to donor-imposed restrictions plus those resources for which donor-imposed restrictions have been satisfied. Contributions are reported as increases in the appropriate category of net assets. Contributions of assets other than cash are recorded at their estimated fair value. Expenses are reported as decreases in net assets without donor restrictions. Gains and losses on investments are reported in the Statements of Activities as increases or decreases in net assets without donor restrictions unless their use is restricted by explicit donor stipulations or by law. The Foundation does not have any net assets with donor restrictions or Board designated net assets.

Reclassifications

Certain amounts in the 2017 financial statements have been reclassified to conform to the 2018 presentation. These reclassifications had no effect on net assets as previously reported.

Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-02, *"Leases."* ASU 2016-02 establishes a right-of-use ("ROU") model that requires a lessee to record a ROU asset and a lease liability on the balance sheet 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 income statement. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. 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 potential impact of the adoption of ASU 2016-02 on the Foundation's financial statements.

Accounting Pronouncements Adopted

In May 2015, the FASB issued ASU 2015-07, *"Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)."* ASU 2015-07 simplifies Topic 820 by removing the requirement to categorize, within the fair value hierarchy, all investments measured using the NAV practical expedient. Although classification within the fair value hierarchy is no longer required, an entity must disclose the amount of investments measured using the NAV practical expedient in order to permit reconciliation of the fair value of investments in the hierarchy to the corresponding line items in the statement of financial position. ASU 2015-07 is effective retrospectively for fiscal years beginning after December 15, 2016. The Foundation adopted ASU 2015-07 as of December 31, 2017.

In August 2016, the FASB issued ASU 2016-14, *"Not-for-Profit Entities (Topic 958) - Presentation of Financial Statements of Not-for- Profit Entities."* The ASU amends the current reporting model for nonprofit organizations and enhances their required disclosures. The major changes include: (a) requiring the presentation of only two classes of net assets now entitled "net assets without donor restrictions" and "net assets with donor restrictions", (b) modifying the presentation of underwater endowment funds and related disclosures, (c) requiring the use of the placed-in-service approach to recognize the expirations of restrictions on gifts used to acquire or construct long-lived assets absent explicit donor stipulations otherwise, (d) requiring that all nonprofits present an analysis of expenses by function and nature in either the statement of activities, a separate statement, or in the notes, and disclose a summary of the allocation methods used to allocate costs, (e) requiring the disclosure of quantitative and qualitative information regarding liquidity and availability of resources, (f) presenting investment return net of external and direct expenses, and (g) modifying other financial statement reporting requirements and disclosures intended to increase the usefulness of nonprofit financial statements. In addition, ASU 2016-14 removes the requirement that not-for-profit entities that chose to prepare the statements of cash flows using the direct method must also present a reconciliation (the indirect method). The Foundation has adopted ASU 2016-14 for the financial statements presented herein for the years ended December 31, 2018 and 2017 and has elected to present its statements of cash flows using the direct method.

Subsequent Events

The Foundation has evaluated subsequent events through July 8, 2019, the date the financial statements were available to be issued. No material subsequent events have occurred through this date that required recognition or disclosure in these financial statements.

2. Investments

Under the Foundation's investment policy, the directors of the Joyce Foundation have delegated to the Investment Committee the responsibility for establishing the investment policy that is to guide the investment of the Foundation's assets. The Investment Committee has the responsibility to monitor the investment managers on an ongoing basis and to add, replace, or eliminate managers when it is deemed appropriate to do so. The Investment Committee reports to the Board and is responsible for recommending, reviewing, and monitoring policies and programs affecting the investments of the Foundation.

Foundation investments consist of the following at December 31:

	2018		2017	
	Cost	**Market Value**	Cost	Market Value
Cash equivalents	**$ 15,042,034**	**$ 15,042,034**	$ 27,368,395	$ 27,368,395
U.S. equity				
Large cap	**248,615,788**	**262,221,154**	220,174,902	276,614,059
Mid/small cap	**63,839,034**	**65,742,300**	58,327,444	74,952,876
Non-U.S. equity				
Developed markets	**165,157,509**	**158,137,007**	152,404,791	189,504,052
Emerging markets	**79,922,772**	**90,216,896**	81,641,250	108,998,463
Fixed income	**154,876,196**	**145,403,616**	131,811,304	126,005,288
Alternative investments				
Absolute return hedge funds	**50,118,490**	**52,313,733**	70,947,712	68,505,068
Hedged equity hedge funds	**19,782,382**	**35,135,087**	24,008,010	41,384,987
Private equity partnerships	**85,249,565**	**113,045,623**	74,851,849	95,188,608
Real assets	**27,812,027**	**31,499,836**	25,227,624	30,135,142
Real estate and mineral rights	**191,875**	**191,875**	191,875	191,875
Total	**$ 910,607,672**	**$ 968,949,161**	$ 866,955,156	$ 1,038,848,813

Fair Value Measurements

Accounting Standards Codification ("ASC") 820-10, *"Fair Value Measurements,"* established a three-tier hierarchy to maximize the use of observable market data and minimize the use of unobservable inputs, and to establish classification of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk. Inputs may be observable or unobservable. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based upon market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity's own assumptions of what market participants would use in pricing the asset or liability based upon the best information available. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 – Quoted prices in active markets for identical investments;

Level 2 – Other significant observable inputs (including quoted prices for similar investments, interest rates, credit risk, etc.); and

Level 3 – Significant unobservable inputs (including assumptions in determining the fair value of investments).

Cash equivalents consist primarily of cash and short-term investments with initial maturities of three months or less. Such investments are reflected at cost, plus accrued interest, if applicable. U.S. and non-U.S. equities consist primarily of direct or indirect investments in U.S. and international common stock. Fixed income consists primarily of indirect investments in U.S. government agency and treasury securities, mortgage-backed securities, collateralized mortgage obligations, corporate securities, non-U.S. corporate securities, and government securities. Absolute Return and Hedged Equity Hedge Funds consist primarily of commingled funds and limited partnerships that invest in both nonmarketable and market-traded securities. Fund investments may include both long and short positions, as well as leveraged positions. Private equity partnerships consist of limited partnerships, including venture capital funds, buyout funds, and funds that invest in distressed and mezzanine debt securities. Real assets consist of limited partnerships investing in equity real estate and energy related investments.

The following is a summary of the inputs used as of December 31, 2018 in valuing the Foundation's investments:

	December 31, 2018	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash equivalents	$ 15,042,034	$ 15,042,034	$ -	$ -
U.S. equity				
Large cap	262,221,154	140,619,911	121,601,243	-
Mid/small cap	65,742,300	30,388,641	35,353,659	-
Non-U.S. equity				
Developed markets	158,137,007	83,953,977	74,183,030	-
Emerging markets	90,216,896	-	90,216,896	-
Fixed income	145,403,616	120,587,816	24,815,800	-
Total	736,763,007	$ 390,592,379	$ 346,170,628	$ -
Investments valued at net asset value *				
Alternative investments				
Absolute return hedge funds	52,313,733			
Hedged equity hedge funds	35,135,087			
Private equity partnerships	113,045,623			
Real assets	31,499,836			
Real estate and mineral rights	191,875			
Total	$ 968,949,161			

The following is a summary of the inputs used as of December 31, 2017 in valuing the Foundation's investments:

	December 31, 2017	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash equivalents	$ 27,368,395	$ 27,368,395	$ -	$ -
U.S. equity				
Large cap	276,614,059	138,785,795	137,828,264	-
Mid/small cap	74,952,876	37,018,666	37,934,210	-
Non-U.S. equity				
Developed markets	189,504,052	102,744,483	86,759,569	-
Emerging markets	108,998,463	-	108,998,463	-
Fixed income	126,005,288	126,005,288	-	-
Total	803,443,133	**$ 431,922,627**	**$ 371,520,506**	**$ -**
Investments valued at net asset value *				
Alternative investments				
Absolute return hedge funds	68,505,068			
Hedged equity hedge funds	41,384,987			
Private equity partnerships	95,188,608			
Real assets	30,135,142			
Real estate and mineral rights	191,875			
Total	**$ 1,038,848,813**			

** The investments, which are measured at fair value using the NAV per share (or its equivalent) practical expedient, have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amount presented in the Statements of Financial Position.*

The Foundation's policy is to evaluate the classification of Level 1, 2, and 3 assets at the end of each reporting period. The Foundation's policy is to record transfers in or out of the levels at the fair value of the investment at the date of transfer. There were no transfers for 2018 or 2017.

The Foundation follows the concept of the "practical expedient" under U.S. GAAP. The practical expedient is an acceptable method to determine the fair value of certain NAV investments which (1) do not have readily determinable fair value and (2) have financial statements prepared consistent with the measurement principles of an investment company or have attributes of an investment company. The following tables list such investments by major category:

December 31, 2018	**Fair Value**	**Unfunded Commitments**	**Redemption Frequency (If currently eligible)**	**Redemption Notice Period**
Public equities (a)	**$ 303,096,335**	**$ -**	**Daily - Monthly**	**30 days or less**
Public fixed income (b)	**24,815,800**	**-**	**Monthly**	**30 days**
Alternative investments				
Absolute return hedge funds (c)	**52,313,733**	**-**	**Quarterly**	**65 days**
Hedged equity hedge funds (d)	**35,135,087**	**-**	**Annually**	**45-80 days**
Private equity (e)	**113,045,623**	**152,558,031**	**N/A**	**N/A**
Real assets (e)	**31,691,711**	**32,228,888**	**N/A**	**N/A**
Total	**$ 560,098,289**	**$ 184,786,919**		

December 31, 2017	Fair Value	Unfunded Commitments	Redemption Frequency (If currently eligible)	Redemption Notice Period
Public equities (a)	$ 350,248,500	$ -	Daily - Monthly	30 days or less
Alternative investments				
Absolute return hedge funds (c)	68,505,068	-	Monthly - Quarterly	45 days
Hedged equity hedge funds (d)	41,384,987	-	Annually	45-80 days
Private equity (e)	95,188,608	139,033,073	N/A	N/A
Real assets (e)	30,327,017	28,280,068	N/A	N/A
Total	$ 585,654,180	$ 167,313,141		

(a) Public equities

This category includes investments in commingled funds and partnerships that invest primarily in publicly traded, long-only securities, including U.S. and non-U.S. common stock; closed-end mutual funds that invest in non-U.S. stocks; equity index futures, and short-term fixed income securities. The fair values of the investments in this category have been estimated using the net asset value per share of the investments or the net asset value of the Foundation's ownership interest in partners' capital, depending on the fund's structure.

(b) Public fixed income

This category includes investments in commingled funds that invest primarily in publicly traded, long-only securities, including U.S. and non-U.S. fixed income securities.

(c) Absolute return hedge funds

This category invests in hedge funds that pursue multiple strategies to diversify risks and reduce volatility. These strategies include distressed and non-distressed bond strategies, long/short equity strategies, event-oriented equity strategies, real assets including real estate, and private equity. The fair values of the investments in this category have been estimated using the net asset value per share of the investments or the net asset value of the Foundation's ownership interest in partners' capital, depending on the fund's structure. Approximately 1% of the value of the investments in this category is comprised of residual positions from fully redeemed funds, which will pay out as the underlying investments are realized.

(d) Hedged equity hedge funds

This category includes investments in hedge funds that invest both long and short primarily in U.S. and non-U.S. common stocks. The fair values of the investments in this category have been estimated using the net asset value per share of the investments or the net asset value of the Foundation's ownership interest in partners' capital, depending on the fund's structure. Approximately 1% of the value of the investments in this category is comprised of residual positions from fully redeemed funds, which will pay out as the underlying investments are realized.

(e) Private equity and real assets

These categories include limited partnerships that invest primarily in privately held U.S. and non-U.S. companies, distressed debt, commercial real estate, and energy related investments. The fair values of the investments in this category have been estimated using the net asset value of the Foundation's ownership interest in partners' capital. In these funds, there is no elective redemption option. Distributions from each fund will be received as the underlying investments of the funds are realized and liquidated. It is estimated that the underlying assets of each fund will be liquidated over the next 7 to 12 years.

Investment Partnerships Open Commitments

The Foundation had open commitments to make additional partnership investments of $184,786,919 at December 31, 2018. Returned unused capital contributions may be recalled and all distributions are subject to repayment to cover liabilities of the partnerships. The amount of this contingency cannot be determined.

Derivative Financial Instruments

In connection with its investing activities, the Foundation enters into transactions involving a variety of derivative financial instruments, primarily exchange-traded financial futures contracts. These contracts provide for the delayed delivery or purchase of financial instruments at a specified future date at a specified price or yield.

Derivative financial instruments involve varying degrees of off-balance-sheet market risk, whereby changes in the market values of the underlying financial instruments may result in changes in the value of the financial instruments in excess of the amounts reflected in the Statements of Financial Position. Exposure to market risk is influenced by a number of factors, including the relationships between financial instruments and the Foundation's investment holdings and the volatility and liquidity in the markets in which the financial instruments are traded. In many cases, the use of financial instruments serves to modify or offset market risk associated with other transactions and, accordingly, serves to decrease the Foundation's overall exposure to market risk.

Derivative financial instruments can also be subject to credit risk, which arises from the potential inability of counterparties to perform in accordance with the terms of the contract. The Foundation's exposure to credit risk associated with counterparty nonperformance is limited to the current cost to replace all contracts in which the Foundation has a gain. Exchange-traded derivative financial instruments, such as financial futures contracts, generally do not give rise to significant counterparty exposure due to the cash settlement procedures for daily market movements and the margin requirements of the individual exchanges.

3. Functional Expenses

This Note presents expenses by function and natural classification. Natural expenses are defined by their nature, such as compensation, depreciation and occupancy. Functional expenses are classified by type of activity for which the expenses were incurred. Expenses were allocated using a reasonable and consistent approach based on staffing attributable to each function. Costs which are associated with grant making are applied directly. The Foundation adopted ASU 2016-14 in 2018, as described in Note 1.

The table below presents expenses by both their nature and function for fiscal year 2018:

December 31, 2018

	General and Administrative	Grant Making	Total
Compensation and benefits	$ 1,618,405	$ 3,746,567	$ 5,364,972
Legal fees	16,821	38,940	55,761
Accounting fees	19,296	44,669	63,965
Other professional	-	626,842	626,842
Taxes	(254,162)	(588,380)	(842,542)
Depreciation	96,863	224,234	321,097
Occupancy	201,680	466,883	668,563
Travel, conferences and meetings	193,747	448,518	642,265
Printing and publications	19,651	45,491	65,142
Other	254,385	588,897	843,282
Grants awarded (net of grants returned)	-	47,334,961	47,334,961
Total expenses by nature and function	$ 2,166,686	$ 52,977,622	$ 55,144,308

The table below presents expenses by both their nature and function for fiscal year 2017:

December 31, 2017		General and Administrative		Grant Making		Total
Compensation and benefits	$	1,441,324	$	3,336,630	$	4,777,954
Legal fees		11,714		27,118		38,832
Accounting fees		18,975		43,927		62,902
Other professional		-		1,099,556		1,099,556
Taxes		1,011,301		2,341,137		3,352,438
Depreciation		96,563		223,540		320,103
Occupancy		200,190		463,435		663,625
Travel, conferences and meetings		172,118		398,449		570,567
Printing and publications		21,459		49,676		71,135
Other		145,756		337,422		483,178
Grants awarded (net of grants returned)		-		32,132,145		32,132,145
Total expenses by nature and function	$	3,119,400	$	40,453,035	$	43,572,435

4. Defined Contribution Pension Plan

The Foundation maintains a defined contribution pension plan for eligible employees. Employer contributions are discretionary and are calculated as a percentage of salaries as determined by the Board of Directors. Total employer and employee contributions may not exceed the lesser of 100% of salaries or $55,000 per employee. Pension expense was $521,822 and $468,468 for 2018 and 2017, respectively.

5. Commitments

On May 17, 2012, the Foundation entered into a 15-year lease agreement with a lease commencement date of February 1, 2013. The noncancelable operating lease for the office space provides for minimum monthly payments through January 31, 2028 plus additional amounts to cover the proportionate share of the cost of operating the property. Rent expense, including related operating expenses, totaled $668,563 in 2018 and $663,625 in 2017. At December 31, 2018, minimum payments under the lease are as follows:

Year ending December 31,		Amount
2019	$	343,676
2020		352,504
2021		361,335
2022		370,171
2023		378,993
Thereafter		1,638,891
Total	**$**	**3,445,570**

The accompanying Statements of Activities reflect rent expense on a straight-line basis over the term of the office lease and considers rent abatements granted over the lease term. The described accounting treatment results in deferred rent as shown in the Statements of Financial Position.

6. Liquidity and Availability of Resources

The Foundation's financial assets available within one year of the Statements of Financial Position date for general expenditures and grant obligations are as follows:

December 31,	**2018**	2017
Total assets	**$ 971,646,983**	$ 1,062,106,276
Less: fixed assets	**(1,554,274)**	(1,740,459)
Total financial assets available to management within one year	**970,092,709**	1,060,365,817
Less:		
Amounts unavailable for general expenditures and grant obligations within one year, due to:		
Redemption Restrictions		
Alternative Investments		
Hedged equity funds	**(35,135,087)**	(41,384,987)
Private equity	**(113,045,623)**	(95,188,608)
Real assets	**(31,691,711)**	(30,327,017)
Total amounts unavailable for general expenditures and grant obligations within one year	**(179,872,421)**	(166,900,612)
Total Financial Assets Available to Management for General Expenditures and Grant Obligations Within One Year	**$ 790,220,288**	$ 893,465,205

The Foundation structures its financial assets to be available as its general expenditures, liabilities and other obligations come due.