

**BROOKLYN COMMUNITY
FOUNDATION
d/b/a
BROOKLYN ORG**

**Financial Statements
for the year ended
June 30, 2024**

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Independent Auditor's Report

To the Board of Directors
Brooklyn Community Foundation
d/b/a Brooklyn Org

Opinion

We have audited the accompanying financial statements of Brooklyn Community Foundation, d/b/a Brooklyn Org (the "Foundation"), which comprise the statement of financial position as of June 30, 2024 and June 30, 2023, and the related statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Foundation as of June 30, 2024 and June 30, 2023, and the results of its activities and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Foundation and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Foundation's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Foundation's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

A handwritten signature in black ink, reading "Condon O'Neave McGinty + Donnelly LLP". The signature is written in a cursive, flowing style.

May 12, 2025

BROOKLYN COMMUNITY FOUNDATION

Statement of Financial Position

Assets

| | June 30 | |
|--|-----------------------------|-----------------------------|
| | 2024 | 2023 |
| Current assets | | |
| Cash and cash equivalents | \$ 3,023,056 | \$ 3,111,806 |
| Investments, at fair value – operating | 63,045,868 | 62,210,742 |
| Investments, at fair value – DAF | 75,002,276 | 58,399,952 |
| Investment income receivable | 67,968 | 66,917 |
| Contributions receivable | 119,500 | 305,351 |
| Prepaid expenses and security deposit | 92,556 | 38,243 |
| Total current assets | <u>141,351,224</u> | <u>124,133,011</u> |
| Leasehold improvements, property and equipment, at cost | 845,139 | 634,109 |
| Less: accumulated depreciation and amortization | <u>624,746</u> | <u>607,654</u> |
| Net leasehold improvements, property and equipment | <u>220,393</u> | <u>26,455</u> |
| Right-of-use assets, net – operating lease | <u>408,936</u> | <u>-</u> |
| Total assets | <u>\$141,980,553</u> | <u>\$124,159,466</u> |

Liabilities and Net Assets

| | | |
|---|-----------------------------|-----------------------------|
| Current liabilities | | |
| Accounts payable and accrued expenses | \$ 465,342 | \$ 413,102 |
| Grants payable | 1,275,450 | 2,090,000 |
| Operating lease liability | <u>91,524</u> | <u>-</u> |
| Total current liabilities | 1,832,316 | 2,503,102 |
| Operating lease liability, net of current portion | <u>354,790</u> | <u>-</u> |
| Total liabilities | <u>2,187,106</u> | <u>2,503,102</u> |
| Net assets | | |
| Without donor restrictions – Operating | 63,739,043 | 61,242,662 |
| Without donor restrictions – Donor Advised Funds | <u>75,002,276</u> | <u>58,399,952</u> |
| Total net assets without donor restrictions | 138,741,319 | 119,642,614 |
| With donor restrictions | <u>1,052,128</u> | <u>2,013,750</u> |
| Total net assets | <u>139,793,447</u> | <u>121,656,364</u> |
| Total liabilities and net assets | <u>\$141,980,553</u> | <u>\$124,159,466</u> |

See notes to financial statements.

BROOKLYN COMMUNITY FOUNDATION

Statement of Activities Year Ended June 30, 2024 (with Summarized Comparative Information for the Year Ended June 30, 2023)

| | 2024 | | | 2023 |
|---|-------------------------------|----------------------------|------------------------------|-----------------------------|
| | Without donor Restrictions | With donor Restrictions | Total | Total |
| Public support and revenue | | | | |
| Contributions of cash | \$ 31,067,802 | \$ 151,500 | \$ 31,219,302 | \$ 17,899,187 |
| Contributions of nonfinancial assets | 153,846 | - | 153,846 | 346,154 |
| Interest and dividends, net | 2,391,240 | - | 2,391,240 | 1,817,869 |
| Special events | 1,431,706 | - | 1,431,706 | 688,414 |
| Administrative fees | 1,039,944 | - | 1,039,944 | 318,740 |
| Net assets released from restrictions | <u>1,113,122</u> | <u>(1,113,122)</u> | <u>-</u> | <u>-</u> |
| Total public support and revenue | <u>37,197,660</u> | <u>(961,622)</u> | <u>36,236,038</u> | <u>21,070,364</u> |
| Expenses | | | | |
| Program services | 20,436,704 | - | 20,436,704 | 19,518,643 |
| Supporting activities | | | | |
| Management and general | 3,286,567 | - | 3,286,567 | 2,783,648 |
| Fundraising | 711,105 | - | 711,105 | 905,012 |
| Direct costs of special event | <u>532,325</u> | <u>-</u> | <u>532,325</u> | <u>362,280</u> |
| Total expenses | <u>24,966,701</u> | <u>-</u> | <u>24,966,701</u> | <u>23,569,583</u> |
| Excess (deficiency) of public support and revenue over expenses before other | <u>12,230,959</u> | <u>(961,622)</u> | <u>11,269,337</u> | <u>(2,499,219)</u> |
| Other | | | | |
| Realized gain (loss) on sales of investments | 3,654,701 | - | 3,654,701 | (11,849,128) |
| Unrealized gain on investments | <u>3,213,045</u> | <u>-</u> | <u>3,213,045</u> | <u>21,961,494</u> |
| Total other | <u>6,867,746</u> | <u>-</u> | <u>6,867,746</u> | <u>10,112,366</u> |
| Increase (decrease) in net assets | 19,098,705 | (961,622) | 18,137,083 | 7,613,147 |
| Net assets, beginning of year | <u>119,642,614</u> | <u>2,013,750</u> | <u>121,656,364</u> | <u>114,043,217</u> |
| Net assets, end year | <u>\$ 138,741,319</u> | <u>\$ 1,052,128</u> | <u>\$ 139,793,447</u> | <u>\$121,656,364</u> |

See notes to financial statements.

BROOKLYN COMMUNITY FOUNDATION

Statement of Activities Year Ended June 30, 2023

| | Without donor Restrictions | With donor Restrictions | <u>Total</u> |
|---|---------------------------------------|------------------------------------|-----------------------------|
| Public support and revenue | | | |
| Contributions of cash | \$ 15,419,187 | \$ 2,480,000 | \$ 17,899,187 |
| Contributions of nonfinancial assets | 346,154 | - | 346,154 |
| Interest and dividends, net | 1,817,869 | - | 1,817,869 |
| Special events | 688,414 | - | 688,414 |
| Administrative fees | 318,740 | - | 318,740 |
| Net assets released from restrictions | <u>2,314,302</u> | <u>(2,314,302)</u> | <u>-</u> |
| Total public support and revenue | <u>20,904,666</u> | <u>165,698</u> | <u>21,070,364</u> |
| Expenses | | | |
| Program services | 19,518,643 | - | 19,518,643 |
| Supporting activities | | | |
| Management and general | 2,783,648 | - | 2,783,648 |
| Fundraising | 905,012 | - | 905,012 |
| Direct costs of special event | <u>362,280</u> | <u>-</u> | <u>362,280</u> |
| Total expenses | <u>23,569,583</u> | <u>-</u> | <u>23,569,583</u> |
| Excess (deficiency) of public support and revenue over expenses before other | <u>(2,664,917)</u> | <u>165,698</u> | <u>(2,499,219)</u> |
| Other | | | |
| Realized (loss) on sales of investments | (11,849,128) | - | (11,849,128) |
| Unrealized gain on investments | <u>21,961,494</u> | <u>-</u> | <u>21,961,494</u> |
| Total other | <u>10,112,366</u> | <u>-</u> | <u>10,112,366</u> |
| Increase in net assets | 7,447,449 | 165,698 | 7,613,147 |
| Net assets, beginning of year | <u>112,195,165</u> | <u>1,848,052</u> | <u>114,043,217</u> |
| Net assets, end year | <u>\$119,642,614</u> | <u>\$ 2,013,750</u> | <u>\$121,656,364</u> |

See notes to financial statements.

BROOKLYN COMMUNITY FOUNDATION

Statement of Functional Expenses Year Ended June 30, 2024

| | | <u>Supporting Activities</u> | | <u>Direct</u> | |
|---|-----------------------------|------------------------------|--------------------------|--------------------------|-----------------------------|
| | <u>Program</u> | <u>Management</u> | <u>Fundraising</u> | <u>Costs of</u> | |
| | <u>Services</u> | <u>and</u> | | <u>Special</u> | <u>Total</u> |
| | | <u>General</u> | | <u>Event</u> | |
| Expenses | | | | | |
| Salaries and wages | \$ 706,288 | \$ 1,013,349 | \$ 244,024 | \$ - | \$ 1,963,661 |
| Payroll taxes and employees' benefits | <u>123,562</u> | <u>324,048</u> | <u>44,337</u> | <u>-</u> | <u>491,947</u> |
| Total salaries and related expenses | 829,850 | 1,337,397 | 288,361 | - | 2,455,608 |
| Grants | 2,823,684 | - | - | - | 2,823,684 |
| Grants – DAF | 16,036,771 | - | - | - | 16,036,771 |
| Grants – Fiscal sponsors | 482,423 | - | - | - | 482,423 |
| Catering and facility rental | - | - | - | 147,325 | 147,325 |
| Depreciation and amortization | - | 17,092 | - | - | 17,092 |
| Equipment | - | 3,776 | - | - | 3,776 |
| Events and meetings | 9,497 | 39,943 | 45,437 | 273,975 | 368,852 |
| Insurance | - | 29,934 | - | - | 29,934 |
| IT and telecommunication | 10,000 | 57,000 | 25,195 | 10,137 | 102,332 |
| Marketing and printing and reproduction | 2,500 | 600,068 | 19,765 | 50,473 | 672,806 |
| Occupancy | - | 148,720 | - | - | 148,720 |
| Payroll, credit cards processing fees and other | 2,061 | 120,643 | 53,119 | 17,391 | 193,214 |
| Professional fees | 234,794 | 800,000 | 263,000 | 32,370 | 1,330,164 |
| Professional membership and subscriptions | 4,044 | 118,001 | 5,071 | - | 127,116 |
| Supplies, postage and shipping | 246 | 7,000 | 5,720 | 611 | 13,577 |
| Transportation | <u>834</u> | <u>6,993</u> | <u>5,437</u> | <u>43</u> | <u>13,307</u> |
| Total | <u>\$ 20,436,704</u> | <u>\$ 3,286,567</u> | <u>\$ 711,105</u> | <u>\$ 532,325</u> | <u>\$ 24,966,701</u> |

See notes to financial statements.

BROOKLYN COMMUNITY FOUNDATION

**Statement of Functional Expenses
Year Ended June 30, 2023**

| | | <u>Supporting Activities</u> | | <u>Direct Costs of Special Event</u> | <u>Total</u> |
|---|-----------------------------|---------------------------------------|--------------------------|--|-----------------------------|
| | <u>Program Services</u> | <u>Management and General</u> | <u>Fundraising</u> | | |
| Expenses | | | | | |
| Salaries and wages | \$ 519,601 | \$ 836,535 | \$ 469,986 | \$ - | \$ 1,826,122 |
| Payroll taxes and employees' benefits | <u>112,083</u> | <u>227,659</u> | <u>103,115</u> | <u>-</u> | <u>442,857</u> |
| Total salaries and related expenses | 631,684 | 1,064,194 | 573,101 | - | 2,268,979 |
| Grants | 5,640,628 | - | - | - | 5,640,628 |
| Grants – DAF | 12,507,532 | - | - | - | 12,507,532 |
| Grants – Fiscal sponsors | 264,791 | - | - | - | 264,791 |
| Catering and facility rental | - | - | - | 112,574 | 112,574 |
| Depreciation and amortization | - | 21,308 | - | - | 21,308 |
| Equipment | - | 3,750 | - | - | 3,750 |
| Events and meetings | 5,596 | 49,849 | 5,293 | 173,233 | 233,971 |
| Insurance | 13,305 | 5,906 | 10,105 | - | 29,316 |
| IT and telecommunication | 140 | 72,858 | 30,307 | - | 103,305 |
| Marketing and printing and reproduction | 9,884 | 6,338 | 55,993 | 75,730 | 147,945 |
| Occupancy | 51,480 | 22,856 | 39,097 | - | 113,433 |
| Payroll, credit cards processing fees and other | 42,849 | 19,663 | 46,758 | 743 | 110,013 |
| Professional fees | 350,417 | 1,452,705 | 140,613 | - | 1,943,735 |
| Professional membership and subscriptions | - | 33,326 | 2,100 | - | 35,426 |
| Supplies, postage and shipping | 337 | 22,414 | 1,645 | - | 24,396 |
| Transportation | <u>-</u> | <u>8,481</u> | <u>-</u> | <u>-</u> | <u>8,481</u> |
| Total | <u>\$ 19,518,643</u> | <u>\$ 2,783,648</u> | <u>\$ 905,012</u> | <u>\$ 362,280</u> | <u>\$ 23,569,583</u> |

See notes to financial statements.

BROOKLYN COMMUNITY FOUNDATION

Statement of Cash Flows

| | Year Ended June 30 | |
|---|-------------------------------|----------------------------|
| | <u>2024</u> | <u>2023</u> |
| Cash flows from operating activities | | |
| Increase in net assets | \$ 18,137,083 | \$ 7,613,147 |
| Adjustments to reconcile increase in net assets to net cash provided by (used in) operating activities | | |
| Depreciation and amortization | 17,092 | 21,308 |
| Change in right-of-use assets | 37,378 | - |
| Realized (gain) loss on sales of investments | (3,654,701) | 11,849,128 |
| Unrealized (gain) on investments | (3,213,045) | (21,961,494) |
| Donated securities | (226,066) | (1,262,410) |
| Proceeds from sales of donated securities | 226,066 | 1,262,083 |
| (Increase) decrease in current assets | | |
| Investment income receivable | (1,051) | (586) |
| Contributions receivable | 185,851 | (148,415) |
| Prepaid expenses and security deposit | (54,313) | (8,064) |
| Increase (decrease) in current liabilities | | |
| Accounts payable and accrued expenses | 52,240 | 86,981 |
| Grants payable | (814,550) | 528,750 |
| Net cash provided by (used in) operating activities | <u>10,691,984</u> | <u>(2,019,572)</u> |
| Cash flows from investing activities | | |
| Purchase of property and equipment | (211,030) | (21,283) |
| Net investments activity | (10,569,704) | 2,722,720 |
| Net cash provided by (used in) investing activities | <u>(10,780,734)</u> | <u>2,701,437</u> |
| Net increase (decrease) in cash and cash equivalents | (88,750) | 681,865 |
| Cash and cash equivalents, beginning of the year | <u>3,111,806</u> | <u>2,429,941</u> |
| Cash and cash equivalents, end of the year | <u>\$ 3,023,056</u> | <u>\$ 3,111,806</u> |

See notes to financial statements.

BROOKLYN COMMUNITY FOUNDATION

Notes to Financial Statements June 30, 2024

Note 1 – Nature of organization

Brooklyn Community Foundation (the “Foundation”) formerly known as Independence Community Foundation, was incorporated on February 19, 1998 in the State of Delaware. Upon inception in 1998, the Foundation received a contribution of 5,632,870 shares of Independence Community Bank Corp common stock, which was recorded at its initial opening price of \$10 per share. At the end of 2008, the Foundation amended and restated its Certificate of Incorporation to (i) formally change its name from Independence Community Foundation to Brooklyn Community Foundation, and (ii) change its purposes. During August 2023, the Foundation assumed the name and is now doing business as Brooklyn Org.

The Foundation made these changes to create a public charity that would serve the people of Brooklyn and the Borough’s nonprofit organizations. The Foundation’s purposes, as described in the Foundation’s Amended and Restated Certificate of Incorporation, are exclusively charitable, educational, scientific, religious and literary within the meaning of Section 501(c)(3) of the Code, and include but are not limited to:

- (a) making grants to support charitable, educational, scientific, religious and literary organizations described in Code Section 501(c)(3) located in or that serve the community of Brooklyn, New York (“Brooklyn Organizations”), or that further the charitable interests of Brooklynites;
- (b) educating the public about (i) the work of Brooklyn Organizations, (ii) social issues important to Brooklyn, such as improving literacy, education, public healthcare, housing, human services and community and workforce development, protecting the environment and supporting the arts (the “Social Issues”), and (iii) philanthropy generally;
- (c) planning, coordinating and implementing programs, events and committees that facilitate interaction, communication and education among donors, grantees, issue-area experts, other charitable organizations and the general public regarding Brooklyn Organizations, the Social Issues and philanthropy generally;
- (d) providing services to increase charitable giving;
- (e) educating charities in areas such as management, administration and fundraising to improve governance and operations;
- (f) cooperating with other charitable organizations whether local, national, or international, for any of the foregoing purposes; and
- (g) conducting any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of the foregoing purposes, provided that those activities would not endanger the Foundation’s not-for-profit or tax-exempt status.

BROOKLYN COMMUNITY FOUNDATION**Notes to Financial Statements (continued)**
June 30, 2024**Note 2 – Summary of significant accounting policies****Basis of presentation**

The Foundation's financial statements have been prepared on the accrual basis of accounting conforming to accounting principles generally accepted in the United States of America as applicable to not-for-profit organizations. Net assets, revenues, expenses, gains and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified as either net assets without donor restrictions or net assets with donor restrictions.

Net assets without donor restrictions

Net assets that are not subject to donor-imposed restrictions and are available for the general operations of the Foundation. Included in net assets without donor restrictions are Donor Advised Funds (DAF) (see note 6) and Board designated funds. The Board designated funds consist of the Fishman Family Fund and the Cecilia Clarke Fund totaling \$257,137 and \$157,574, respectively as of June 30, 2024 and June 30, 2023.

Net assets with donor restrictions

Net assets with donor restriction consist of donor-imposed stipulations that may or will be met either by actions of the Foundation and/or the passage of time.

Revenue recognition

Contributions are generally available for unrestricted use unless specifically restricted by the donor. Unconditional promises from individuals are recorded as received. Unconditional promises that are expected to be collected within one year are recorded at their net realizable value. Unconditional promises expected to be collected in future years, if any, are recorded at the present value of their estimated future cash flows. Discount rates, if any, are computed using a reasonable interest rate applicable to the years in which the promises to give were received. Bequests and gifts under trusts and wills are recorded as revenue when notice of a legally binding obligation is received and when a fair value can reasonably be determined.

Grants and other contributions of cash and other assets are reported as support with donor restrictions if they are received with donor stipulations that limit the use of the donated assets or relate to future periods. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statement of activities as net assets released from restrictions. Contributions that have their purpose met in the same year as contributed are treated as contributions without donor restrictions on the statement of activities.

BROOKLYN COMMUNITY FOUNDATION

Notes to Financial Statements (continued) June 30, 2024

Note 2 – Summary of significant accounting policies (continued)

Government grants

Revenue from government grants are recognized when reimbursable expenses are incurred under the terms of the respective contracts. Any contract payments in excess of qualified expenses are accounted for as contract advances and are reported as deferred revenue in the statement of financial position. As of June 30, 2024 and June 30, 2023 there were no contract advances reported on the statement of financial position.

Conditions contained within the various governmental contracts awarded to the Foundation are subject to the funding agencies' criteria under which expenditures may be claimed and are subject to audit under such criteria. Such audits may determine that certain costs incurred against the grants may not comply with the established criteria that govern them. In such cases, the Foundation could be held responsible for repayments to the funding agency for the costs or be subject to reductions of future funding. A provision has not been made in the accompanying financial statements for any potential disallowances.

Special events and other

Special events and other revenue are recognized as revenue at a point in time and the Foundation is not required to provide any additional goods or services.

Contributions nonfinancial assets

Contributions of nonfinancial assets are estimated at their fair value and reported as both public support and revenue and expenses in the period in which they are used. Contributions of nonfinancial assets are recognized as contributions if the services (a) create or enhance nonfinancial assets or (b) require specialized skills, are performed by people with those skills, and would otherwise be purchased by the Foundation. These nonfinancial assets do not have donor-imposed restrictions.

For the fiscal years ended June 30, 2024 and June 30, 2023, the Foundation received the following contribution of nonfinancial assets:

| | <u>2024</u> | <u>2023</u> |
|-------------------------------|-------------------|-------------------|
| Donated professional services | <u>\$ 153,846</u> | <u>\$ 346,154</u> |

Donated professional services consist of Foundation's brand strategy, verbal and visual identities deliverables. These contributed services are valued and reported at the estimated fair value based on current rates for similar consulting fees.

BROOKLYN COMMUNITY FOUNDATION**Notes to Financial Statements (continued)**
June 30, 2024**Note 2 – Summary of significant accounting policies (continued)****Donated services**

Organizations are required to recognize contributions or services if they create or enhance non-financial assets, or required specialized skills, are provided by individuals possessing those skills and are services which would be typically purchased if not provided in-kind. The Foundation receives donated services rendered by Board members and other individual volunteers who have donated significant amounts of their time to the Foundation's activities. These services do not meet the criteria to be recorded and have not been included in the financial statements.

Cash equivalents

Operating cash equivalents include cash in bank accounts and money market funds with original maturities of three months or less from the date of acquisition. Cash equivalents that are part of the Foundation's investment portfolio are reported as investments and included in note 4.

Allowance for credit losses

As of June 30, 2024 and June 30, 2023, the Foundation deems its contributions receivable to be collectible, and accordingly, does not have an allowance for credit losses for any potentially uncollectible contributions receivable. Such an estimate is based on management's experience, the aging of the receivables, subsequent receipts, current and future anticipated economic conditions. The Foundation did not increase its allowance for credit losses and had no bad debt write-offs for the years ended June 30, 2024 and June 30, 2023.

Investments

Investment purchases, which include the net assets with donor restrictions, are recorded at cost. Thereafter, investments are recorded at fair values in the statement of financial position. The Foundation invests in various investment securities. Investments in common stocks and exchange traded funds traded on a national securities exchange are valued on the basis of published market quotations on the last business day of the year; securities traded on the over-the-counter market, including listed securities for which no sale was reported on that date, are valued on the basis of the bid price and the resulting unrealized gains and losses are reflected in the statement of activities.

Investment transactions are recorded as of the trade date. Realized gains and losses from sales of securities are calculated primarily based on the specific-identification method. Dividend income is recorded on the ex-dividend date. Interest, dividends and net realized gains on investments, less external and direct internal investment expenses and administrative fees are reported net in the statement of activities. Below is a description of the valuation methodologies used for assets measured at fair value.

Cash equivalents – Cash equivalents represent highly liquid assets with original maturities when acquired of less than 90 days.

BROOKLYN COMMUNITY FOUNDATION**Notes to Financial Statements (continued)**
June 30, 2024**Note 2 – Summary of significant accounting policies (continued)****Investments (continued)**

U.S. Government and governmental agencies obligations – Valued at the closing price reported by an outside service using pricing models with observable inputs for similar securities on the active market on which the individual investments are traded.

Mutual funds, exchange traded funds and equities – Valued at the closing price reported on the active market on which the individual securities are traded.

Bank deposit agreements – Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer.

Hedge funds and investments in limited partnerships – There are no observable inputs and certain of the underlying investments are not publicly traded and there is no secondary market for such funds. The hedge funds and investments in a limited partnerships are valued at the net asset value (“NAV”) of shares held at year-end by the managers of the underlying funds.

Investments in limited partnerships are stated at the Foundation's equity interest in the underlying net assets, which approximates fair value. The fair value of the limited partnerships is generally determined by each limited partnership's managing partner. In determination of such estimated values, the managing partner values such investments initially at cost and, thereafter, at fair value based on developments since acquisition, including prices paid in recent substantial purchases in arm's length transactions, changes in financial conditions and operating results, and the current status of the issuer. The fair value of a similar type of investment is adjusted for the change in the unrealized value and is based on the most recent information provided by management of the investments.

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.

Leasehold improvements, property and equipment

Leasehold improvements, property and equipment with a nominal amount and with a life of greater than one year are capitalized at cost or at the fair value as of the date of receipt, if donated. Depreciation is computed using the straight-line method over estimated useful lives of the assets ranging from three to ten years. Leasehold improvements are amortized on the straight-line method over the lesser of the term of the lease or the estimated useful life. Such amortization is included in depreciation and amortization in the financial statements.

BROOKLYN COMMUNITY FOUNDATION**Notes to Financial Statements (continued)**
June 30, 2024**Note 2 – Summary of significant accounting policies (continued)****Operating lease liability**

Right-of-use assets and lease liabilities for operating leases are recognized at the lease commencement date based on the future lease payments over the expected lease term. The Foundation has elected to use a risk-free rate to discount its operating lease liability for its office lease to its net present value. The Foundation has elected not to record leases with an initial term of 12 months or less on the statement of financial position.

Deferred rent

The Foundation leases office space under an operating lease agreement. Landlord incentives and rent escalation clauses which provide for scheduled rent increases during the lease term are recorded on a straight-line basis over the lease term. The difference between the rent due under the stated periods compared to the straight-line basis are recorded net with the right-of-use asset.

Functional expense allocation

The costs of providing the various programs and supporting activities of the Foundation have been summarized on a functional basis in the accompanying statement of activities. The statement of functional expenses presents the natural classification detail of expenses by function. Therefore, expenses require allocation on a reasonable basis that is consistently applied. Personnel expenses are based on management's estimate of roles/responsibilities for specific employees. Program costs and professional fees are directly allocated based on services provided. Indirect costs (occupancy, insurance, etc.) are allocated based on staff's full-time equivalent time or other equitable basis dedicated to the program versus general and administrative.

Grants disbursements

Grants, which are subject to 1) achievement by the grantee of routine performance requirements and 2) certain other conditions, are treated as expenses at the time each individual grant is paid. These grants are payable to the grantee subject to the terms and conditions established by the Board of Directors. As of June 30, 2024 and June 30, 2023, grantees that have met the terms and conditions and are expected to be paid in the next twelve months, totaled \$1,275,450 and \$2,090,000, respectively. In addition, as of June 30, 2024 and June 30, 2023, the Foundation has authorized approximately \$720,000 and \$4,450,000, respectively, of grants which are expected to be paid over time but are contingent on various provisions to be met by each grantee. Such payments are conditional, and as such, are not recorded. The timing of the payments is based on the Foundation's best estimate of achievement of the relevant milestone.

BROOKLYN COMMUNITY FOUNDATION**Notes to Financial Statements (continued)****June 30, 2024****Note 2 – Summary of significant accounting policies (continued)****Fiscal sponsorship**

The Foundation offers fiscal sponsorships on a limited basis to projects that benefit the Brooklyn community. The Foundation has variance power, among other terms, as outlined in the sponsorship agreements.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Concentrations of credit risk

The Foundation's financial instruments that are potentially exposed to concentrations of credit risk consist of cash, cash equivalents, investments and contributions receivable. The Foundation places its cash and cash equivalents with what it believes to be quality financial institutions. At times during the year, the Foundation's balances in its bank accounts were in excess of the FDIC insurance limit. However, the Foundation has not experienced any losses in such accounts to date. The Foundation's investments are exposed to various risks such as market volatility, liquidity, interest rate and credit. Due to the uncertainty related to the aforementioned risks, it is reasonably possible that changes in these risks could materially affect the fair value of the Foundation's investments reported in the accompanying statement of financial position. The contributions receivable are from various donors. Management monitors the collectibility of its receivables on an ongoing basis. The Foundation believes no significant concentrations of credit risk exist with respect to its cash, cash equivalents, investments and contributions receivable.

Subsequent events

The Foundation has evaluated subsequent events through May 12, 2025, which is the date the financial statements were available to be issued. This evaluation did not result in any subsequent events that necessitated additional disclosures and/or adjustments.

BROOKLYN COMMUNITY FOUNDATION

Notes to Financial Statements (continued)

June 30, 2024

Note 3 – Liquidity and availability of financial assets

The Foundation's working capital and cash flows have seasonal variations during the year attributable to cash receipts from contributions, special events, investment income and other revenue items. The Foundation regularly monitors the availability of resources required to meet its operating needs and other commitments while also striving to maximize its investment portfolio. The following is a summary of the Foundation's financial assets as of June 30, 2024 and June 30, 2023 that are available for general expenditures within one year of the statement of financial position date:

| | <u>2024</u> | <u>2023</u> |
|--|---------------------|---------------------|
| Cash and cash equivalents | \$ 3,023,056 | \$ 3,111,806 |
| Investments, at fair value | 138,048,144 | 120,610,694 |
| Investment income receivable | 67,968 | 66,917 |
| Contributions receivable | <u>119,500</u> | <u>305,351</u> |
| Sub-total | 141,258,668 | 124,094,768 |
| Less: Donor-advised funds | 75,002,276 | 58,399,952 |
| Assets with temporary donor restrictions | 1,052,128 | 2,013,750 |
| Board designated fund | <u>257,137</u> | <u>157,574</u> |
| Total | <u>\$64,947,127</u> | <u>\$63,523,492</u> |

Note 4 – Investments and fair value measurements

The following is a summary of the Foundation's investments as of June 30, 2024 and June 30, 2023:

| | <u>2024</u> | <u>2023</u> |
|---|----------------------|----------------------|
| | <u>Fair Value</u> | <u>Fair Value</u> |
| Cash equivalents | \$ 18,177,781 | \$ 18,093,684 |
| U.S. Government and governmental agencies obligations | 1,106,487 | 2,572,148 |
| Mutual funds | 42,763,031 | 38,481,663 |
| Exchange traded funds | 18,399,991 | 12,254,998 |
| Global equity fund | 8,000,000 | - |
| Equities | 7,600,789 | 6,624,411 |
| Bank deposit agreements | 1,399,325 | 520,904 |
| Hedge funds and investments in limited partnerships | <u>40,600,740</u> | <u>42,062,886</u> |
| Total | <u>\$138,048,144</u> | <u>\$120,610,694</u> |
| Unrealized gain | <u>\$ 29,688,361</u> | <u>\$ 26,475,316</u> |
| Change in unrealized gain | <u>\$ 3,213,045</u> | <u>\$ 21,961,494</u> |
| <u>Investments consist of:</u> | | |
| Operating, at fair value | \$ 63,045,868 | \$ 62,210,742 |
| DAF, at fair value | <u>75,002,276</u> | <u>58,399,952</u> |
| Total | <u>\$138,048,144</u> | <u>\$120,610,694</u> |

BROOKLYN COMMUNITY FOUNDATION**Notes to Financial Statements (continued)****June 30, 2024****Note 4 – Investments and fair value measurements (continued)**

Accounting standards establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. Fair value is defined as the exchange price that would be received for an asset in the principal or most advantageous market for the asset in an orderly transaction between participants on the measurement date. Fair value requires an organization to determine the unit of account, the mechanism of hypothetical transfer, and the appropriate markets for the asset being measured.

This guidance establishes a hierarchy of valuation inputs based on the extent to which the inputs are observable in the marketplace. Observable inputs reflect market data obtained from sources independent of the reporting entity and unobservable inputs reflect the entity's own assumptions about how market participants would value an asset based on the best information available. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value.

The three input levels are as follows:

- Level 1 – quoted prices in active markets that the Foundation has the ability to access for identical assets for which significant observable inputs exist. Market price data is generally obtained from exchange or dealer markets. The Foundation does not adjust the quoted price for such assets.
- Level 2 – inputs other than level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets; quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the same term of assets. This includes the use of model-based valuations techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets. Inputs are obtained from various sources including market participants, dealers and brokers. Investments included in level 2 may include fixed income, equity and absolute return funds for which observable inputs exist and trade in markets not considered to be active.
- Level 3 – unobservable inputs, as they trade infrequently or not at all, that are supported by little or no market activity and that are significant to the fair value of the assets. As of June 30, 2024 and June 30, 2023 there were no level 3 investments.

BROOKLYN COMMUNITY FOUNDATION

Notes to Financial Statements (continued) June 30, 2024

Note 4 – Investments and fair value measurements (continued)

The Foundation adopted the *Disclosures for Investments in Certain Entities that Calculate Net Asset Value Per Share (or its Equivalent)*. Such disclosure permits the Foundation’s investments that are measured at NAV as a practical expedient for fair value be excluded from the disclosure requirement that categorizes the NAV within the fair value hierarchy. A practical expedient is to measure the fair value of investments in certain entities that do not have a quoted market price but calculate net asset value per share or its equivalent. Those investments are generally referred to as “alternative investments” and include certain hedge funds, private equity funds, real estate funds, venture capital funds, offshore funds and units or an ownership interest in a partnership capital or a pooled investment to which a proportionate share of net assets is attributed.

On the following page, the table sets forth by type and level, within the fair value hierarchy, the assets at fair value as of June 30, 2024 and June 30, 2023.

| | June 30, 2024 | | |
|---|----------------------|---------------------|-----------------------|
| | Level 1 | Level 2 | Total |
| Cash equivalents | \$ 18,177,781 | \$ - | \$ 18,177,781 |
| U.S. Government and governmental agencies obligations | 1,106,487 | - | 1,106,487 |
| Mutual funds | 42,763,031 | - | 42,763,031 |
| Exchange traded funds | 18,399,991 | - | 18,399,991 |
| Global equity fund | 8,000,000 | - | 8,000,000 |
| Equities | 7,600,789 | - | 7,600,789 |
| Bank deposit agreements | - | 1,399,325 | 1,399,325 |
| Sub-total | <u>\$ 96,048,079</u> | <u>\$ 1,399,325</u> | <u>\$ 97,447,404</u> |
| Investments measured at NAV: | | | |
| Hedge funds and Investments in limited partnerships | | | <u>40,600,740</u> |
| Total | | | <u>\$ 138,048,144</u> |

| | June 30, 2023 | | |
|---|----------------------|-------------------|-----------------------|
| | Level 1 | Level 2 | Total |
| Cash equivalents | \$ 18,093,684 | \$ - | \$ 18,093,684 |
| U.S. Government and governmental agencies obligations | 2,572,148 | - | 2,572,148 |
| Mutual funds | 38,481,663 | - | 38,481,663 |
| Exchange traded funds | 12,254,998 | - | 12,254,998 |
| Equities | 6,624,411 | - | 6,624,411 |
| Bank deposit agreements | - | 520,904 | 520,904 |
| Sub-total | <u>\$ 78,026,904</u> | <u>\$ 520,904</u> | <u>\$ 78,547,808</u> |
| Investments measured at NAV: | | | |
| Hedge funds and Investments in limited partnerships | | | <u>42,062,886</u> |
| Total | | | <u>\$ 120,610,694</u> |

In connection with the Foundation’s investments in limited partnerships, as of June 30, 2024, the Foundation had unfunded capital commitments of \$5,145,000.

BROOKLYN COMMUNITY FOUNDATION**Notes to Financial Statements (continued)****June 30, 2024****Note 5 – Contributions receivable**

All contributions receivables are unconditional promises from external organizations and/or individuals to donate cash to the Foundation. As of June 30, 2024, all contributions receivables are expected to be received in the next twelve months.

Note 6 – Donor advised funds

During 2010, the Board approved the creation of donor-advised funds (“DAF”). The Foundation’s DAF consists of various funds established for specific purposes. The DAF are owned and controlled by the Foundation and the donor retains only advisory privileges over the distribution or investment of the funds in the Foundation’s accounts. The current requirement for opening a donor-advised fund is set forth in the DAF’s agreement. Certain allocable administrative fees may be charged against the funds. As of June 30, 2024, the balance from donor-advised contributions was \$75,002,276.

The Foundation follows the Uniform Prudent Management of Institutional Funds Act (UPMIFA) for endowed DAF. Under UPMIFA, the Foundation is required to act prudently when making decisions to spend or accumulate endowment assets and in doing so to consider a number of factors including the duration and preservation of its endowed DAF. The Foundation considers the following factors in making a determination to appropriate or accumulate endowed DAF:

(1) The duration and preservation of each fund; (2) the purposes of fund; (3) general economic conditions; (4) the possible effect of inflation and deflation; (5) the expected total return from income and the appreciation of investments in a fund; (6) other resources of the Foundation; (7) where appropriate and circumstances would otherwise warrant, alternatives to expenditure of a fund, giving due consideration to the effect that such alternatives may have on the Foundation; and (8) the investment policy of the Foundation.

Investment objectives

The investment strategy of the Foundation’s endowed DAF assets is to emphasize total return; that is, the aggregate return from capital appreciation and dividend and interest income. Specifically, the primary objective in the investment management for these assets shall be: Long-term growth of capital – To emphasize long-term growth of principal while avoiding excessive risk. Short-term volatility will be tolerated inasmuch as it is consistent with the volatility of a comparable market index. Income and growth – To achieve a balanced return of current income and modest growth of principal and Rate of return – To equal or exceed a return to be determined by the Finance and Investment Committee of the Board of Directors based upon selected benchmarks and as outlined in the Foundation’s investment policy. To monitor and oversee the Foundation’s investments, the Board of Directors selects qualified investment managers.

BROOKLYN COMMUNITY FOUNDATION

Notes to Financial Statements (continued)

June 30, 2024

Note 6 – Donor advised funds (continued)

Funds with deficiencies

From time to time, the fair value of the assets associated with endowed DAF may fall below the level that the donor requires the Foundation to retain as a fund of perpetual duration, also known as funds with deficiencies. As of June 30, 2024 and June 30, 2023, there were no funds with deficiencies.

Spending policy

Consistent with the overall investment goals, the following rules for distribution are set forward: The total annual distribution of spendable income from endowed DAF shall not exceed 5% of the average fair value. The average fair value will be based on the average fair value of each endowed DAF investment balance for the preceding 12 quarters. (For distribution purposes, the fair value of the endowed DAF shall be based on the average values for the preceding 12 quarters ended June 30). A portion of the DAF investment return earned each year is allocated to the net assets without donor restrictions representing the cost of maintaining and managing the DAF and are reflected as administrative fees on the statement of activities. The remaining return is allocated to the respective DAF funds. The Foundation's Audit and Finance Committee shall review the target annual distribution policy annually with any recommended changes submitted for approval to the Board of Directors.

The following is a summary of the activity of the donor advised funds for the years ended June 30, 2024 and June 30, 2023:

| | <u>2024</u> | <u>2023</u> |
|---|---------------------|---------------------|
| Balance at the beginning of the year | \$58,399,952 | \$53,736,893 |
| Contributions | 28,807,810 | 12,540,110 |
| Investment return, net (interest, dividends, realized, unrealized gains and fees) | 3,831,285 | 4,630,481 |
| Released from designations – grants | <u>(16,036,771)</u> | <u>(12,507,532)</u> |
| Balance at the end of the year | <u>\$75,002,276</u> | <u>\$58,399,952</u> |

Note 7 – 403(b) plan

The Foundation maintains a 403(b) Tax-Deferred Annuity Plan for all eligible employees. The Foundation's contribution is equal to 7.5% of each employee's salary. Contribution expenses for the years ended June 30, 2024 and June 30, 2023 was \$121,156 and \$108,940, respectively.

Note 8 – Net assets with temporary donor restrictions

Net assets with temporary donor restrictions are available for the purposes of funding the following programs and are to be released from donor restrictions by incurring expenses or approving grants to satisfy the purposes specified by the donors or the passage of time.

BROOKLYN COMMUNITY FOUNDATION

Notes to Financial Statements (continued) June 30, 2024

Note 8 – Net assets with temporary donor restrictions (continued)

| <u>Description</u> | <u>Balance at December 31, 2023</u> | <u>Contributions 2024</u> | <u>Release from Restrictions</u> | <u>Balance at June 30, 2024</u> |
|--------------------------------------|---|-------------------------------|--|---|
| Farragut houses stakeholders project | \$1,500,000 | \$ - | \$ (472,872) | \$1,027,128 |
| Invest in youth fund | 240,833 | - | (240,833) | - |
| Spark prize | 25,000 | - | - | 25,000 |
| Immigrant rights fund | 200,000 | 151,500 | (351,500) | - |
| Brooklyn prize fund | 16,667 | - | (16,667) | - |
| Other | 31,250 | - | (31,250) | - |
| Total | <u>\$2,013,750</u> | <u>\$ 151,500</u> | <u>\$(1,113,122)</u> | <u>\$1,052,128</u> |

| <u>Description</u> | <u>Balance at December 31, 2022</u> | <u>Contributions 2023</u> | <u>Release from Restrictions</u> | <u>Balance at June 30, 2023</u> |
|--------------------------------------|---|-------------------------------|--|---|
| Substance abuse treatment program | \$1,602,511 | \$ - | \$(1,602,511) | \$ - |
| Farragut houses stakeholders project | - | 1,500,000 | - | 1,500,000 |
| Invest in youth fund | 21,541 | 405,000 | (185,708) | 240,833 |
| Acceleration program | 21,500 | - | (21,500) | - |
| Spark prize | 100,000 | 25,000 | (100,000) | 25,000 |
| Immigrant rights fund | 100,000 | 375,000 | (275,000) | 200,000 |
| Brooklyn prize fund | - | 100,000 | (83,333) | 16,667 |
| Other | 2,500 | 75,000 | (46,250) | 31,250 |
| Total | <u>\$1,848,052</u> | <u>\$2,480,000</u> | <u>\$(2,314,302)</u> | <u>\$2,013,750</u> |

Note 9 – Lease agreement

During March 2014, the Foundation entered into a 10-year office lease agreement. The office lease began on May 1, 2014 and expired on April 30, 2024. The office lease required monthly payments of \$6,135 for the first year increasing to \$8,005 on the 10th year of the lease agreement. These rent amounts are exclusive of certain increases in operating costs of the landlord. The base rental expense was recognized on a straight-line basis over the life of the lease rather than in accordance with the actual lease payments. The difference was reflected as deferred rent payable and recorded in accounts payable and accrued expenses on the statement of financial position, which represents the adjustment of future years' rent as result of using the straight-line method. The Foundation paid a 2-month security deposit of \$12,270 with the landlord, which is recorded in prepaid expenses and security deposit in the 2023 statement of financial position. The required minimum annual lease payments for the 2024 fiscal year is \$80,048.

BROOKLYN COMMUNITY FOUNDATION

Notes to Financial Statements (continued)

June 30, 2024

Note 9 – Lease agreement (continued)

During February 2024, the Foundation entered into a 5-year and 5 months office lease agreement. The office lease expires in July 2029. The office lease requires monthly payments of \$7,627 increasing \$8,584 over the life of the lease with a five-month rent abatement. The lease agreement contains an option to renew for an additional three-year period. The office lease also requires the Foundation to pay their proportionate share of any increases in real estate taxes and operating expenses. The Foundation paid a 3-month security deposit of \$22,881 with the landlord, which is recorded in prepaid expenses and security deposit in the statement of financial position. The following is a summary of the required minimum annual lease payments:

| <u>Fiscal year</u> | <u>Amount</u> |
|------------------------------|-------------------|
| 2025 | \$ 91,524 |
| 2026 | 94,269 |
| 2027 | 97,097 |
| 2028 | 100,010 |
| 2029 | <u>103,011</u> |
| Sub-total | 485,911 |
| Less: present value discount | 39,597 |
| Less: current portion | <u>91,524</u> |
| Total lease liability | <u>\$ 354,790</u> |

Rent expenses for the years ended June 30, 2024 and June 30, 2023 was \$142,488 and \$110,316, respectively, and is recorded in occupancy expense in the statement of functional expenses.

Note 10 – Employment management agreement

The Foundation has an employment management agreement with a Professional Employer Organization that provides a comprehensive personnel management system encompassing a broad range of services, including benefits and payroll administration, health, worker's compensation insurance programs, personnel records management, employer liability management, pension, etc.

Note 11 – Legal proceeding

The Foundation is currently a defendant in a legal proceeding arising in the ordinary course of business. The Foundation believes it has a valid defense to the action and is vigorously defending the action. In the opinion of the Foundation's management, the resolution of this action will not have a materially adverse effect on the Foundation's financial statements.

Note 12 – Tax status

The Foundation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code (the "Code"). In addition, the Foundation is classified as a public charity as defined in Sections 509(a)(1) and 170(b)(i)(A)(vi) of the Code and is, therefore, not a private foundation. The Foundation and qualifies for the maximum charitable deduction for donors permitted under the law.