

Leichtag Foundation and Subsidiaries

Consolidated Financial Statements

Year Ended September 30, 2018



LEICHTAG FOUNDATION AND SUBSIDIARIES
Consolidated Financial Statements
Year Ended September 30, 2018

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Leichtag Foundation and Subsidiaries

We have audited the accompanying consolidated financial statements of Leichtag Foundation (a nonprofit organization) and Subsidiaries, which comprise the consolidated statement of financial position as of September 30, 2018, and the related consolidated statements of activities, functional expenses, and cash flows for the year 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 controls relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' 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 controls 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 controls. 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.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Leichtag Foundation and Subsidiaries as of September 30, 2018 and the changes in their net assets and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Aldrich CPAs + Advisors LLP

San Diego, California
February 13, 2019

LEICHTAG FOUNDATION AND SUBSIDIARIES
Consolidated Statement of Financial Position
September 30, 2018

ASSETS

Current Assets:		
Cash	\$	2,189,612
Accounts receivable		607,770
Investments		81,245,480
Prepaid expenses		<u>402,245</u>
Total Current Assets		84,445,107
Property and Equipment, net of accumulated depreciation		<u>22,629,083</u>
Total Assets	\$	<u><u>107,074,190</u></u>

LIABILITIES AND NET ASSETS

Liabilities:		
Accounts payable	\$	428,819
Accrued expenses		625,262
Current portion of grants payable		<u>1,594,750</u>
Total Current Liabilities		2,648,831
Grants Payable, net of current portion		<u>6,403,088</u>
Total Liabilities		9,051,919
Net Assets:		
Unrestricted		97,932,208
Temporarily restricted		<u>90,063</u>
Total Net Assets		<u>98,022,271</u>
Total Liabilities and Net Assets	\$	<u><u>107,074,190</u></u>

LEICHTAG FOUNDATION AND SUBSIDIARIES
Consolidated Statement of Activities
Year Ended September 30, 2018

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Total</u>
Revenue and Support:			
Realized and unrealized gains, net	\$ 4,538,921	\$ -	\$ 4,538,921
Rental income	1,384,873	-	1,384,873
Contributions	369,934	199,425	569,359
Miscellaneous	582,394	-	582,394
Fundraising	174,202	-	174,202
Consulting	153,095	-	153,095
Farm income	140,844	-	140,844
Membership	58,876	-	58,876
Interest and dividends	2,530	-	2,530
Loss on sale of property and equipment	(3,396)	-	(3,396)
Net assets released from restrictions	<u>161,330</u>	<u>(161,330)</u>	<u>-</u>
Total Revenue and Support	7,563,603	38,095	7,601,698
Expenses:			
Program services	6,594,001	-	6,594,001
Management and general services	<u>4,346,331</u>	<u>-</u>	<u>4,346,331</u>
Total Expenses	<u>10,940,332</u>	<u>-</u>	<u>10,940,332</u>
Increase (Decrease) in Net Assets	(3,376,729)	38,095	(3,338,634)
Net Assets, beginning	<u>101,308,937</u>	<u>51,968</u>	<u>101,360,905</u>
Net Assets, ending	<u>\$ 97,932,208</u>	<u>\$ 90,063</u>	<u>\$ 98,022,271</u>

LEICHTAG FOUNDATION AND SUBSIDIARIES
Consolidated Statement of Functional Expenses
Year Ended September 30, 2018

	Program Services	Management and General	Total
Payroll and related expenses	\$ 2,232,028	\$ 2,248,056	\$ 4,480,084
Grants	3,293,018	-	3,293,018
Consulting	389,324	257,761	647,085
Depreciation	-	543,272	543,272
Repairs and maintenance	38,265	382,868	421,133
Office	86,724	114,707	201,431
Community events	128,599	33,064	161,663
Travel	99,955	57,322	157,277
Insurance	33,618	113,626	147,244
Supplies	76,305	51,811	128,116
System support	15,644	112,097	127,741
Security	35,832	78,524	114,356
Professional fees	19,919	92,243	112,162
Conferences	45,366	57,561	102,927
Taxes	-	84,429	84,429
Other	33,916	45,863	79,779
Telephone and wireless	21,197	37,548	58,745
Marketing	15,732	20,166	35,898
Meals and entertainment	17,914	12,986	30,900
Acquisition/commission cost	5,438	-	5,438
Cost of goods sold	5,207	-	5,207
Property management	-	2,427	2,427
	<u>6,594,001</u>	<u>4,346,331</u>	<u>10,940,332</u>
Total Expenses	\$ <u>6,594,001</u>	\$ <u>4,346,331</u>	\$ <u>10,940,332</u>

LEICHTAG FOUNDATION AND SUBSIDIARIES
Consolidated Statement of Cash Flows
Year Ended September 30, 2018

Cash Flows From Operating Activities:	
Decrease in net assets	\$ (3,338,634)
Adjustments to reconcile decrease in net assets to net cash used by operating activities:	
Net realized and unrealized gains on investments	(4,538,921)
Depreciation	543,272
Loss on sale of property and equipment	3,396
Changes in present value of grants payable	(795,936)
Changes in operating assets and liabilities:	
Accounts receivable	(592,209)
Prepaid expenses	(11,865)
Accounts payable	161,294
Accrued expenses	264,127
Grants payable	<u>(1,960,748)</u>
Net Cash Used by Operating Activities	(10,266,224)
Cash Flows From Investing Activities:	
Proceeds from sales of investments	16,093,335
Purchases of investments	(2,325,671)
Purchases of property and equipment	<u>(2,808,576)</u>
Net Cash Provided by Investing Activities	<u>10,959,088</u>
Net Increase in Cash	692,864
Cash, beginning	<u>1,496,748</u>
Cash, ending	<u><u>\$ 2,189,612</u></u>

LEICHTAG FOUNDATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements

Year Ended September 30, 2018

Note 1 – Organization and Summary of Significant Accounting Policies

Nature of Activities

The Leichtag Foundation (Leichtag) is a tax exempt foundation created to honor the legacy of Lee and Toni Leichtag through igniting and inspiring Jewish life, advancing self-sufficiency, and stimulating social entrepreneurship in coastal North San Diego County and Jerusalem.

LF Villas, LLC (Villas) and LF Encinitas Properties, LLC (LF Encinitas) were formed for the purposes of engaging in the business of acquiring, owning, operating, financing, refinancing, leasing, holding for investment, and selling real property. Villas and LF Encinitas are all single member limited liability companies whose sole member is Leichtag. All of the Villas properties were sold during the year ended September 30, 2017.

Coastal Roots Farm (the Farm), was formed as a tax exempt organization on October 17, 2014 and began operations on January 1, 2016. The Farm's mission is to seed new ideas around sustainable farming and Jewish Life, grow healthy food, and share the harvest with the local community. Leichtag is primarily financing the Farm through grants which are designed to decrease annually in order to establish full independence through increased diversity amongst other fund development strategies.

Principles of Consolidation

The consolidated financial statements include the accounts of Leichtag, Villas, LF Encinitas, and the Farm (collectively, the Foundation). All significant intercompany transactions and balances have been eliminated. Independent financial statements have been issued for the Farm.

Use of Estimates

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Accounts Receivable

The accounts receivable arise in the normal course of operations. It is the policy of management to review the outstanding accounts receivable at year end, as well as the bad debt write-offs experienced in the past, and establish an allowance for doubtful accounts for uncollectible amounts. No allowance was considered necessary at September 30, 2018 because management believes all amounts are collectible.

Investments

The Foundation carries investments in marketable securities with readily determinable fair values and investments in debt securities at fair values in the consolidated statements of financial position. Investments acquired by gift are recorded at their fair market value at the date of the gift. Alternative investments, for which quoted market prices are not readily available, are valued at fair value by the investment manager based on factors deemed relevant by the including, but not limited to, market conditions, purchase price, estimated liquidation value, restrictions on transfer and meaningful third party transactions in the private market. Because of the inherent uncertainty of valuations, the estimated fair values may differ significantly from the values that would have been used had a ready market for such investments existed or had such investments been liquidated, and those differences could be material. Realized and unrealized gains and losses are included in the changes in net assets in the consolidated statement of activities.

Property and Equipment

The Foundation capitalizes all expenditures for property and equipment in excess of \$2,000. Equipment and improvements are recorded at cost or at estimated fair value at date of gift if donated. Expenditures for maintenance and repairs are charged against operations. Depreciation is provided on a straight-line basis over the estimated useful lives of the assets of five to 39 years.

LEICHTAG FOUNDATION AND SUBSIDIARIES
Notes to Consolidated Financial Statements
Year Ended September 30, 2018

Note 1 – Organization and Summary of Significant Accounting Policies, continued

Grants Payable

Unconditional grants payable are recorded at their net present value at the date the grant is made. Grants payable that are due within one year are recorded at face value. The present value of future cash flows is calculated using a discount rate commensurate with the risks involved. The Foundation has not elected to subsequently measure grants payable at fair value under the financial instruments standard of reporting.

Income Taxes

Leichtag and the Farm are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and from California franchise and income tax under section 23701(d) of the Revenue and Taxation code. However, Leichtag and the Farm remain subject to taxes on any net income which is derived from a trade or business regularly carried on and unrelated to their exempt purpose. Leichtag is subject to federal excise tax. Villas and LF Encinitas are non-taxpaying entities for federal income tax purposes, and thus no income tax has been recorded in the consolidated financial statements.

The Foundation follows accounting standards generally accepted in the United States of America related to the recognition of uncertain tax positions. The Foundation recognizes accrued interest and penalties associated with uncertain tax positions as part of the consolidated statement of activities, when applicable. Management has determined that the Foundation has no uncertain tax positions at September 30, 2018 and therefore no amounts have been accrued.

The Foundation files income tax returns in the United States and various state and local jurisdictions.

Financial Statement Presentation

The Foundation reports information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Unrestricted net assets represent expendable funds available for operations, which are not otherwise limited by donor restrictions.

Temporarily restricted net assets consist of contributed funds subject to donor-imposed restrictions contingent upon specific performance of a future event or a specific passage of time before the Foundation may spend the funds.

Permanently restricted net assets are subject to irrevocable donor restrictions requiring that the assets be maintained in perpetuity usually for the purpose of generating investment income to fund current operations.

The Foundation had no permanently restricted net assets for the year ended September 30, 2018.

Revenue Recognition

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions.

Support that is restricted by the donor is reported as an increase in unrestricted net assets if the restriction expires in the reporting period in which the support is recognized. All other donor-restricted support is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets.

LEICHTAG FOUNDATION AND SUBSIDIARIES
Notes to Consolidated Financial Statements
Year Ended September 30, 2018

Note 1 – Organization and Summary of Significant Accounting Policies, continued

Fair Value Measurements

The Foundation defines fair value as the exchange price that would be received for an asset or paid for a liability in the principal or most advantageous market. The Foundation applies fair value measurements to assets and liabilities that are required to be recorded at fair value under generally accepted accounting principles. Fair value measurement techniques maximize the use of observable inputs and minimize the use of unobservable inputs, and are categorized in a fair value hierarchy based on the transparency of inputs. The three levels are defined as follows:

Level 1 - Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the same term of the financial instrument.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

As a practical expedient, certain financial instruments may be valued using net asset value (NAV) per share. NAV is the amount of net assets attributable to each share of outstanding capital stock at the end of the period. The carrying value of cash, receivables, and payables approximates fair value as of September 30, 2018 due to the relative short maturities of these instruments.

Subsequent Events

The Foundation has evaluated subsequent events through February 13, 2019, which is the date the consolidated financial statements were available to be issued.

Note 2 – Concentration of Credit Risk

The Foundation maintains their cash balances in several financial institutions. The balances are insured by either the Federal Deposit Insurance Corporation or the Securities Investor Protection Corporation up to a limit of \$250,000 per institution. At September 30, 2018, the Foundation's total uninsured balance was \$2,101,527. The Foundation has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk to cash.

Note 3 – Investments

The fair market value of investments is categorized as follows for the year ended September 30, 2018:

Description	Level 1	Level 2	Level 3	NAV	Total
Mutual funds:					
Fixed income - domestic	\$ 21,992,855	\$ -	\$ -	\$ -	\$ 21,992,855
Fixed income - international	2,520,549	-	-	-	2,520,549
Large cap - domestic	19,430,754	-	-	-	19,430,754
Large cap - international	21,311,226	-	-	-	21,311,226
Mid cap - international	3,680,178	-	-	-	3,680,178
Small cap - domestic	4,200,683	-	-	-	4,200,683
Alternative investments:					
Private equity funds	-	-	-	7,911,751	7,911,751
Hedge fund of funds	-	-	-	197,484	197,484
	\$ 73,136,245	\$ -	\$ -	\$ 8,109,235	\$ 81,245,480

LEICHTAG FOUNDATION AND SUBSIDIARIES
Notes to Consolidated Financial Statements
Year Ended September 30, 2018

Note 3 – Investments, continued

The valuations of the private equity funds and hedge fund of funds are reflected at fair value, which is determined by the fund managers and defined as the price agreed to in an orderly transaction between market participants to sell an asset or transfer a liability. The fair value of the funds is generally based on NAV of the underlying funds. The NAV of each underlying fund is calculated by an independent administrator as of a specific valuation date, which is done at a minimum quarterly. The valuation techniques used by the administrators include, but are not limited to, the market approach, sales-comparison approach, and income approach.

Commitments and redemption schedules for those investments valued based on net asset value are as follows for the year ended September 30, 2018:

Description	Fair value	Unfunded commitments	Redemption frequency	Redemption notice period
Private equity funds [a]	\$ 7,911,751	\$ 2,430,000	n/a	n/a
Hedge fund of funds [b]	\$ 197,484	none	quarterly	90 days

[a] Private equity funds are investment in funds organized as limited partnerships which invest in media companies, technology companies (excluding biotech), mezzanine capital, secondaries, and buyouts.

[b] The hedge fund of funds employ a variety of strategies including absolute return, diversified arbitrage, investment in distress strategies, and various long/short strategies.

Note 4 – Property and Equipment

Property and equipment as of September 30, 2018 consist of the following:

Buildings	\$ 12,187,800
Machinery and equipment	470,308
Land and land improvements	9,932,732
Other	459,434
	<u>23,050,274</u>
Less accumulated depreciation	(1,910,030)
	<u>21,140,244</u>
Construction in progress	1,488,839
	<u><u>\$ 22,629,083</u></u>

LEICHTAG FOUNDATION AND SUBSIDIARIES
Notes to Consolidated Financial Statements
Year Ended September 30, 2018

Note 5 – Grants Payable

The Foundation makes grants to recipient organizations whose mission is similar to that of the Foundation in igniting and inspiring Jewish life, advancing self-sufficiency, and stimulating social entrepreneurship in coastal North San Diego County and Jerusalem. The discount on grants payable ranges from 3.25% to 5.50%.

Future minimum grant obligations at September 30, 2018 are as follows:

Year Ending September 30,	
2019	\$ 1,594,750
2020	1,209,000
2021	1,180,000
2022	1,000,000
2023	1,000,000
Thereafter	4,685,176
	<u>10,668,926</u>
Less: Discount on grants payable	<u>(1,979,647)</u>
	8,689,279
Less: Current portion	<u>(1,594,750)</u>
	<u>\$ 7,094,529</u>

Note 6 – Property Leased to Others

The Foundation is the lessor of property on long-term operating leases and short-term rentals. The long-term operating leases are for land and various greenhouses and other buildings constructed on the land. The Foundation also has short-term rentals of vacation properties.

The following is a summary of land and greenhouses held for lease as of September 30, 2018:

Land and land improvements	\$ 8,597,140
Greenhouses and buildings	2,609,761
	<u>11,206,901</u>
Less accumulated depreciation	<u>(285,454)</u>
	<u>\$ 10,921,447</u>

Minimum future lease income to be received under noncancellable leases as of September 30, 2018 are as follows:

Year Ending September 30,	
2019	\$ 922,802
2020	664,045
2021	667,476
2022	559,821
2023	184,992
	<u>\$ 2,999,136</u>

LEICHTAG FOUNDATION AND SUBSIDIARIES
Notes to Consolidated Financial Statements
Year Ended September 30, 2018

Note 7 – Federal Excise Tax

The Foundation is subject to federal excise tax imposed on private foundations at 2%, or at 1% if certain conditions are met. The excise tax is imposed on net investment income, as defined under federal law, which includes realized gains on the sale of investments. Federal excise tax expense consists of the current provision on realized net investment income.

Federal excise tax expense for the year ended September 30, 2018 was \$130,000.

Note 8 – Retirement Plans

The Foundation provides a 401(k) Profit Sharing Plan (Plans), which is administered by Newport Group as of January 2016. The Plans cover substantially all of the Foundation's full time employees. The Foundation makes nonelective contributions equal to 3% of compensation for the Safe Harbor, 4% of compensation up to \$30,000 and an additional 4.3% of compensation in excess of \$30,000 to the Profit Sharing plan. The Foundation also makes matching contributions for eligible employees equal to the lesser of 50% of the participants' contributions during the plan year up to 3% of the participants' eligible compensation.

Retirement plan expense was \$287,047 for the year ended September 30, 2018.

Note 9 – Functional Allocation of Expenses

The costs of providing the various programs and other activities have been summarized on a functional basis in the consolidated statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Note 10 – Temporarily Restricted Net Assets

Net assets were temporarily restricted for the following purposes at September 30, 2018:

Security upgrades	\$	75,000
Mobile sink units		10,063
School visits		<u>5,000</u>
	\$	<u><u>90,063</u></u>

Note 11 – Subsequent Event

Through January 31, 2019, the fair market value of the Foundation's investments has declined in value by approximately \$4,800,000. Due to current inherent uncertainties in the U.S. financial markets, it is at least reasonably possible that further changes in the near term would materially affect investment amounts reported in future financial statements.