

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Combined Financial Report
December 31, 2018

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RSM US LLP

Independent Auditor's Report

To Board of Directors
The Conservation Fund, a Nonprofit Corporation

Report on the Financial Statements

We have audited the accompanying combined financial statements of The Conservation Fund, a Nonprofit Corporation and Affiliate (the Organization), which comprise the combined statement of financial position as of December 31, 2018, the related combined statement of activities, functional expenses and cash flows for the year then ended, and the related notes to the combined financial statements (collectively, 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 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 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 entity'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 entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the 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 Conservation Fund, a Nonprofit Corporation and Affiliate as of December 31, 2018, and the results of their operations and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1 to the financial statements, the accompanying financial statements are those of The Conservation Fund, a Nonprofit Corporation (parent company) and a certain affiliate, Sustainable Conservation, Inc., and are not those of the primary reporting entity, which include another affiliate, Natural Capital Investment Fund, Inc. The combined financial statements of The Conservation Fund, a Nonprofit Corporation (parent company) and all its affiliates have been issued as the general purpose financial statements of the primary reporting entity and should be read in conjunction with these financial statements. Our opinion is not modified with respect to this matter.

As discussed in Note 1 to the financial statements, in 2018 the Organization adopted the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-14, *Not-for-Profit Entities (Topic 958) Presentation of Financial Statements of Not-for-Profit Entities*. The adoption of this standard resulted in additional footnote disclosures and changes to the classification of net assets. Our opinion is not modified with respect to this matter.

As discussed in Note 1 to the financial statements, the Organization adopted FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force)*. Our opinion is not modified with respect to this matter.

As discussed in Note 15 to the financial statements, in 2018, the Organization changed its method of valuing conservation land acquired at acquisition cost. Our opinion is not modified with respect to this matter.

RSM US LLP

McLean, Virginia
July 23, 2019

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Combined Statement of Financial Position
(In Thousands)
December 31, 2018

Assets

Cash and cash equivalents	\$	3,613
Restricted cash and cash equivalents		128,616
Investments		71,536
Receivables		7,560
Notes receivable, net		56,477
Promises to give		103
Other assets		194
Property and equipment, net		2,502
Conservation land		551,886
		<hr/>
Total assets	\$	822,487

Liabilities and Net Assets

Liabilities:

Accounts payable and accrued expenses	\$	9,370
Deferred revenue and refundable advances		159,506
Amounts due to other nonprofit organizations and government agencies		52,260
Notes payable, net		124,399
Total liabilities		<hr/> 345,535

Commitments and contingencies (Note 9)

Net assets:

Without donor restrictions		231,396
With donor restrictions		245,556
Total net assets		<hr/> 476,952

Total liabilities and net assets **\$** **822,487**

See notes to combined financial statements.

The Conservation Fund, a Nonprofit Corporation (Parent Only)

**Combined Statement of Activities
(In Thousands)**

Year Ended December 31, 2018

	Without Donor Restrictions	With Donor Restrictions	Total
Real estate activities:			
Support and revenue			
Contributions and grants	\$ 15,248	\$ 36,880	\$ 52,128
Land contributed for conservation	13,713	-	13,713
Contract income	6,875	-	6,875
Investment and other program income	34,355	-	34,355
Sales of conservation land to others	67,908	-	67,908
Net assets released from restrictions	42,839	(42,839)	-
	<u>180,938</u>	<u>(5,959)</u>	<u>174,979</u>
Non-real estate activities:			
Support and revenue			
Contributions and grants	7,970	9,646	17,616
Contract income	8,709	-	8,709
Investment and other program income	9,611	-	9,611
Net assets released from restrictions	6,410	(6,410)	-
	<u>32,700</u>	<u>3,236</u>	<u>35,936</u>
Total support and revenue	<u>213,638</u>	<u>(2,723)</u>	<u>210,915</u>
Expenses:			
Program services:			
Real estate programs	170,086	-	170,086
Non-real estate programs	17,393	-	17,393
Total program services	<u>187,479</u>	<u>-</u>	<u>187,479</u>
Supporting services:			
Management and general	4,113	-	4,113
Fundraising	2,739	-	2,739
Total supporting services	<u>6,852</u>	<u>-</u>	<u>6,852</u>
Total expenses	<u>194,331</u>	<u>-</u>	<u>194,331</u>
Change in net assets	<u>19,307</u>	<u>(2,723)</u>	<u>16,584</u>
Net assets, beginning of year (Note 15)	<u>212,089</u>	<u>248,279</u>	<u>460,368</u>
Net assets, end of year	<u>\$ 231,396</u>	<u>\$ 245,556</u>	<u>\$ 476,952</u>

See notes to combined financial statements.

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Combined Statement of Functional Expenses

(In Thousands)

Year Ended December 31, 2018

	Program Services			Supporting Services		
	Real Estate Programs	Non-Real Estate Programs	Total Program Services	Management and General	Fundraising	Total
Personnel and fringe benefits	\$ 12,543	\$ 7,210	\$ 19,753	\$ 2,640	\$ 1,791	\$ 24,184
Contractual services	9,853	1,672	11,525	782	416	12,723
Grants	18,720	6,681	25,401	-	-	25,401
Postage, printing and photo	253	121	374	46	78	498
Equipment, supplies and depreciation	571	319	890	134	99	1,123
Occupancy	1,165	574	1,739	192	135	2,066
Insurance	407	200	607	65	45	717
Taxes	1,862	1	1,863	5	-	1,868
Travel	893	387	1,280	146	121	1,547
Interest	6,786	-	6,786	-	-	6,786
Accelerated notes payable discount	7,156	-	7,156	-	-	7,156
Conservation land carrying costs	2,511	55	2,566	18	12	2,596
Other	2,326	173	2,499	85	42	2,626
Book value of conservation land donated	8,406	-	8,406	-	-	8,406
Book value of conservation land sold	96,634	-	96,634	-	-	96,634
Total expenses	\$ 170,086	\$ 17,393	\$ 187,479	\$ 4,113	\$ 2,739	\$ 194,331

See notes to combined financial statements.

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Combined Statement of Cash Flows

(In Thousands)

Year Ended December 31, 2018

Cash flows from operating activities:	
Change in net assets	\$ 16,584
Adjustments to reconcile change in net assets to net cash used in operating activities:	
Depreciation	241
Provision for losses on notes receivable and bad debt write-offs	(1,111)
Contributions from implied interest discount, net	571
Contributed stock	(1,487)
Donated conservation land to Organization	(13,713)
Donated conservation land from Organization	6,597
Accelerated notes payable discount	7,156
Deferred rent	(658)
Gain on forgiveness of debt	(3,420)
Net realized and unrealized gains on investments	(244)
Decrease (increase) in operating activities:	
Receivables	5,267
Promises to give	866
Other assets	(29)
Increase (decrease) in operating liabilities:	
Accounts payable and accrued expenses	1,719
Deferred revenue and refundable advances	27,441
Amounts due to other nonprofit organizations and government agencies	722
Additional cash provided by (used in) conservation land projects:	
Proceeds from disposition of conservation land held	68,057
Acquisition of conservation land projects	(126,879)
Net cash used in operating activities	<u>(12,320)</u>
Cash flows from investing activities:	
Purchases of property and equipment	(34)
Purchases of investments	(7,001)
Proceeds from sale of investments	331
Issuance of notes receivable	(18,905)
Repayments of principal on notes receivable	31,633
Net cash provided by investing activities	<u>6,024</u>
Cash flows from financing activities:	
Proceeds from long-term debt	68,591
Repayment of long-term debt	(39,646)
Net cash provided by financing activities	<u>28,945</u>
Net increase in cash and cash equivalents	22,649
Cash and cash equivalents, and restricted cash:	
Beginning of year	<u>109,580</u>
End of year	<u>\$ 132,229</u>
Supplemental disclosure of cash flow information:	
Cash paid for interest	<u>\$ 1,382</u>

See notes to combined financial statements.

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Notes to Combined Financial Statements (In Thousands)

Note 1. Nature of Activities and Significant Accounting Policies

Organization: The Conservation Fund, a Nonprofit Corporation (TCF) and Sustainable Conservation Inc. (SCI) (hereafter collectively referred to the Organization) are dedicated to protecting land throughout the United States not just for the sake of its environmental value, but also for its value to the economy and the community.

The Organization's mission statement is as follows: The Organization, working with public, private and nonprofit partners, protects America's legacy of land and water resources through land acquisition, sustainable community and economic development and leadership training, emphasizing the integration of economic and environmental goals.

The Organization's activities include the following two program areas:

Real estate activities: One of two focus areas for the organization, this program area raises and deploys capital for conservation transactions, ensuring the permanent conservation of land across the U.S. It encompasses all real estate activity in four business areas:

- Conservation Acquisitions – interim ownership of conservation properties
- Working Forest Fund – interim ownership and operation of key forests
- Conservation Loans – bridge loans for land trusts and others to acquire conservation land and complete other projects
- Mitigation Solutions – land-related projects to mitigate for impacts on natural resources

The activities of SCI also fall entirely within this programmatic category.

Non-real estate activities: This program area focuses on technical assistance, community support and economic development. It supports green infrastructure planning, community-based conservation programs, conservation leadership training and network building.

A summary of the Organization's significant accounting policies follows:

Principles of combination: The accompanying combined financial statements include all of the accounts of TCF and SCI. All intercompany accounts and transactions have been eliminated in the combined financial statements.

Basis of accounting: The accompanying combined financial statements of the Organization have been prepared on the accrual basis of accounting, whereby unconditional support is recognized when received, revenue is recognized when earned and expenses are recognized when incurred.

Basis of presentation: These combined financial statements are not intended to be the general purpose financial statements of TCF and have been prepared in conformity with accounting principles that would otherwise be considered a departure from accounting principles generally accepted in the United States of America (U.S. GAAP) because certain affiliated organizations are not combined. An affiliate of TCF whose financial activities are not included in these combined financial statements of TCF is Natural Capital Investment Fund, Inc. (NCIFund).

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Notes to Combined Financial Statements (In Thousands)

Note 1. Nature of Activities and Significant Accounting Policies (Continued)

The accompanying combined financial statements presentation follows the recommendations under the Not-for-Profit Entities Topic of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC). Under this topic, the Organization is required to report information regarding its financial position and activities under two classes of net assets:

Net assets without donor restrictions: Net assets without donor restrictions include those net assets whose use is not restricted by donors, even though their use may be limited in other respects, such as by Board designation. The governing board of the Organization may elect to designate such resources for specific purposes. This designation may be removed at the Board's discretion.

Net assets with donor restrictions: Net assets with donor restrictions are subject to donor-imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Donor-imposed restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the restriction was restricted has been fulfilled or both. Net assets with donor restrictions also include contributions to its revolving funds with donor-imposed stipulations. These net assets are used to finance conservation projects.

Cash and cash equivalents: The Organization classifies cash and all short-term, highly liquid debt instruments to be cash equivalents, including money market funds with original maturities of ninety days or less.

Cash and cash equivalents – restricted: Restricted cash and cash equivalents consist of funds held for mitigation projects, which the Organization is contractually obligated to deploy into approved projects, which offset impacts to natural resources caused by the construction and operation of energy and infrastructure projects. Additionally, in order to secure its obligations in an existing loan agreement, TCF is required to maintain a bank account and balance, wherein partial proceeds of the loan shall be held as an interest reserve in a separate custodial account established at a mutually acceptable financial institution.

Financial risk: Financial instruments that potentially subject the Organization to concentrations of credit risk consist of cash, cash equivalents and short-term investments. All cash, cash equivalents and short-term investments are held with high credit quality financial institutions. The Organization has not experienced any losses in such accounts. Management believes there is no significant concentration of credit risk.

Cash and cash equivalents consist of amounts in institutional money market funds and total \$71,226 at December 31, 2018.

The Organization maintains its cash in various operating bank deposit accounts, which, at times, may exceed federally insured limits. The interest-bearing accounts are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250. The Organization has not experienced any losses in such accounts. The Organization believes it is not exposed to any significant financial risk on cash.

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Notes to Combined Financial Statements (In Thousands)

Note 1. Nature of Activities and Significant Accounting Policies (Continued)

The Organization invests in a professionally managed portfolio that primarily contains various fixed income securities, including U.S. Treasury notes, government agency debt instruments, a collective investment trust fund, municipal bonds, corporate bonds and a small allocation to equity mutual funds. Such investments are exposed to various risks, such as market and credit. Due to the level of risk associated with such investments and the level of uncertainty related to changes in the value of such investments, it is at least reasonably possible that changes in risks in the near term could materially affect investment balances and the amounts reported in the financial statements.

Investments: The Organization's investments with readily determinable fair values are reflected at their fair values in the statement of financial position. Interest, dividends, and net gains or losses on investments are reported in the statement of activities as increases or decreases in net assets without donor restrictions. Interest on funds held for mitigation contracts is deferred until recognized under terms of the contract.

TCF holds less than a 6% interest as a limited partner in a real estate partnership. In accordance with the FASB ASC for nonmarketable securities, TCF accounts for the investment at cost less any impairment as TCF neither controls nor can exercise significant influence over the investee's operating and financial policies. The initial investment was \$1,000 and decreased by distributions of \$355 received in prior years, for a net cost basis of \$645 at December 31, 2018.

Receivables and promises to give: Unconditional promises to give are recognized as support in the period received. Conditional promises to give are recognized when the conditions on which they depend are substantially met. Receivables also include allowable costs in excess of amounts collected on federal and state grants. Such recoverable costs are billable when expenditures are incurred. Receivables and promises to give due in less than one year are reported at their outstanding balance. Receivables and promises to give due beyond one year are carried at present value less an estimate made for doubtful promises based on a review of all outstanding promises on a monthly basis. Management determines the allowance for doubtful promises by regularly evaluating individual promises to give and considering the prior history of the donor and proven collectability of past donations. Promises to give are written off when deemed uncollectible. Recoveries of promises to give previously written off are recorded when received. There was no allowance for doubtful promises at December 31, 2018.

Notes receivable and allowance for possible losses: The Organization provides loans to various land trusts and other entities for the acquisition of conservation lands and easements and completion of other projects. Notes receivable are carried at unpaid principal balances less an allowance for loan losses. Management provides for estimates of possible losses through a provision for bad debt expense and an adjustment to a valuation allowance based on its assessment of the current status of individual loans, the borrower's ability to repay and current economic conditions. The evaluation of the allowance is inherently subjective, and it is reasonably possible that a change in the estimate would occur in the near term, as additional information becomes available. The Organization has recorded an allowance of \$2,972 or 5% as of December 31, 2018, for conservation loans.

Property and equipment: Property and equipment are stated at cost or, if donated, at the estimated fair market value at the date of the donation, less accumulated depreciation. The Organization capitalizes all property and equipment purchased with a cost of \$25 or more. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Property and equipment consist primarily of a research laboratory facility placed in service in 1999, which is being depreciated over 30 years.

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Notes to Combined Financial Statements (In Thousands)

Note 1. Nature of Activities and Significant Accounting Policies (Continued)

Conservation land: Conservation land consists principally of real estate and conservation easements. Conservation land is real estate with ecological, historical, or cultural values, which the Organization is working with partners to conserve. Conservation land includes purchased and donated properties and conservation easements, which are held for eventual resale or donation to government agencies or other organizations or individuals who will become permanent conservation owners.

Purchased conservation land is recorded at acquisition cost. Conservation land received by donation is recorded at its estimated fair value at the date of the donation. Such donations are reported as net assets without donor restrictions, unless the donor has restricted the donated conservation land to a specific purpose. Conservation land donated with explicit restrictions regarding its use is reported as net assets with restrictions. Costs incurred in carrying parcels of real estate, such as taxes and maintenance, are expensed as incurred. Conservation land parcels determined to have no ecological value may be sold to support land conservation efforts. To ensure the Organization's commitment to conservation, real estate with ecological value is held or transferred, including by sale, to appropriate conservation partners. When conservation land is transferred, the proceeds are included as part of total support and revenue and are shown as sales of conservation lands to others on the combined statement of activities; the carrying value of the land and transaction costs incurred with the transfer are shown as program service expenses.

Conservation easements represent restrictions on the use, subdivision and/or development of certain parcels. Gifts of conservation easements are recognized as revenue and program expenses in equal amounts upon acquisition based on the estimated fair value of the easement at the date of the donation of the easement. Purchased easements are recognized as a program expense upon acquisition based on the acquisition cost of the easement. The estimated value of easements is not reported on the combined statement of financial position. The Organization believes that conservation easements play an important role in enabling the Organization to achieve its charitable purpose of land and water conservation through the preservation of the natural values of land.

Valuation of long-lived assets: The Organization reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of the long-lived asset is measured by a comparison of the carrying amount of the asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the estimated fair value of the assets. Assets to be disposed of are reportable at the lower of the carrying amount or fair value, less cost to sell. The Organization had no impairments of long-lived assets during the year ended December 31, 2018.

Amounts due to other nonprofit organizations and government agencies: Amounts due to other nonprofit organizations and government agencies are a result of agreements or commitments the Organization has with respect to certain real estate parcels it holds. These principally reflect cases where the Organization has entered into cooperative agreements to carry out conservation land projects with other organizations, which will result in the eventual transfer of the land parcels. These arrangements and commitments totaled \$52,260 at December 31, 2018.

Notes payable: Under certain circumstances, the Organization uses debt to supplement the cost of the acquisition of conservation lands and easements. Most debt is in the form of notes payable from foundations. The Organization records a discount and contribution revenue when note interest rates are considered below-market and amortizes the discount to interest expense over the term of the related notes.

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Notes to Combined Financial Statements (In Thousands)

Note 1. Nature of Activities and Significant Accounting Policies (Continued)

Revenue recognition: The Organization receives funding for its programs and acquisition of conservation land from federal and state grants and from corporations and foundations in the form of land acquisition or operating grants. Revenue from federal and state awards is recognized at the time expenses allowable under the award are incurred.

Unconditional contributions received are recorded as net assets with donor restrictions or net assets without donor restrictions, depending on the existence and/or nature of any donor restrictions.

Donated securities and conservation land and easements are recorded as support at their estimated fair values at the date of the donation. Such donations are reported as net assets without donor restrictions, unless the donor has restricted the donated asset to a specific purpose. Assets donated with explicit restrictions regarding their use are reported as net assets with restrictions.

Contributions and grant support are recognized when the conditions of the contribution or grant are substantially met. Any grant funds received in advance are recorded as refundable advances. Revenue from contracts is recognized as the service is completed. Mitigation capital funds and grant funds of \$159,506 received but not yet earned are recorded as deferred revenue and refundable advances in the combined statement of financial position as of December 31, 2018.

Functional expense: The costs of providing the various programs and other activities have been summarized on a functional basis in the statement of functional expenses. Accordingly, certain costs have been allocated among the programs and supporting services benefited. Management and general expenses, such as occupancy costs, travel, insurance and other office expenses that support programs are allocated to the programs based on full-time employee salaries and a percentage of time worked on program-specific duties.

Income taxes: TCF is a nonprofit corporation generally exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code (IRC) and is a publicly supported organization under Section 509(a)(1). SCI is a nonprofit corporation exempt from income taxes under Section 501(c)(3) and is a wholly owned subsidiary and a supporting organization to TCF under Section 509(a)(3) of the IRC. In addition, TCF and SCI qualify for charitable contribution deductions and have been classified as organizations that are not considered private foundations. Income which is not related to exempt purposes, less applicable donations, is subject to federal and state income taxes. TCF and SCI had net unrelated business income resulting from taxable employee fringe benefits of approximately \$68 for the year ended December 31, 2018.

Management evaluated the Organization's tax positions and concluded that the Organization had taken no uncertain tax positions that require adjustment to the financial statements to comply with the provisions of this guidance. The Organization files income tax returns in the U.S. federal jurisdiction. Generally, the Organization is no longer subject to income tax examinations for the U.S. federal, state or local tax authorities for the years before 2015.

Use of estimates: The preparation of financial statements in conformity with U.S. GAAP requires management to make a number of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates made by management include the allowance for loan losses. Actual results could materially differ from those estimates.

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Notes to Combined Financial Statements (In Thousands)

Note 1. Nature of Activities and Significant Accounting Policies (Continued)

Adopted accounting pronouncements: In August 2016, the FASB issued Accounting Standards Update (ASU) 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities*. The amendments in this ASU make improvements to the information provided in financial statements and accompanying notes of not-for-profit entities. The amendments set forth the FASB's improvements to net asset classification requirements and the information presented about a not-for-profit entity's liquidity, financial performance and cash flows. The Organization adopted the ASU for the year ended December 31, 2018.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force)*, which provides guidance on the presentation of restricted cash or restricted cash equivalents in the statement of cash flows. The Organization adopted the ASU for the year ended December 31, 2018.

Recent accounting pronouncements: In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement*, which modifies the disclosure requirements for fair value measurements by removing, modifying, or adding certain disclosures. ASU 2018-13 is effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. An entity is permitted to early adopt any removed or modified disclosures and delay adoption of the additional disclosures until their effective date. The adoption of ASU 2018-13 is not expected to have a material impact on the Organization's financial statements.

In June 2018, the FASB issued ASU 2018-08, *Nonprofit Entities (Topic 958): Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made*. This ASU clarifies the guidance for evaluating whether a transaction is reciprocal (i.e., an exchange transaction) or nonreciprocal (i.e., a contribution) and for distinguishing between conditional and unconditional contributions. The ASU also clarifies the guidance used by entities other than nonprofits to identify and account for contributions made. The ASU has different effective dates for resource recipients and resource providers. Where the Organization is a resource recipient, the ASU is applicable to contributions received for annual periods beginning after December 15, 2018, and interim periods within annual periods beginning after December 15, 2019. Where the Organization is a resource provider, the ASU is effective for annual periods beginning after December 15, 2019, and interim periods within annual periods beginning after December 15, 2020. Early adoption is permitted. The Organization is currently evaluating the impact of the adoption of this guidance on its financial statements.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*. ASU 2016-15 provides guidance on how certain cash receipts and cash payments should be presented and classified in the statement of cash flows with the objective of reducing existing diversity in practice with respect to these items. ASU 2016-15 is effective for annual periods, and interim periods within those years, beginning after December 15, 2018. The Organization is currently evaluating the impact the adoption of this guidance will have on its statements of cash flows.

In January 2016, FASB issued ASU 2016-01, *Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. ASU 2016-01 includes a number of amendments that address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The amendments in this ASU are effective for annual reporting periods beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. The Organization has not yet determined the effect on the financial statements of adopting the amendments included in ASU 2016-01.

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Notes to Combined Financial Statements (In Thousands)

Note 1. Nature of Activities and Significant Accounting Policies (Continued)

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. The guidance in this ASU supersedes the leasing guidance in Topic 840, *Leases*. Under the new guidance, lessees are required to recognize lease assets and lease liabilities on the statement of financial position for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the statement of activities. The new standard is effective for annual reporting periods beginning after December 15, 2019. 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 Organization is currently evaluating the impact of the pending adoption of the new standard on the financial statements.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which establishes a comprehensive revenue recognition standard for virtually all industries in U.S. GAAP, including those that previously followed industry-specific guidance. In August 2015, the FASB issued ASU 2015-14, which defers the effective date of ASU 2014-09 for all entities by one year. The new standard is effective for annual reporting periods beginning after December 15, 2018. TCF is currently evaluating the impact of the pending adoption of the new standard on the financial statements.

Note 2. Cash and Cash Equivalents

Cash and cash equivalents held by the Organization at December 31, 2018, consist of the following:

Cash	\$ 61,003
Money market funds	71,226
	<u>\$ 132,229</u>
Unrestricted cash and cash equivalents	\$ 3,613
Restricted cash and cash equivalents	128,616
	<u>\$ 132,229</u>

Restricted cash balances at December 31, 2018, are held for the following purposes:

Cash held for mitigation projects	\$ 127,703
Cash required to be segregated by lender	913
	<u>\$ 128,616</u>

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Notes to Combined Financial Statements (In Thousands)

Note 3. Investments

Investments consisted of the following at December 31, 2018:

U.S. Treasury bills and notes	\$	49,258
Collective investment trust funds		12,121
Corporate bonds		3,038
Municipal bonds		2,533
Equity mutual funds		1,537
Common stock		1,487
Investment in partnership		645
Money market funds		352
Asset-backed securities		215
U.S. Government agency notes		200
International fixed income notes		150
	\$	<u>71,536</u>

For the year ended December 31, 2018, investment income from cash, cash equivalents and investments totaled approximately \$1,485 and consisted primarily of interest and dividend income.

Note 4. Fair Value Measurements

The Organization follows the Fair Value Measurement Topic of the FASB ASC, which establishes a single authoritative definition of fair value, sets out a framework for measuring fair value, and requires additional disclosures about fair value measurements.

The topic requires that assets and liabilities carried at fair value will be classified and disclosed in one of the three following categories.

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Organization has the ability to access.

Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in inactive markets; inputs other than quoted market prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified term, the Level 2 input must be observable for substantially the full term of the financial instrument.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement. The inputs into the determination of fair value require significant management judgment or estimation.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Notes to Combined Financial Statements (In Thousands)

Note 4. Fair Value Measurements (Continued)

Money market funds and mutual funds are classified as Level 1 instruments as there are quoted market prices in active markets for identical assets.

U.S. Treasury notes, government agency bonds, a collective investment trust fund, municipal bonds, and corporate bonds receive interest income based on their stated interest rates and are classified as Level 2 instruments, as there are no quoted markets prices in active markets for identical assets. The value is determined using models and other valuation methodologies, which are corroborated by market data.

Investments in collective investment trust funds consist primarily of fixed income funds. The investment objective of the funds is to invest primarily in investment grade credit securities and mortgage-backed securities. The funds may invest in government securities to protect principal in adverse credit environments. The funds' securities are selected through an active investment and risk management approach. The fair values of these investments have been estimated using the net asset value per share of the investments. Redemption for this fund is available on a monthly basis with 72-hour required notice. The funds do not have unfunded commitments.

During 2018, the Organization received a gift of closely-held stock in a U.S. corporation worth \$1,487 at the time of the gift. This valuation of this stock is adjusted annually by the company. The closely-held stock in a U.S. corporation is classified as Level 3 as the inputs are unobservable and are not corroborated by market data.

The following table sets forth by level, within the fair value hierarchy, the Organization's investments at fair value as of December 31, 2018:

	Level 1	Level 2	Level 3	Total
Investments:				
Money market funds	\$ 71,578	\$ -	\$ -	\$ 71,578
U.S. Treasury bills and notes	-	49,258	-	49,258
Collective investment trust funds	-	12,121	-	12,121
Corporate bonds	-	3,038	-	3,038
Municipal bonds	-	2,533	-	2,533
Equity mutual funds	1,537	-	-	1,537
Common stock	-	-	1,487	1,487
Asset-backed securities	-	215	-	215
U.S. Government agency notes	-	200	-	200
International fixed income notes	-	150	-	150
	<u>\$ 73,115</u>	<u>\$ 67,515</u>	<u>\$ 1,487</u>	<u>\$ 142,117</u>

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Notes to Combined Financial Statements (In Thousands)

Note 4. Fair Value Measurements (Continued)

The table below reconciles fair value assets to the statement of financial position at December 31, 2018:

Cash and cash equivalents held at fair value	\$ 71,226
Investments held at fair value	70,891
	<u>\$ 142,117</u>
Investments held at fair value	\$ 70,891
Investments held at cost	645
	<u>\$ 71,536</u>

The following table presents a reconciliation of all Level 3 assets measured at fair value as of December 31, 2018:

Balance at December 31, 2017	\$ -
Additions	1,487
Balance at December 31, 2018	<u>\$ 1,487</u>

Note 5. Promises to Give

Unconditional promises to give at December 31, 2018, were \$103 and all are due within one year.

In addition to the unconditional promises to give, the Organization has a conditional promise to give totaling \$1,167 at December 31, 2018, which is conditioned on the Organization purchasing a certain parcel of land and has not been recorded in the combined financial statement.

Note 6. Property and Equipment

Property and equipment and accumulated depreciation at December 31, 2018, are as follows:

Buildings and leasehold improvements	\$ 3,787
Furniture and equipment	1,017
Vehicles	190
	<u>4,994</u>
Less accumulated depreciation	(2,492)
	<u>\$ 2,502</u>

Depreciation expense for the year ended December 31, 2018, was \$241.

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Notes to Combined Financial Statements (In Thousands)

Note 7. Notes Receivable

Notes receivable consists primarily of loans made to various organizations carrying out projects and land acquisition transactions at December 31, 2018, as follows:

Notes receivable	\$ 59,449
Allowance for possible losses	(2,972)
Notes receivable, net	<u>\$ 56,477</u>

At December 31, 2018, the Organization had 48 notes receivable outstanding totaling \$59,449. The notes carry remaining terms of less than one year to six years and carry interest rates of 0% to 5.0%.

Accrued interest receivable amounted to \$895 at December 31, 2018, and is included in receivables on the statement of financial position.

For the year ended December 31, 2018, interest income from these notes was \$2,454.

Note 8. Notes Payable

Notes payable consist of the following at December 31, 2018:

	Original Amount Borrowed	Balance Remaining
Loans	\$ 165,904	\$ 135,482
Amounts representing implied interest		(11,083)
Total		<u>\$ 124,399</u>

U.S. GAAP requires interest expense and contribution revenue to be reported in connection with loans of cash to not-for-profit organizations that are interest free or that have below-market interest rates. The contribution is recognized at the time the loan is made and amortized using the effective interest method. The accretion increases interest expense and notes payable. Implied interest discount was \$11,083 at December 31, 2018.

The Organization has fourteen notes payable to foundations totaling \$83,904 and three other notes payable to other lenders totaling \$51,578. The notes are unsecured, except three that are secured by deeds of trust, with stated interest rates between 0% and 3.25%. Maturity dates range from 2019 to 2029. All of the Organization's notes payable were incurred to fund specific land acquisitions or loans to conservation partners, and the intended maturities generally align with management's expectation of when the Organization expects to be repaid on those transactions.

Interest expense for the year ended December 31, 2018, was \$6,786, of which \$5,497 is attributable to the amortization of note payable discount.

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Notes to Combined Financial Statements (In Thousands)

Note 8. Note Payable (Continued)

Aggregate annual principal payments applicable to notes payable in future fiscal years is as follows:

Years ending December 31:	
2019	\$ 16,465
2020	13,655
2021	14,364
2022	11,597
2023	18,648
Thereafter	60,753
	<hr/>
	135,482
Less amounts representing implied interest	(11,083)
	<hr/>
	\$ 124,399
	<hr/>

Note 9. Commitments and Contingencies

Operating leases: The Organization leases offices under various operating leases. Under terms of the respective lease agreements, The Organization has received rent abatements. The rent abatements received and escalating annual rent increases, in addition to landlord improvement allowances, are being recognized on a straight-line basis over the life of the lease agreements and reflected in the accompanying statement of financial position with accrued expenses.

The following schedule summarizes the future minimum lease commitments:

Years ending December 31:	
2019	\$ 991
2020	999
2021	971
2022	973
2023	981
Thereafter	1,464
	<hr/>
	\$ 6,379
	<hr/>

Total rent expense for the year ended December 31, 2018, was \$1,415.

Federal awards and contract programs: TCF participates in a number of federal grant and contract programs which are subject to financial and compliance audits. Accordingly, TCF's compliance with applicable grant or contract requirements may be determined at some future date. The amount, if any, of expenditures which may be disallowed by the granting or contracting agencies cannot be determined at this time, although management expects such amounts, if any, to be immaterial.

Note 10. Retirement Plan

TCF has a tax-deferred 403(b) retirement plan covering substantially all of its employees. Employer contributions are discretionary and based upon the eligible employees' annual salary. The contributions to the TCF's retirement plan for the year ended December 31, 2018, totaled \$1,500.

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Notes to Combined Financial Statements (In Thousands)

Note 11. Net Assets with Donor Restrictions

Net assets with donor restrictions are those net assets whose use by the Organization is limited by the donors for a special purpose or restricted to be used in a later period. At December 31, 2018, donor restricted net assets consisted of the following:

Amounts restricted for various real estate acquisitions, projects or operating programs	\$ 141,167
Revolving net assets dedicated to providing temporary financing of land acquisitions in various regions of the country with any revolving fund loans required to be repaid	104,389
Total net assets with donor restrictions	<u>\$ 245,556</u>

Note 12. Board-Designated Net Assets

TCF has established the Conservation Easement Stewardship Program and its Board of Directors designated \$1,000 from its net assets without donor restrictions. The program addresses all aspects of conservation easement management.

Note 13. Related Party Transactions

NCIFund is a certified community development financial institution that provides financing for and technical assistance to natural resource-based businesses. NCIFund has entered into a management services agreement with its parent organization, TCF. Under the terms of the agreement, TCF provides certain staffing and administrative services to NCIFund. The management fee under the agreement was \$1,743 for the year ended December 31, 2018, and this amount is payable by NCIFund as of December 31, 2018, and is included in receivables on the statement of financial position. The agreement is for one year and is renewable for successive one-year terms unless either party provides written notice not to renew.

TCF provides a \$5,000 note payable to NCIFund to help finance its short-term capital needs. Interest is payable quarterly on outstanding balances at an interest rate of 2%. Interest income on this note payable was \$100 for the year ended December 31, 2018. Any outstanding principal and accrued interest will be payable on August 1, 2020. The amount outstanding from the line amounted to \$5,000 at December 31, 2018, and is included in notes payable on the statement of financial position.

On March 15, 2018, TCF provided an additional \$2,000 revolving line of credit to NCIFund for additional financing. Interest is payable quarterly on outstanding balances at an interest rate of 2.5%. Any outstanding principal and accrued interest will be payable on March 1, 2023. There were no amounts drawn on the line as of December 31, 2018.

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Notes to Combined Financial Statements (In Thousands)

Note 14. Liquidity and Availability of Financial Resources

The Organization regularly monitors liquidity required to meet its annual operating needs and other contractual commitments while also striving to maximize the return on investment of its funds not required for annual operations. The Organization's financial assets available within one year of December 31, 2018, for general expenditures are as follows:

Cash and cash equivalents	\$ 3,613
Restricted cash and cash equivalents	128,616
Investments	71,536
Promises to give	103
Receivables	7,560
Notes receivable, net	<u>56,477</u>
Total financial assets available	<u>267,905</u>
Less those not available for general expenditure within one year due to:	
Contractual or imposed restrictions:	
Restricted cash and cash equivalents	(128,616)
Board-designated net assets	(1,000)
Donor-restricted funds	(58,727)
Notes receivable, due after one year, net	<u>(40,955)</u>
	<u>(229,298)</u>
Financial assets available to meet cash needs for general expenditures within one year	<u>\$ 38,607</u>

The Organization is also supported by restricted programmatic funds that can be used to support programmatic and general expenditures. Because a donor's restriction requires funds to be used in a particular manner or in a future period, the Organization must maintain sufficient resources to meet those responsibilities.

The Organization has various sources of liquidity at its disposal, including cash and cash equivalents and investments. In addition, as a part of its liquidity management, the Organization invests cash in excess of daily requirements in short-term investments. The Organization assesses its operating budget and cash flow projections monthly to monitor the availability of resources to support operations. In the event of an unanticipated liquidity need, the Organization could obtain a bank line of credit.

The Conservation Fund, a Nonprofit Corporation (Parent Only)

Notes to Combined Financial Statements (In Thousands)

Note 15. Change in Accounting Principle

During 2018, the Organization changed its method of valuing conservation land acquired at acquisition cost, whereas in all prior years conservation land acquired by purchase was recorded at its appraised value when acquired. The new method of accounting for conservation land was adopted to provide a more accurate representation of conservation land acquired for resale and the consideration the Organization would receive upon sale or transfer of conservation land to third parties.

As noted below, the impact of the change in accounting principle resulted in a reduction to the beginning net assets and conservation land in the amount of \$18,699.

Net assets, beginning of year, as previously reported	\$ 479,067
Cumulative effect of change in accounting principle	(18,699)
Net assets, beginning of year, as adjusted	<u>\$ 460,368</u>

Note 16. Subsequent Events

Management has evaluated subsequent events through July 23, 2019, which is the date the financial statements were available to be issued.

On April 5, 2019, TCF executed an unsecured note payable agreement for a program-related investment to borrow \$15,000 from a foundation at a stated interest rate of 0% per annum. Principal is due at maturity on or before June 30, 2027. The note will partially fund a conservation land project.

On June 24, 2019, TCF executed an unsecured note payable agreement for a program-related investment to borrow \$8,000 from a foundation at a stated interest rate of 0% per annum. A principal payment of \$4,000 is due by June 30, 2022, with the remaining principal of \$4,000 due by June 30, 2026. The note will fund a conservation land project.