

PEPPERWOOD FOUNDATION

FINANCIAL STATEMENTS

JUNE 30, 2018

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HARRINGTON GROUP

CERTIFIED PUBLIC ACCOUNTANTS, LLP

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Pepperwood Foundation

Report on the Financial Statements

We have audited the accompanying financial statements of Pepperwood Foundation (a nonprofit organization), which comprise the Statement of Financial Position as of June 30, 2018, and the related Statements of Activities, Functional Expenses, and Cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' 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 auditors' 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 Pepperwood Foundation as of June 30, 2018, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Report on Summarized Comparative Information

We have previously audited Pepperwood Foundation's 2017 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated December 6, 2017. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2017, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Harrington Group

Oakland, California
March 7, 2019

PASADENA
234 E Colorado Blvd
Suite M150
Pasadena, CA 91101
p: 626.403.6801

A Trusted Nonprofit Partner
Main Fax: 626.403.6866
www.npocpas.com

OAKLAND
1901 Harrison Street
Suite 1150
Oakland, CA 94612
p: 510.379.1182

PEPPERWOOD FOUNDATION

STATEMENT OF FINANCIAL POSITION

June 30, 2018

With comparative totals at June 30, 2017

	<u>2018</u>	<u>2017</u>
ASSETS		
Cash and cash equivalents (Note 2)	\$ 1,889,027	\$ 392,536
Accounts receivable	8,690	4,337
Grants receivable	25,799	69,270
Pledges receivable (Note 3)	59,652	69,012
Prepaid expenses	31,906	26,235
Investments (Note 4)	3,099,801	1,830,902
Property and equipment (Note 6)	19,672,658	19,991,908
TOTAL ASSETS	<u><u>\$ 24,787,533</u></u>	<u><u>\$ 22,384,200</u></u>
LIABILITIES AND NET ASSETS		
Accounts payable	\$ 50,691	\$ 32,614
Accrued liabilities (Note 7)	109,124	101,976
TOTAL LIABILITIES	<u>159,815</u>	<u>134,590</u>
NET ASSETS		
Unrestricted	4,777,165	2,120,790
Unrestricted - property and equipment	19,672,658	19,991,908
Temporarily restricted (Note 8)	177,895	136,912
TOTAL NET ASSETS	<u>24,627,718</u>	<u>22,249,610</u>
TOTAL LIABILITIES AND NET ASSETS	<u><u>\$ 24,787,533</u></u>	<u><u>\$ 22,384,200</u></u>

The accompanying notes are an integral part of these financial statements.

PEPPERWOOD FOUNDATION

STATEMENT OF ACTIVITIES
 For the year ended June 30, 2018
 With comparative totals for the year ended June 30, 2017

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>2018</u>	<u>2017</u>
REVENUE AND SUPPORT				
Gain on disposal of fixed assets	\$ 1,884,765	\$ -	\$ 1,884,765	\$ -
Community Foundation Sonoma County grants (Note 10)	1,500,000		1,500,000	2,100,000
Foundation grants	245,760	159,000	404,760	236,850
Contributions	622,314		622,314	263,649
Government grants	220,215		220,215	204,861
Unrealized gain on investments	216,656		216,656	196,270
Special event, net of expenses of \$84,800	190,150		190,150	325,602
In-kind contributions (Note 5)	125,603		125,603	138,999
User and program fees	54,730		54,730	75,944
Interest income	49,628		49,628	34,780
Miscellaneous	32,413	640	33,053	14,119
Easement revenue	25,000		25,000	26,000
Rental income	14,100		14,100	28,200
Net assets released from restrictions	118,657	(118,657)	-	-
TOTAL REVENUE AND SUPPORT	<u>5,299,991</u>	<u>40,983</u>	<u>5,340,974</u>	<u>3,645,274</u>
EXPENSES				
Program	2,237,327		2,237,327	1,472,821
General and administrative	214,479		214,479	180,476
Development	175,648		175,648	109,117
TOTAL EXPENSES	<u>2,627,454</u>	<u>-</u>	<u>2,627,454</u>	<u>1,762,414</u>
CHANGE IN NET ASSETS BEFORE DEPRECIATION EXPENSE	2,672,537	40,983	2,713,520	1,882,860
Depreciation expense	335,412		335,412	368,047
CHANGE IN NET ASSETS AFTER DEPRECIATION EXPENSE	2,337,125	40,983	2,378,108	1,514,813
NET ASSETS, BEGINNING OF YEAR	<u>22,112,698</u>	<u>136,912</u>	<u>22,249,610</u>	<u>20,734,797</u>
NET ASSETS, END OF YEAR	<u>\$ 24,449,823</u>	<u>\$ 177,895</u>	<u>\$ 24,627,718</u>	<u>\$ 22,249,610</u>

The accompanying notes are an integral part of these financial statements.

PEPPERWOOD FOUNDATION

STATEMENT OF FUNCTIONAL EXPENSES

For the year ended June 30, 2018

With comparative totals for the year ended June 30, 2017

	Program	General and Administrative	Development	Total Expenses 2018	2017
Salaries	\$ 892,724	\$ 83,911	\$ 108,410	\$ 1,085,045	\$ 894,765
Employee benefits	106,110	9,560	14,030	129,700	110,768
Payroll taxes and workers compensation	82,154	7,615	9,778	99,547	82,475
Total personnel costs	1,080,988	101,086	132,218	1,314,292	1,088,008
Professional fees	648,704	82,016	2,217	732,937	212,797
Site development and maintenance	141,717	5,524	4,577	151,818	73,005
In-kind expenses	125,603			125,603	138,999
Miscellaneous	81,416	12,904	3,755	98,075	56,658
Supplies and small equipment	44,258	3,427	6,235	53,920	40,797
Insurance	31,967	3,078	4,744	39,789	39,142
Occupancy	25,659	1,930	2,947	30,536	37,982
Printing and publications	21,655	26	8,431	30,112	25,740
Telephone	12,506	2,419	1,617	16,542	10,246
Postage and delivery	8,227	53	5,836	14,116	12,024
Travel	6,543	1,749	2,891	11,183	16,416
Real estate taxes	7,271			7,271	6,991
Staff development and training	813	10	180	1,003	3,609
Interest		257		257	-
TOTAL 2018 FUNCTIONAL EXPENSES	\$ 2,237,327	\$ 214,479	\$ 175,648	\$ 2,627,454	
TOTAL 2017 FUNCTIONAL EXPENSES	\$ 1,472,821	\$ 180,476	\$ 109,117		\$ 1,762,414

The accompanying notes are an integral part of these financial statements.

PEPPERWOOD FOUNDATION

STATEMENT OF CASH FLOWS

For the year ended June 30, 2018

With comparative totals for the year ended June 30, 2017

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Change in net assets	\$ 2,378,108	\$ 1,514,813
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	335,412	368,047
Reinvested dividends	(43,323)	(34,632)
Unrealized (gain) on investments	(216,656)	(196,270)
(Gain) on disposal of fixed assets	(1,884,765)	-
(Increase) decrease in operating assets:		
Accounts receivable	(4,353)	33,478
Grants receivable	43,471	(69,270)
Pledges receivable	9,360	110,541
Prepaid expenses	(5,671)	723
(Increase) decrease in operating liabilities:		
Accounts payable	18,077	(16,013)
Accrued liabilities	7,148	17,879
	636,808	1,729,296
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(191,471)	(48,651)
Insurance proceeds	2,060,074	-
Sales of investments	32,000	-
Purchase of investments	(1,040,920)	(1,600,000)
	859,683	(1,648,651)
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,496,491	80,645
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	392,536	311,891
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 1,889,027	\$ 392,536
SUPPLEMENTAL DISCLOSURE:		
Operating activities reflects interest paid of:	\$ 257	\$ -

The accompanying notes are an integral part of these financial statements.

PEPPERWOOD FOUNDATION

NOTES TO FINANCIAL STATEMENTS

1. Organization

Pepperwood Foundation was established in 2005 by Jane and Herb Dwight – designating the Pepperwood Preserve, a 3,200 acre nature preserve located in Sonoma County, California, as a permanently protected wild land. The foundation manages the property to promote natural history education, research, and preservation. Stewardship of the preserve was assumed from California Academy of Sciences, which managed the preserve from 1979-2005.

Pepperwood Foundation’s mission is to advance science-based conservation throughout our region and beyond. Pepperwood Foundation is a leader in forging solutions to advance the health of Northern California’s land, water, and wildlife. Pepperwood Foundation’s Dwight Center for Conservation Science produces **cutting-edge research**, provides comprehensive **environmental education** for all ages, and facilitates an innovative **citizen science** initiative. Pepperwood Foundation uses its 3,117 acre nature preserve as a living laboratory to engage students, volunteers, and scientists in applied conservation. Pepperwood Foundation’s singular focus is applying science to safeguard the future of nature for generations to come.

Late in the evening of October 8, 2017 a series of fires broke out in Northern California, including the Tubbs Fire, which became the most destructive wildfire event in California history. At Pepperwood Foundation, our staff and the preserve were greatly impacted. Over 90% of the preserve burned, and our barn and two residences were lost. While we work to rebuild our infrastructure, Pepperwood Foundation’s 3,200 acre preserve has become a hub for post-fire research, building on over five years of post-fire data collected by our Sentinel Site monitoring network. This research is filling a critical gap in our collective understanding of wildfire in the context of Northern California ecosystems, and what can be done to make our communities more resilient.

During the year ended June 30, 2018, Pepperwood Foundation received approximately 28% of its funding from two board members via grants from Community Foundation Sonoma County (see Note 10).

2. Summary of Significant Accounting Policies

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements is as follows:

Basis of Presentation

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

Accounting

To ensure observance of certain constraints and restrictions placed on the use of resources, the accounts of Pepperwood Foundation are maintained in accordance with the principles of net asset accounting. This is the procedure by which resources for various purposes are classified for accounting and reporting purposes into net asset classes that are in accordance with specified activities or objectives. Accordingly, all financial transactions have been recorded and reported by net asset class as follows:

continued

PEPPERWOOD FOUNDATION

NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies, continued

Unrestricted. These generally result from revenue generated by receiving unrestricted contributions, providing services, and receiving interest from investments less expenses incurred in providing program-related services, raising contributions, and performing administrative functions.

Temporarily Restricted. Pepperwood Foundation reports gifts of cash and other assets as temporarily restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or the purpose of the restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statement of Activities as net assets released from restrictions.

Permanently Restricted. These net assets are restricted by donors who stipulate that resources are to be maintained permanently, but permit Pepperwood Foundation to expend all of the income (or other economic benefits) derived from the donated assets. Pepperwood Foundation has no permanently restricted net assets at June 30, 2018.

Cash and Cash Equivalents

Pepperwood Foundation has defined cash and cash equivalents as cash in banks and certificates of deposits with an original maturity of three months or less.

Accounts Receivable

Accounts receivable includes receivables from program services fees and other earned revenues. No allowance for doubtful accounts has been provided.

Contributions and Pledges Receivable

Unconditional promises to give that are expected to be collected within one year are recorded as net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at fair value, which is measured as the present value of their future cash flows. The discounts on those amounts are computed using risk adjusted interest rates applicable to the years in which the promises are received. Amortization of the discount is included in contribution revenue. Conditional promises to give are not included as support until the conditions are substantially met. Pepperwood Foundation reports unconditional contributions as restricted support if they are received with donor stipulations that limit the use of the donated assets.

Concentration of Credit Risks

Pepperwood Foundation places its temporary cash investments with high-credit, quality financial institutions. At times, such investments may be in excess of the Federal Deposit Insurance Corporation insurance limit. Pepperwood Foundation has not incurred losses related to these investments.

continued

PEPPERWOOD FOUNDATION

NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies, continued

Investments

Pepperwood Foundation values its investments at fair value. Unrealized gains or losses (including investments bought, sold, and held during the year) are reflected in the Statement of Activities as gain on investments. Short-term highly liquid money market deposits that are not used for operations are treated as investments.

Fair Value Measurements

Generally accepted accounting principles provide guidance on how fair value should be determined when financial statement elements are required to be measured at fair value. Valuation techniques are ranked in three levels depending on the degree of objectivity of the inputs used with each level:

Level 1 inputs - quoted prices in active markets for identical assets

Level 2 inputs - quoted prices in active or inactive markets for the same or similar assets

Level 3 inputs - estimates using the best information available when there is little or no market

Pepperwood Foundation is required to measure certain types of assets, contributed services, and current year pledged contributions at fair value. The specific technique used to measure fair value for these financial statements elements are described in the notes below that relate to each element.

Property and Equipment

Property and equipment are recorded at cost if purchased or at fair value at the date of donation if donated. Depreciation is computed on the straight-line basis over the estimated useful lives of the related assets. Maintenance and repair costs are charged to expense as incurred. Property and equipment are capitalized if the cost of real property is greater than or equal to five thousand dollars or the cost of equipment is greater than or equal to one thousand dollars and the useful life is greater than one year.

Donated Materials and Services

Contributions of donated non-cash assets are measured on a non-recurring basis and recorded at fair value in the period received. Contributions of donated services that create or enhance non-financial assets or that require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation, are recorded at fair value in the period received.

Functional Allocation of Expenses

Costs of providing Pepperwood Foundation's programs and other activities have been presented in the Statement of Functional Expenses. During the year, such costs are accumulated into separate groupings as either direct or indirect. Indirect or shared costs are allocated among program and support services by a method that best measures the relative degree of benefit.

continued

PEPPERWOOD FOUNDATION

NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies, continued

Income Taxes

Pepperwood Foundation is exempt from taxation under Internal Revenue Code Section 501(c)(3) and California Revenue and Taxation Code Section 23701d. In addition, Pepperwood Foundation qualifies for the charitable contribution deduction under Section 170(b)(1)(A)(vi) and has been classified as an organization that is not a private foundation under Section 509(a)(1).

Generally accepted accounting principles provide accounting and disclosure guidance about positions taken by an organization in its tax returns that might be uncertain. Management has considered its tax positions and believes that all of the positions taken by Pepperwood Foundation in its federal and state exempt organization tax returns are more likely than not to be sustained upon examination. Pepperwood Foundation's returns are subject to examination by federal and state taxing authorities, generally for three and four years, respectively, after they are filed.

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 reported amounts of assets, liabilities, revenues, and expenses as of the date and for the period presented. Actual results could differ from those estimates.

Comparative Information

The financial statements include certain prior-year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with Pepperwood Foundation's financial statements for the year ended June 30, 2017, from which the summarized information was derived.

Subsequent Events

Management has evaluated subsequent events through March 7, 2019, the date which the financial statements were available for issue. No events or transactions have occurred during this period that appear to require recognition or disclosure in the financial statements.

PEPPERWOOD FOUNDATION

NOTES TO FINANCIAL STATEMENTS

3. Pledges Receivable

Pledges receivable are recorded as support when pledged. Additionally, all pledges are valued at their estimated fair value and are deemed fully collectible. Accordingly, no allowance for uncollectible pledges has been recorded as of June 30, 2018. A discount rate between 1.24% and 1.89% has been used to calculate the present value of pledges receivable. Total amount of pledges receivable at June 30, 2018, of \$59,652, is expected to be collected as follows:

<u>Year ended June 30,</u>	
2019	\$50,100
2020	5,000
2021	<u>5,000</u>
	60,100
Less: unamortized discount on pledges receivables	<u>(448)</u>
	<u>\$59,652</u>

4. Investments

Investments at June 30, 2018 consist of the following:

Mutual funds	\$3,050,021
Money market	41,524
Equities	<u>8,256</u>
	<u>\$3,099,801</u>

5. Fair Value Measurements

The table below presents the balances of assets measured at fair value at June 30, 2018 on a recurring basis:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds				
Vanguard total stock	\$3,050,021	\$ -	\$ -	\$3,050,021
Equities	<u>8,256</u>	<u> </u>	<u> </u>	<u>8,256</u>
	<u>\$3,058,277</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$3,058,277</u>

The fair values of mutual funds have been measured on a recurring basis using quoted prices for identical assets in active markets (Level 1 inputs).

PEPPERWOOD FOUNDATION

NOTES TO FINANCIAL STATEMENTS

5. Fair Value Measurements, continued

The table below present transactions measured at fair value on a non-recurring basis during the year ended June 30, 2018:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Current year new pledges	\$ -	\$ -	\$60,100	\$ 60,100
Contributed services		<u>125,603</u>		<u>125,603</u>
	<u>\$ -</u>	<u>\$125,603</u>	<u>\$60,100</u>	<u>\$177,093</u>

The fair value of contributed services has been measured on a non-recurring basis using quoted prices for similar assets in inactive market (Level 2 inputs).

Pepperwood Foundation received donated services from individuals who support the mission of the organization. The established fair value of donated services received for the year ended June 30, 2018 amounted to \$125,603 and was based upon the number of hours contributed at appropriate volunteer rate and has been recorded as an in-kind contribution and expense. The volunteer rate is based on yearly earnings provided by the Bureau of Labor Statistics and increased by 12% to estimate for fringe benefits.

The fair value of current year new pledges is measured on a non-recurring basis by estimating future cash flows, based on pledge commitments and previous experience and discounting the carrying amount to present value (Level 3 inputs).

6. Property and Equipment

Property and equipment at June 30, 2018 consist of the following:

Land	\$ 9,697,744
Buildings and improvements	12,480,875
Furniture and equipment	350,341
Vehicles	<u>136,380</u>
	22,665,340
Less: accumulated depreciation	<u>(2,992,682)</u>
	<u>\$19,672,658</u>

Depreciation expense during the year ended June 30, 2018 was \$335,412.

The use of the preserve is restricted to education and research activities and low-impact recreation with the exception of two approximately twenty-five acre residential parcels which may be sold. In addition, the California Academy of Sciences was granted a perpetual easement to use the property as they have used it in the past in exchange for an annual payment of \$25,000.

continued

PEPPERWOOD FOUNDATION

NOTES TO FINANCIAL STATEMENTS

7. **Accrued Liabilities**

Accrued liabilities at June 30, 2018 consist of the following:

Accrued vacation	\$ 66,974
Accrued payroll liability	<u>42,150</u>
	<u>\$109,124</u>

8. **Temporarily Restricted Net Assets**

Temporarily restricted net assets as of June 30, 2018 consist of the following:

Program restrictions	\$152,242
Support operations in future years	<u>25,653</u>
	<u>\$177,895</u>

For the year ended June 30, 2018, net assets released from restrictions were \$118,657, which consists of \$15,000 released for time restrictions and \$103,657 for program restrictions.

9. **Employee Benefit Plan**

All employees can participate in Pepperwood Foundation's 403(b) retirement plan, in accordance with the requirements of the plan, and may contribute toward this plan through pre-tax payroll withholding at any time from the date of employment. In accordance with the requirements of the plan, Pepperwood Foundation will contribute 3% of salary and match 50% of employee's contributions that are not in excess of 2% of their compensation on behalf of eligible employees after one full year of employment. Employer contributions under this plan for the year ended June 30, 2018 were \$36,078.

10. **Related Party Transactions**

A charitable lead annuity trust has been established with the Pepperwood Foundation Fund, a designated fund of Community Foundation Sonoma County, naming Pepperwood Foundation as a beneficiary. The trust requires annual distributions of approximately \$1.1 million to the fund for ten years beginning in 2010, combined. The intent of the donors of the trust is for \$500,000 to be distributed from the designated fund at Community Foundation Sonoma County to the Pepperwood Foundation each year and the remainder to be retained by the Community Foundation Sonoma County to create an endowment with Pepperwood Foundation as the beneficiary.

Additionally, during the year the Community Foundation Sonoma approved a grant in the amount of \$1,000,000 from the Pepperwood Foundation Fund to Pepperwood Foundation for general operating support.