

JOHN T. VUCUREVICH FOUNDATION

FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT
DECEMBER 31, 2022 AND 2021



Ketel Thorstenson, LLP

Certified Public Accountants/Business & Personal Consultants

ktllp.com

JOHN T. VUCUREVICH FOUNDATION

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INDEPENDENT AUDITOR'S REPORT

Board of Directors
John T. Vucurevich Foundation
Rapid City, South Dakota

Qualified Opinion

We have audited the accompanying financial statements of **JOHN T. VUCUREVICH FOUNDATION** (the Foundation), which comprise the statements of financial position as of December 31, 2022 and 2021, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, except for the effects of the matter discussed in the Basis for Qualified Opinion section of our report, the financial statements referred to above present fairly, in all material respects, the financial position of the Foundation as of December 31, 2022 and 2021, and the change in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Qualified Opinion

As more fully disclosed in Notes 1 and 3 to the financial statements, the Foundation does not consolidate United Bancorporation, a personal holding company in which the Foundation is a majority stockholder. United Bancorporation is accounted for by the equity method of accounting. In our opinion, this omission is not in accordance with accounting principles generally accepted in the United States of America. If consolidation were to occur, the investment in unconsolidated subsidiary on the statements of financial position and the income (loss) from equity in earnings on the statements of activities would no longer be reported. In lieu of this, all assets, liabilities, revenues and expenses of United Bancorporation (as shown in Note 3) would be reported individually in the Organization's financial statements. In addition, any intercompany transactions, to include payment of liquidating dividends, would be eliminated in consolidation.

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

Emphasis of Matter- Effect of Adopting New Accounting Standard

As discussed in Note 1 to the financial statements, the Financial Accounting Standards Board issued Accounting Standards Update 2016-02, *Leases*, which was adopted by the Foundation as of January 1, 2022, and supersedes prior lease guidance. The effects of implementing this standard include reflecting a right-of-use asset and lease liability for the Foundation's long-term noncancelable lease. Leases are classified as operating or financing leases, which determines whether lease expense is recognized on an effective interest method or on a straight-line basis over the term of the lease, respectively. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

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

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

John T. Vucurevich Foundation

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Foundation's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Foundation's ability to continue as a going concern for a reasonable period of time.

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



KETEL THORSTENSON, LLP
Certified Public Accountants

July 19, 2023

JOHN T. VUCUREVICH FOUNDATION

**STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2022 AND 2021**

	2022	2021
<u>ASSETS</u>		
Current Assets		
Cash and Cash Equivalents (Notes 2 and 6)	\$ 1,275,301	\$ 11,572,173
Prepaid Expenses and Other Assets	27,394	97,592
Federal Excise Tax Receivable	996	-
Total Current Assets	1,303,691	11,669,765
Investments		
Marketable Investment Securities (Notes 2 and 6)	150,468,796	180,556,874
Investment in Unconsolidated Subsidiary (Note 3)	2,313,603	3,180,678
	152,782,399	183,737,552
Property and Equipment		
Leasehold Improvements	91,122	91,122
Furniture and Equipment	127,861	127,861
	218,983	218,983
Less Accumulated Depreciation	217,631	211,778
	1,352	7,205
Other Assets		
Operating Lease Right-of-Use Asset (Note 7)	62,797	-
Investments Held in Trust (Note 2)	905,584	1,215,793
	968,381	1,215,793
TOTAL ASSETS	\$ 155,055,823	\$ 196,630,315
<u>LIABILITIES AND NET ASSETS</u>		
Current Liabilities		
Accounts Payable and Accrued Expenses	\$ 26,424	\$ 14,091
Federal Excise Tax Payable	-	673
Operating Lease Liability -- Current Portion (Note 7)	28,655	-
Grants Payable -- Current Portion (Note 5)	878,257	1,353,257
Total Current Liabilities	933,336	1,368,021
Other Liabilities		
Operating Lease Liability -- Net of Current Portion (Note 7)	34,860	-
Grants Payable -- Net of Current Portion (Note 5)	2,152,023	2,698,023
Amounts Held in Trust for Others	905,584	1,215,793
Deferred Excise Tax Liability (Note 4)	62,102	619,170
	3,154,569	4,532,986
Net Assets		
Board Designated - Inflation Adjusted Corpus (Note 6)	146,203,155	-
Undesignated	4,764,763	190,729,308
Total Net Assets Without Donor Restrictions	150,967,918	190,729,308
TOTAL LIABILITIES AND NET ASSETS	\$ 155,055,823	\$ 196,630,315

The accompanying notes are an integral part of these statements.

JOHN T. VUCUREVICH FOUNDATION

**STATEMENTS OF ACTIVITIES
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021**

	<u>2022</u>	<u>2021</u>
Revenues		
<i>Investment Return (Loss) - Marketable Investment Securities</i>		
Interest and Dividends	\$ 4,599,042	\$ 8,930,905
Net Unrealized Gain (Loss) on Investments	(39,209,752)	5,713,519
Net Realized Gain on Sales of Investments	2,139,935	7,968,394
External and Internal Direct Investment Expenses	(348,010)	(387,988)
	<u>(32,818,785)</u>	22,224,830
<i>Earnings (Loss) from Unconsolidated Subsidiary (Note 3)</i>		
Decrease from Equity in Earnings	(867,075)	(3,565,554)
Liquidating Dividends	1,094,648	3,831,265
	<u>227,573</u>	265,711
	<u>(32,591,212)</u>	22,490,541
Expenses		
Program	7,334,070	11,709,663
General and Administrative	287,823	268,818
	<u>7,621,893</u>	11,978,481
Increase (Decrease) in Net Assets Without Donor Restrictions Before Federal Excise Tax	(40,213,105)	10,512,060
Federal Excise Tax Expense (Benefit) on Net Investment Income (Note 4)	(451,715)	314,785
Increase (Decrease) in Net Assets Without Donor Restrictions	(39,761,390)	10,197,275
Net Assets Without Donor Restrictions -- Beginning of Year	190,729,308	180,532,033
Net Assets Without Donor Restrictions -- End of Year	\$ 150,967,918	\$ 190,729,308

The accompanying notes are an integral part of these statements.

JOHN T. VUCUREVICH FOUNDATION

**STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2022**

	Program	General and Administration	Total
Grants Paid to Other Organizations	\$ 6,351,350	\$ -	\$ 6,351,350
Direct Charitable Activities:			
Professional Fees	207,805	-	207,805
Education and Training	93,359	-	93,359
Other	45,002	-	45,002
Travel and Meetings	20,299	-	20,299
Insurance	693	-	693
	<u>367,158</u>	<u>-</u>	<u>367,158</u>
Salaries	293,562	126,791	420,353
Employee Benefits	120,108	51,226	171,334
Director Fees	94,065	31,355	125,420
Office	48,511	16,170	64,681
Lease (Note 7)	33,352	11,117	44,469
Professional Fees	-	42,509	42,509
Education and Training	9,422	3,141	12,563
Travel and Meetings	9,172	3,057	12,229
Depreciation	3,950	1,317	5,267
Insurance	3,420	1,140	4,560
Total Expenses	<u>\$ 7,334,070</u>	<u>\$ 287,823</u>	<u>\$ 7,621,893</u>

The accompanying notes are an integral part of this statement.

JOHN T. VUCUREVICH FOUNDATION

**STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2021**

	Program	General and Administration	Total
Grants Paid to Other Organizations	\$ 11,060,331	\$ -	\$ 11,060,331
Direct Charitable Activities:			
Professional Fees	20,660	-	20,660
Education and Training	91,392	-	91,392
Other	14,875	-	14,875
Travel and Meetings	8,079	-	8,079
	135,006	-	135,006
Salaries	230,053	119,030	349,083
Employee Benefits	95,336	49,541	144,877
Director Fees	92,902	30,967	123,869
Office	46,358	15,453	61,811
Lease	31,579	10,526	42,105
Professional Fees	-	37,269	37,269
Education and Training	750	250	1,000
Travel and Meetings	8,000	2,666	10,666
Depreciation	6,078	2,026	8,104
Insurance	3,270	1,090	4,360
Total Expenses	\$ 11,709,663	\$ 268,818	\$ 11,978,481

The accompanying notes are an integral part of this statement.

JOHN T. VUCUREVICH FOUNDATION

**STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021**

	<u>2022</u>	<u>2021</u>
Cash Flows From Operating Activities		
Increase (Decrease) in Net Assets	\$ (39,761,390)	\$ 10,197,275
<i>Adjustments to Reconcile Increase (Decrease) in Net Assets to Net Cash Flows Used in Operating Activities:</i>		
Depreciation	5,853	9,003
Net Realized Gain on Sales of Investments	(2,139,935)	(7,968,394)
Net Unrealized (Gain) Loss on Investments	39,209,752	(5,713,519)
Deferred Federal Excise Tax	(557,068)	31,083
Decrease in Equity in Earnings of Unconsolidated Subsidiary	867,075	3,565,554
Net Change of Present Value Discount	(14,000)	(99,044)
<i>Working Capital Changes Increasing (Decreasing) Cash:</i>		
Prepaid Expenses and Other Assets	70,198	4,055
Federal Excise Tax Receivable	(996)	-
Accounts Payable and Accrued Expenses	12,333	(226)
Federal Excise Tax Payable	(673)	353
Grants Payable	(1,007,000)	(1,292,928)
Operating Lease Asset and Liability	718	-
Net Cash Flows Used in Operating Activities	(3,315,133)	(1,266,788)
Cash Flows From Investing Activities		
Purchase of Investments	(68,254,021)	(22,311,325)
Proceeds from Sale of Investments	61,272,282	21,159,704
Net Cash Flows Used in Investing Activities	(6,981,739)	(1,151,621)
Change in Cash and Cash Equivalents	(10,296,872)	(2,418,409)
Cash and Cash Equivalents -- Beginning of Year	11,572,173	13,990,582
Cash and Cash Equivalents-- End of Year	\$ 1,275,301	\$ 11,572,173
Supplemental Disclosures of Cash Flow Information		
Cash Paid During the Year for Excise Taxes	\$ 107,022	\$ 283,349
Cash Paid for Amounts Included in Measurement of Lease Liabilities		
Operating Cash Flows from Operating Leases	28,306	-
Supplemental Disclosure of Non-Cash Investing and Financing Activities		
Right of Use Asset Obtained in Exchange for Lease		
Liability-Operating Lease	\$ 86,576	\$ -

The accompanying notes are an integral part of these statements.

JOHN T. VUCUREVICH FOUNDATION

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

(1) Nature of Business and Summary of Significant Accounting Policies

Nature of Operations

John T. Vucurevich Foundation (the Foundation) is a not-for-profit corporation formed under the laws of South Dakota. The Foundation is exempt from income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the Code), and is classified as a private foundation under Section 509(a) of the Code. In accordance with Internal Revenue Service regulations, the Foundation is generally required to distribute at least five percent of its investable assets each year. The Foundation awards grants to charitable organizations committed to helping the poor, distressed, under privileged, advancement of the arts, education and science, and promotion of social welfare within South Dakota with preference given to the West River Area of South Dakota and in particular the Black Hills Region.

Since 1993, the John T. Vucurevich Foundation has sponsored speaking events called "An Evening With...." The Foundation has hosted numerous national and international speakers who have vision for the future; promote understanding and awareness in the world; and who may be an inspiration to the people of Rapid City, South Dakota and the surrounding area. The Foundation seeks speakers of national and international reputation, who have made significant contributions in their respective fields to come to Rapid City to share their ideas.

Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Foundation have been prepared on the accrual basis of accounting, which includes recognition of revenues and expenses as earned or incurred.

Financial Statement Presentation

The financial position and activities of the Foundation are reported in the following net asset categories:

Net Assets with Donor Restrictions – Net assets of the Foundation that are subject to donor-imposed restrictions (donors include other types of contributors, including makers of certain grants). 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. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. Donor-imposed restrictions are released when a restriction expires, that is when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both. The Foundation has no Net Assets with Donor Restrictions at either December 31, 2022 or 2021.

Net Assets without Donor Restrictions – Net assets of the Foundation that are not subject to donor-imposed restrictions and are available for general operations. In addition, the Board of Directors may designate net assets without donor restrictions for specific purposes.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts and disclosures reported in the financial statements. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and Cash Equivalents include money market funds held in brokerage accounts, as well as cash held in checking accounts.

JOHN T. VUCUREVICH FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2022 AND 2021

(1) Nature of Business and Summary of Significant Accounting Policies (Continued)

Summary of Significant Accounting Policies (Continued)

Investments

Investments consist of marketable investment securities and closely held stock. The Foundation accounts for its marketable investment securities at fair market value with changes in the fair market value accounted for in the Statements of Activities. These investments are presented in the financial statements at the quoted market value of the securities. Realized gains and losses from sales of investments are determined on a specific identity basis. Unrealized gains and losses are recognized in the Statements of Activities to the extent of the change in aggregate market value of investments at the end of each accounting period. Net investment return (loss) is reported in the Statements of Activities and consists of interest and dividend income, realized and unrealized gains and losses, and external and direct internal investment expenses, to include estimated time spent monitoring external investment managers.

The Foundation also owns **89.6** percent of the outstanding Class A and Class B common stock of United Bancorporation, a personal holding company, at December 31, 2022 and 2021. The holding company entered a plan of liquidation in 2018 and sold its subsidiaries, including United Bank – Osseo, Wisconsin; United Community Bank – Poynette, Wisconsin; Lincoln Community Bank – Merrill, Wisconsin; Clarke County State Bank – Osceola, Iowa; and Farmers State Bank – Stickney, South Dakota. The personal holding company was not conducting operations at December 31, 2022 or 2021, but continuing to manage some trailing assets and liabilities. Full liquidation is expected in 2023 or 2024.

The common stock is valued using the equity method of accounting under which the Foundation's share of the net income of United Bancorporation is recognized as income in the Foundation's Statements of Activities and added to the investment account, which is not in accordance with generally accepted accounting principles. As this investment is not an actively traded public security, the current fair market value is not readily determinable. Management has determined that no declines in the fair market value below the carrying value have occurred as of December 31, 2022.

The Foundation's dividends received from United Bancorporation follows the nature of distribution approach for the classification of distributions received from equity method investees in the statements of cash flows. In accordance with this approach, distributions received are classified based on the nature of the investee's activity that resulted in the distribution. As such, returns on investments are classified as operating activities in the statement of cash flows, while returns of investment are classified as investing activities.

Market volatility of equity-based investments may substantially impact the value of such investments at any given time. Market risks include global events which could impact the value of investment securities, such as a pandemic or international conflict. It is possible that the value of the Foundation's investments has changed significantly since December 31, 2022.

Concentration of Credit Risk

The Foundation's cash, cash equivalents and investments are potentially exposed to concentrations of credit risk. The Foundation invests in financial instruments issued by domestic and foreign corporations, as well as the United States and foreign governments. The Foundation routinely assesses the diversification and financial strength of its investment portfolio.

Property and Equipment

Property and equipment purchases in excess of \$5,000 are capitalized at cost and are being depreciated over their estimated useful lives ranging from 3 to 10 years. Leasehold improvements have been capitalized at cost and are being amortized over the term of the lease.

JOHN T. VUCUREVICH FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2022 AND 2021

(1) Nature of Business and Summary of Significant Accounting Policies (Continued)

Summary of Significant Accounting Policies (Continued)

Amounts Held in Trust for Others

The Foundation holds and administers a permanent trust fund for the benefit of another non-profit organization in accordance with a donor agreement. Accordingly, the Foundation's accompanying Statements of Activities includes no investment income or expenses related to this trust. The asset and related liability account are reflected separately in the accompanying Statements of Financial Position.

Grants Paid

Grants are recorded as an expense when approved by the board of directors, unless conditions for grant payment have not been fulfilled. Grant intentions are recorded as an expense when approved by the board of directors and payment is issued. Such conditional grants are recorded when the conditions have been substantially satisfied. Actual grant payments may be made more than one year after the initial grant approval has been made by the Board of Directors.

Functional Allocation of Expenses

The costs of providing various programs and supporting activities have been summarized on a functional basis in the Statements of Activities. The Statements of Functional Expenses present the natural classification detail of expenses by function. Grants paid and direct charitable activities are directly allocated to program functions. Insurance, rent, office, and depreciation expenses are allocated to functions on a square footage basis. All other expenses are allocated based on estimated time and effort. A portion of depreciation expense is allocated to direct investment expense.

Leases

Due to the transition from Accounting Standards Codification (ASC) Topic 840 to Topic 842, the Foundation followed two different accounting policies during the years ended December 31, 2021 and 2022. See Adopted Accounting Standard paragraph below for additional information.

Prior to January 1, 2022

The Foundation analyzes all leases for operating or capital treatment under ASC Topic 840. Operating leases are recognized as expense over the term of the lease. Capital leases are recognized at the present value of future minimum lease payments and result in a capital asset and corresponding liability.

Effective January 1, 2022

The Foundation analyzes all leases under ASC Topic 842. Accordingly, the Foundation determines if an arrangement is or contains a lease at inception or modification of the agreement. An election has been made for all asset classes to treat any non-lease components such as maintenance, utilities, insurance and property taxes as part of the lease contract. The right-of-use asset and lease liability relates to office facilities. The Foundation's lease agreement does not contain renewal or termination clauses, material residual value guarantees, restrictions, or covenants.

For leases with terms greater than 12 months or that contain a purchase option that is reasonably certain to be exercised, a right-of-use (ROU) asset and lease liability is recognized based on the present value of the future minimum lease payments over the lease term. Leases with ROU assets below \$5,000 or lease liabilities below \$5,000 are not deemed material and are recognized as short-term leases. The Company has elected to use the risk-free interest rate for all asset classes to determine the lease present value when the implicit rate is not readily determinable. The initial measurement of the ROU asset also includes any initial direct costs and lease prepayments, net of lease incentives received. Leases are classified as either finance or operating leases. This classification dictates whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease, respectively.

JOHN T. VUCUREVICH FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2022 AND 2021

(1) Nature of Business and Summary of Significant Accounting Policies (Concluded)

Summary of Significant Accounting Policies (Concluded)

Adopted Accounting Standard

In February 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-02, *Leases*, which provides principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease, respectively. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of classification. If the available accounting election is made, leases with a term of 12 months or less can be accounted for similar to existing guidance for operating leases.

The Foundation adopted this standard as of January 1, 2022, the beginning of the adoption period. As part of implementation, the Foundation elected the permitted package of practical expedients. Accordingly, existing and expired leases have been accounted for under the new guidance without reassessing (a) whether the contract contains a lease, (b) whether lease classification needs revised, or (c) whether previously capitalized initial direct costs qualify as such. An election has also been made to base the initial discount rate on the remaining term of the lease. In addition, the Foundation has elected to use hindsight in determining the likelihood that options (including lease extension, lease termination, or asset purchase) will be exercised or that right-of-use assets are impaired. Comparative disclosures for 2021 are presented in accordance with legacy standards in effect prior to January 1, 2022.

As a result of adoption, on January 1, 2022, the Foundation recognized an insignificant operating lease liability and operating right-of-use asset. Adoption did not materially impact the Foundation's statements of activities or cash flows. See above for lease accounting policies and Note 7 for additional disclosures.

Subsequent Events

The Foundation has evaluated events through July 19, 2023, the date which the financial statements were available to be issued.

(2) Fair Value Measurements

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. Fair value measurements are framed in a three-level hierarchy as follows:

- Level One: Observable inputs such as quoted market prices for identical assets or liabilities in active markets
- Level Two: Inputs include quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability
- Level Three: Inputs are based on prices or valuation techniques that are unobservable

The following table presents the assets carried at fair value as of December 31, 2022 and 2021, on the accompanying Statements of Financial Position by fair value hierarchy, as described above. All are measured on a recurring basis. The Foundation carried no other assets or liabilities measured at fair value on a recurring or non-recurring basis.

JOHN T. VUCUREVICH FOUNDATION

**NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2022 AND 2021**

(2) Fair Value Measurements (Continued)

2022	Level <u>One</u>	Level <u>Two</u>	Level <u>Three</u>	Total
Marketable Investment Securities:				
US Equities	\$ 47,830,425	\$ -	\$ -	\$ 47,830,425
Mixed Assets	34,549,192	-	-	34,549,192
Fixed Income	20,170,305	-	-	20,170,305
International Equities	16,722,485	-	-	16,722,485
Other Assets	13,629,718	-	-	13,629,718
Structured Notes	-	12,883,770	-	12,883,770
Emerging Markets	4,682,901	-	-	4,682,901
	137,585,026	12,883,770	-	150,468,796
Money Market Funds Included in				
Cash and Cash Equivalents	1,226,548	-	-	1,226,548
Investments Held in Trust	-	905,584	-	905,584
	\$ 138,811,574	\$ 13,789,354	\$ -	\$ 152,600,928
<hr/>				
2021				
Marketable Investment Securities:				
US Equities	\$ 52,506,295	\$ -	\$ -	\$ 52,506,295
Mixed Assets	34,750,784	-	-	34,750,784
Fixed Income	30,131,109	-	-	30,131,109
International Equities	50,280,572	-	-	50,280,572
Other Assets	5,791,464	-	-	5,791,464
Structured Notes	-	7,096,650	-	7,096,650
	173,460,224	7,096,650	-	180,556,874
Money Market Funds Included in				
Cash and Cash Equivalents	11,516,396	-	-	11,516,396
Investments Held in Trust	-	1,215,793	-	1,215,793
	\$ 184,976,620	\$ 8,312,443	\$ -	\$ 193,289,063

The Investments Held in Trust represent an annuity investment. The underlying assets of the annuity are equities valued using an actively traded market.

The fair value for structured notes is equal to the sum of the values of the following hypothetical components: (1) a fixed-income debt component with the same maturity as the notes and (2) the derivative or derivatives underlying the economic terms of the notes. The estimated value of the notes does not represent a minimum price at which maker would be willing to buy the notes in any secondary market (if any exists) at any time. The internal funding rate used in the determination of the estimated value of the notes may differ from the market-implied funding rate for vanilla fixed income instruments of a similar maturity issued by the maker.

JOHN T. VUCUREVICH FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2022 AND 2021

(3) Investment in Unconsolidated Subsidiary

The Foundation has elected not to consolidate the financial statements of United Bancorporation (Note 1) as required by non-profit consolidation guidelines. The following is a summary of financial information for United Bancorporation:

Condensed Balance Sheets:
 December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
<u>ASSETS</u>		
Cash and Cash Equivalents	\$ 252,600	\$ 240,328
Loans, Net	2,150,132	2,684,744
Investments	70,000	130,000
Note Receivable	-	369,000
Other Assets	109,472	125,871
TOTAL ASSETS	\$ 2,582,204	\$ 3,549,943
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
United Bancorporation's Stockholders' Equity	\$ 2,582,204	\$ 3,549,943
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 2,582,204	\$ 3,549,943

Condensed Statements of Income: (Unaudited)
 For the years ended December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Interest and Dividend Income	\$ 139,000	\$ 196,000
Recovery of Loan and Lease Losses	144,000	355,000
Noninterest Income	23,000	5,000
Net Loss on Sale of Building	-	(79,000)
Noninterest Expense	(19,000)	(129,000)
	148,000	152,000
Provision for Income Taxes	(33,000)	(51,000)
Net Income Attributable to United Bancorporation	\$ 254,000	\$ 297,000

The Foundation received **\$1,094,648** and \$3,831,265 of liquidating dividends from United Bancorporation during the years ended December 31, 2022 and 2021, respectively.

Had United Bancorporation been consolidated as required by non-profit consolidation guidelines, the investment and related interest and earnings would have been eliminated in consolidation.

JOHN T. VUCUREVICH FOUNDATION

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2022 AND 2021

(4) Federal Excise Taxes

The Foundation is exempt from federal income taxes and classified as a private foundation under Section 501 of the Internal Revenue Code. The Foundation is subject to a 1.39 percent federal excise tax on net investment income, including realized gains, as defined by the Internal Revenue Code.

Deferred tax liabilities arise because the accrual basis is used for book purposes in the recognition of investment income, gains, and losses, but cash basis is used for tax purposes. Taxes are payable when dividends, interest, and other investment income are received in cash and when gains are realized by selling the investments. Pursuant to the plan of liquidation of United Bancorporation (Note 1), liquidating dividends are considered capital gains and can be offset by the remaining tax basis of the stock at December 31, 2018. Realized losses can be used to offset any gains realized in the same year; the excess of realized losses over realized gains cannot be carried back or carried forward to offset gains in prior or future tax years. Thus, because there are net unrealized gains on the investments held by the Foundation, the tax expense (benefit) exceeds the taxes payable (receivable) and results in a deferred federal excise tax liability of **\$62,102** and \$619,170 at December 31, 2022 and 2021, respectively.

The provision for federal excise taxes consists of the following for the years ended December 31:

	<u>2022</u>	<u>2021</u>
Current Tax Expense	\$ 105,353	\$ 283,702
Deferred Tax Expense (Benefit)	(557,068)	31,083
	<u>\$ (451,715)</u>	<u>\$ 314,785</u>

The deferred tax liability reported in the financial statements represents the net appreciation in investments above cost. The deferred tax liability has been recorded at a rate of 1.39 percent of the unrealized holding gains at December 31, 2022 and 2021. The Foundation believes it has appropriate support for any tax positions taken, and as such, does not have any uncertain tax positions that are material to the financial statements. For the years ended December 31, 2022 and 2021, no significant tax interest or penalties were recorded in the Statements of Activities.

(5) Grants Payable

Grants payable at December 31, 2022, are payable in the following periods:

2023	\$ 878,257
2024	168,826
2025	208,669
2026	240,967
2027	240,967
Thereafter	1,686,772
Gross Grants Payable	3,424,458
Less: Discount on Grants Payable - 2.50%	394,178
	<u>\$ 3,030,280</u>

JOHN T. VUCUREVICH FOUNDATION

**NOTES TO FINANCIAL STATEMENTS (CONCLUDED)
DECEMBER 31, 2022 AND 2021**

(6) Liquidity and Availability

The Foundation's working capital and cash flows have variations during the year attributable to volatility of the investment market. To manage liquidity, the Foundation maintains its investment portfolio at a level that will provide adequate dividend returns. The Foundation also performs quarterly cash flow projections to determine the need for investment sales to fund grant-making activities. Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the balance sheet date, comprise the following at December 31:

	<u>2022</u>	<u>2021</u>
Cash and Cash Equivalents	\$ 1,275,301	\$ 11,572,173
Operating Investments	150,468,796	180,556,874
Total Financial Assets	151,744,097	192,129,047
Less Board Designated Funds	(146,203,155)	-
Financial Assets Available for General Use Within One Year	\$ 5,540,942	\$ 192,129,047

Board designated funds were set aside in 2022 to protect the purchasing power of the original contribution to the Foundation. In the event of operational needs, funds can be undesignated, grant making can be reduced, or operations scaled back.

At the end of 2022 the board designation of funds was targeted at \$162,447,950. To prevent reductions in grant making or operations, the Board elected to temporarily reduce this target by 10%, setting the board designation at \$146,203,155 and monitoring the financial assets through 2023. If financial assets do not meet the inflation adjusted purchasing power by the end of 2023, the Foundation intends to implement a 10-year plan to reduce grant making and operational expenses to replenish the financial assets.

(7) Leases

The Foundation's lease of office facilities expires February 2025 with no renewal option. The lease provides for increases in future minimum base rent of three percent on an annual basis. Additionally, the agreement requires the Foundation to pay a proportionate share of real estate taxes and insurance. These amounts are variable and, therefore, are not included in the calculation of the right of use asset and lease liability.

Total lease costs for the year ended December 31, 2022 were as follows:

Operating Lease Cost	\$ 29,024
Variable Lease Cost	16,174
Less: Investment Expense	729
	<u>\$ 44,469</u>

The weighted-average remaining lease term and weighted-average discount rate for this lease is 2.17 years and 1.04 percent, respectively, for the year ended December 31, 2022.

The future minimum lease payments under this noncancelable operating lease is as follows as of December 31, 2022:

2023	\$ 29,155
2024	30,029
2025	5,029
Total Lease Payments	64,213
Less Interest	698
Present Value of Lease Liabilities	\$ 63,515

Future minimum payments for operating leases determined under the guidance in ASC Topic 840 were not significant at December 31, 2021.