

**TAMPA-ORLANDO-PINELLAS
JEWISH FOUNDATION, INC.**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

*As of and for the Years Ended June 30, 2019
and 2018*

And Report of Independent Auditor

TAMPA-ORLANDO-PINELLAS JEWISH FOUNDATION, INC.

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Report of Independent Auditor

To the Trustees
Tampa-Orlando-Pinellas Jewish Foundation, Inc.
Tampa, Florida

We have audited the accompanying financial statements of Tampa-Orlando-Pinellas Jewish Foundation, Inc. (the "Foundation"), which comprise the statement of financial position as of June 30, 2019, and the related statements of activities, cash flows and functional expenses 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.

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 fiscal year 2019 financial statements referred to above present fairly, in all material respects, the financial position of the Foundation as of June 30, 2019, 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.

Emphasis of Matter

Adoption of New Accounting Pronouncement

As discussed in Note 2 to the financial statements, for the year ended June 30, 2019, the Foundation adopted the Financial Accounting Standards Board Accounting Standards Update ("ASU") No. 2016-14, *Not-for-Profit Entities (Topic 958) – Presentation of Financial Statements of Not-for-Profit Entities*. Our opinion is not modified with respect to this matter.

Prior Period Financial Statements

The financial statements of the Foundation as of June 30, 2018, were audited by other auditors whose report dated December 21, 2018, expressed an unmodified opinion on those financial statements.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of changes in funds held for the benefit of others on page 17 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

A handwritten signature in black ink that reads "Cherry Bekaert LLP". The signature is written in a cursive, flowing style.

Tampa, Florida
November 6, 2019

TAMPA-ORLANDO-PINELLAS JEWISH FOUNDATION, INC.
STATEMENTS OF FINANCIAL POSITION

JUNE 30, 2019 AND 2018

	<u>2019</u>	<u>2018</u>
ASSETS		
Cash and cash equivalents	\$ 4,570,794	\$ 4,858,274
Investments	49,636,041	44,475,661
Other assets	1,169	2,337
Total Assets	<u>\$ 54,208,004</u>	<u>\$ 49,336,272</u>
LIABILITIES AND NET ASSETS		
Liabilities:		
Accounts payable	\$ 13,399	\$ 2,411
Funds held for benefit of others	23,369,265	19,293,134
Total Liabilities	<u>23,382,664</u>	<u>19,295,545</u>
Net Assets:		
Without donor restrictions	20,028,332	19,555,973
With donor restrictions	10,797,008	10,484,754
Total Net Assets	<u>30,825,340</u>	<u>30,040,727</u>
Total Liabilities and Net Assets	<u>\$ 54,208,004</u>	<u>\$ 49,336,272</u>

TAMPA-ORLANDO-PINELLAS JEWISH FOUNDATION, INC.
STATEMENTS OF ACTIVITIES

YEARS ENDED JUNE 30, 2019 AND 2018

	2019			2018		
	Without Donor Restrictions	With Donor Restrictions	Total	Without Donor Restrictions	With Donor Restrictions	Total
Revenues and Support:						
Contributions	\$ 4,137,991	\$ 351,550	\$ 4,489,541	\$ 2,688,572	\$ 210,678	\$ 2,899,250
Operating support from Federations	393,147	-	393,147	299,997	-	299,997
Investment income	1,364,410	565,707	1,930,117	1,143,502	468,127	1,611,629
Other income	-	-	-	1,312,500	-	1,312,500
Net assets released from purpose restrictions:						
Grants to beneficiaries	512,004	(512,004)	-	550,519	(550,519)	-
Investment management fees	92,999	(92,999)	-	100,418	(100,418)	-
Total Revenues and Support	6,500,551	312,254	6,812,805	6,095,508	27,868	6,123,376
Expenses:						
Philanthropic support	5,526,745	-	5,526,745	4,603,949	-	4,603,949
Management and general	475,069	-	475,069	491,364	-	491,364
Fundraising	26,378	-	26,378	18,178	-	18,178
Total Expenses	6,028,192	-	6,028,192	5,113,491	-	5,113,491
Changes in net assets	472,359	312,254	784,613	982,017	27,868	1,009,885
Net assets, beginning of year	19,555,973	10,484,754	30,040,727	18,573,956	10,456,886	29,030,842
Net assets, end of year	<u>\$ 20,028,332</u>	<u>\$ 10,797,008</u>	<u>\$ 30,825,340</u>	<u>\$ 19,555,973</u>	<u>\$ 10,484,754</u>	<u>\$ 30,040,727</u>

The accompanying notes to the financial statements are an integral part of this statement.

TAMPA-ORLANDO-PINELLAS JEWISH FOUNDATION, INC.
STATEMENTS OF CASH FLOWS

YEARS ENDED JUNE 30, 2019 AND 2018

	<u>2019</u>	<u>2018</u>
Cash flows from operating activities:		
Change in net assets	\$ 784,613	\$ 1,009,885
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Net unrealized gains on investments	(1,082,555)	(838,937)
Cash used for:		
Other assets	1,168	1,169
Accounts payable	10,988	(122,758)
Funds held for the benefit of others	4,076,131	2,551,375
Net cash flows from operating activities	<u>3,790,345</u>	<u>2,600,734</u>
Cash flows from investing activities:		
Purchases of investments	(10,928,897)	(10,520,713)
Proceeds from sales of investments	6,851,072	9,872,516
Net cash flows from investing activities	<u>(4,077,825)</u>	<u>(648,197)</u>
Net change in cash and cash equivalents	(287,480)	1,952,537
Cash and cash equivalents, beginning of year	4,858,274	2,905,737
Cash and cash equivalents, end of year	<u>\$ 4,570,794</u>	<u>\$ 4,858,274</u>

TAMPA-ORLANDO-PINELLAS JEWISH FOUNDATION, INC.
STATEMENTS OF FUNCTIONAL EXPENSES

YEARS ENDED JUNE 30, 2019 AND 2018

	2019					2018				
	Program Expenses		Supporting Expenses			Program Expenses		Supporting Expenses		
	Philanthropic Support	Management and General	Fundraising	Total Supporting Services	Total	Philanthropic Support	Management and General	Fundraising	Total Supporting Services	Total
Expenses:										
Grant to beneficiaries	\$ 5,119,021	\$ -	\$ -	\$ -	\$ 5,119,021	\$ 4,223,992	\$ -	\$ -	\$ -	\$ 4,223,992
Investment management fees:										
Federations	-	279,834	-	279,834	279,834	-	306,598	-	306,598	306,598
Investment Manager	191,411	82,033	-	82,033	273,444	197,257	84,539	-	84,539	281,796
Payroll	177,707	76,160	-	76,160	253,867	141,024	60,439	-	60,439	201,463
Office	14,400	6,172	-	6,172	20,572	21,718	9,307	-	9,307	31,025
Accounting	-	21,966	-	21,966	21,966	-	22,200	-	22,200	22,200
Promotion	-	-	26,378	26,378	26,378	-	-	18,178	18,178	18,178
Marketing - Life & Legacy	3,429	-	-	-	3,429	634	-	-	-	634
Rent	6,720	2,880	-	2,880	9,600	6,160	2,640	-	2,640	8,800
Insurance	4,700	2,014	-	2,014	6,714	4,838	2,073	-	2,073	6,911
Training and travel	3,749	1,607	-	1,607	5,356	5,160	2,211	-	2,211	7,371
Telephone	2,594	1,112	-	1,112	3,706	1,779	762	-	762	2,541
Other	3,014	1,291	-	1,291	4,305	1,387	595	-	595	1,982
Total Expenses	\$ 5,526,745	\$ 475,069	\$ 26,378	\$ 501,447	\$ 6,028,192	\$ 4,603,949	\$ 491,364	\$ 18,178	\$ 509,542	\$ 5,113,491

The accompanying notes to the financial statements are an integral part of this statement.

TAMPA-ORLANDO-PINELLAS JEWISH FOUNDATION, INC.

NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2019 AND 2018

Note 1—Nature of activities

The Tampa-Orlando-Pinellas Jewish Foundation, Inc. (the “Foundation” or “TOP”) was established in 1980 as a nonprofit corporation to support the Jewish and non-Jewish communities through creative philanthropy. TOP’s primary mission is to encourage the development of a permanent base of support for the Jewish community organizations that it serves. TOP accomplishes their mission by facilitating and promoting charitable giving (tzedakah), tikkun olam (repairing the world) and by effectively administering philanthropic assets entrusted to its care.

TOP receives funding for its operational needs from the Tampa JCCs & Federation, the Jewish Federation of Greater Orlando, Inc. and the Jewish Federation of Pinellas & Pasco Counties, Inc. (collectively, “the founding Federations”). TOP, in turn, supports the founding Federations through the receipt of contributions, which are invested and/or distributed for the fulfillment of the missions of the founding Federations. The founding Federations are considered financially related entities since they have the ability to influence the operating and financial decisions at TOP and they have an ongoing economic interest in the net assets of TOP. However, none of the founding Federations individually has the ability to control TOP’s operations.

In May 2018, TOP Entered into an Alliance Agreement with the Jewish Federation of Greater Naples, Inc. (“JFGN”), under which TOP invests all of JFGN’s investment, endowment and donor-advised funds consistent with TOP’s investment policy. TOP provides philanthropic consulting services to the JFGN donors, beneficiary and partner agencies. In accordance with the Alliance Agreement, TOP receives fees from JFGN based on the value of the funds managed by TOP on behalf of JFGN, which is included in the accounting and management fees in the accompanying statements of functional expenses.

An April 2019, TOP entered into an Alliance Agreement with the Jewish Federation of Lee & Charlotte Counties, Inc. (JFLCC), under which TOP invests all of JFLCC’s investment, endowment and donor-advised funds consistent with TOP’s Investment policy. TOP provides philanthropic consulting services to the JFLCC donors, beneficiary and partner agencies. In accordance with the Alliance Agreement, TOP receives fees from JFLCC based on the value of the funds managed by TOP on behalf of JFLCC, which is included in the accounting and management fees in the accompanying statements of functional expenses.

Funds received directly from all Federations and certain funds received from other nonprofits that specify themselves or their affiliates as beneficiaries are considered managed funds and are classified as a liability, shown as funds held for the benefit of others in the accompanying statement of financial position. In addition each of the founding Federations holds an agency fund with TOP which is also classified as funds held for the benefit of others. Other funds received from third parties are classified as donor-advised funds or endowment funds and are recorded in net assets as either net assets without donor restriction or net assets with donor restriction based on donor intent and whether TOP has variance power.

TAMPA-ORLANDO-PINELLAS JEWISH FOUNDATION, INC.

NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2019 AND 2018

Note 2—Summary of significant accounting policies

New Accounting Pronouncement – In August 2016, the Financial Accounting Standards Board issued Accounting Standards Update No. 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities* (“ASU 2016-14”). The Foundation has adjusted the presentation of its financial statements accordingly. The new standard changes the following aspects of the Foundation’s financial statements:

- The financial statements include a new disclosure about liquidity and availability of resources (see Note 7).
- The financial statements include new disclosures related to functional allocation of expenses. The expenses in the statements of activities are now shown by function since the statements of functional expenses discloses the detail.
- Net assets are now classified as either net assets without donor restrictions or net assets with donor restrictions. This adjustment was applied to balances as of June 30, 2018 resulting in a reclassification of net asset classifications.
- The footnotes no longer require components of investment income to be disclosed.
- The financial statements require expanded disclosures on the components and changes of net assets with donor restrictions.

Basis of Presentation – The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). Net assets are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Foundation and changes therein are classified and reported as without donor restrictions or with donor restrictions.

When a donor restriction expires, that is when a stipulated purpose restriction is accomplished, net assets with donor restrictions are reclassified to net assets without donor restrictions and are reported in the statement of activities as net assets released from restriction

Use of Estimates – The preparation of financial statements in accordance with U.S. GAAP requires management to make 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 reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents – Cash equivalents includes all highly liquid debt instruments purchased with a maturity of three months or less.

Concentration of Credit Risk – TOP’s financial instruments that are exposed to concentrations of credit risk include cash and cash equivalents, which are held with various financial institutions. Accounts at the Foundation are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. The Foundation’s bank balances at June 30, 2019 exceeded federally insured limits by approximately \$4,192,000. Management believes these institutions have strong credit ratings and that the credit risk related to these deposits is minimal. TOP has not experienced any losses on such accounts.

TOP has significant investments subject to concentrations of credit risk. Although the market value of investments is subject to fluctuations on a day-to-day basis, management believes their investment policy is prudent for the long-term welfare of TOP and its beneficiaries.

TAMPA-ORLANDO-PINELLAS JEWISH FOUNDATION, INC.

NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2019 AND 2018

Note 2—Summary of significant accounting policies (continued)

Investments – TOP’s investment portfolio is managed by outside investment managers who invest according to the investment guidelines established by TOP’s investment policy and approved by the Board of Trustees. The Foundation records certain investment assets at fair value. TOP employs an independent investment consultant to monitor management performance and provide assistance to the Board of Trustees. Amounts paid to the investment managers are included in investment management fees – investment manager in the accompanying statement of activities. Realized gains and losses are included in investment income in the statement of activities.

TOP has adopted investment and spending policies that attempt to safeguard its assets, preserve the real purchasing power of its assets, and earn investment returns that are commensurate with TOP’s risk tolerance and the risk tolerance of its investment pools, and sufficient to meet its operational requirements and the needs of its administered funds. The investment and spending policies work together to achieve these objectives.

TOP has adopted an anti-terror, anti-BDS (boycott, divestment and sanctions), and pro-Israel Investment policy. While focusing on competitive returns, the investment policy supports TOP’s commitment to stop community resources from supporting terrorism. Additionally, the investment policy prohibits investment in companies that boycott, divest from or sanction Israel.

The investment policy establishes an achievable rate of return objective through diversification of asset classes. The current long-term objective is to attain an average annual real total return that will maintain adequate liquidity to meet its operational requirements and the needs of its respective administered funds. Actual returns in any given year may vary from this amount.

To satisfy its long-term rate-of-return objectives, TOP relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The overall portfolio is to be diversified into five Investment Pools (the Money Market Investment Pool, the Fixed Income Investment Pool, the Balanced Investment Pool Excluding Israel Bonds, the Balanced Investment Pool Including Israel Bonds, and the Equity Investment Pool). Each of the Investment Pools presents a different set of investment objectives designed to match the targeted risk characteristics of the respective Investment Pool, although certain investment objectives are common to all three Investment Pools.

The spending policy is consistent with the investment objective of achieving long-term real growth in TOP’s assets. In order to achieve such long-term real growth, TOP’s expenditures must be less than, over the long-term investment horizon, TOP’s total inflation-adjusted return on investments. The Board of Trustees is responsible for setting the spending rate from time to time on the recommendation of the Investment Committee.

Investment Management Fees Paid to the Federations – TOP transfers 1% per annum of the fund balances of each of the philanthropic funds, endowment funds, and managed funds into the agency funds of the Federations, which amounted to a total of approximately \$435,000 and \$437,000 during the years ended June 30, 2019 and 2018, respectively. Of the totals transferred, approximately \$280,000 and \$307,000, respectively, related to TOP investments was paid to the Federations and, therefore, reported as investment management fees - Federations in the accompanying statements of functional expenses. The remaining approximately \$155,000 and \$131,000, respectively, in investment fees relate to investments held for the benefit of others and accordingly, TOP did not receive or expend any funds in connection with this transfer.

Funds Held for the Benefit of Others – Transfers of assets to TOP by the Federations and others who specify themselves or their affiliates as the beneficiaries are not considered contributions because TOP has agreed to transfer those assets, the return on investment of those assets, or both back to the Federations or other organizations. These transfers of funds are recorded as a liability by TOP which is presented as funds held for the benefit of others on the accompanying statements of financial position.

TAMPA-ORLANDO-PINELLAS JEWISH FOUNDATION, INC.

NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2019 AND 2018

Note 2—Summary of significant accounting policies (continued)

Functional Allocation of Expenses – The financial statements report certain categories of expenses that are attributable to program and supporting activities. Expenses are allocated between program services and supporting services based upon time and effort incurred with the exception of rent costs which is allocated based on square footage utilized for certain functions.

Contributions and Donor-Imposed Restrictions – Unconditional promises to give are recognized as contributions in the period received. Conditional promises to give are not recognized until they become unconditional, that is, when the conditions on which they depend are substantially met. Contributions other than cash are recorded at their estimated fair value on the date received.

Contributions are considered to be available for unrestricted use unless specifically restricted by the donor. TOP records contributions of donor advised funds and certain endowment funds as unrestricted support when the donor provides TOP with variance power to accept or reject recommendations from the donor for distributions from the fund. Contributions of certain other endowment funds where there is a third-party beneficiary and TOP has variance power; where a financially interrelated Federation is the beneficiary and TOP does not have variance power; or where contributions of endowment funds where TOP is the beneficiary and does not have variance power are reported as support without donor restrictions.

When net assets with donor restrictions are paid to specified beneficiaries and the purpose restriction is accomplished, related amounts are reclassified to net assets without donor restrictions and are reported in the statement of activities as net assets released from restriction. If a donor restriction is fulfilled in the same time period in which the contribution is received, the Foundation reports the support as without donor restrictions.

Contributions of donated services from independent service providers 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 their fair values in the period received.

Unpaid officers, board members and other volunteers conduct significant portions of TOP's operations. The value of the contributed time is not reflected in the accompanying financial statements because the volunteers' time does not meet the criteria set forth in the preceding paragraph.

Grants to Beneficiaries – Grants to beneficiaries are unconditional and are recognized when they are approved by TOP's Board of Trustees and the funds have been appropriated.

Fair Value of Financial Instruments – The Foundation records certain assets at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) as opposed to the price that would be paid to acquire the asset or received to assume the liability (an entry price). A fair value measure should reflect the assumptions that market participants would use in pricing the asset or liability, including the assumptions about the risk inherent in a particular valuation technique, the effect of a restriction on the sale or use of an asset, and the risk of nonperformance. A fair value hierarchy is utilized which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The three levels of the fair value hierarchy are described below:

Level 1 – Valuation based on unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 – Valuation based on observable quoted for similar assets and liabilities in active markets.

Level 3 – Valuation based on inputs that are unobservable and are supported by little or no market activity, therefore requiring management's best estimate of what market participants would use as fair value.

TAMPA-ORLANDO-PINELLAS JEWISH FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2019 AND 2018

Note 2—Summary of significant accounting policies (continued)

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

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management. The respective carrying value of certain on-balance-sheet financial instruments approximates their fair values due to the short-term nature of these instruments. These financial instruments include accounts payable.

The following methods and assumptions were used to estimate the fair value of other financial instruments:

TOP's Level 1 investments include those described in Note 3 and are valued at quoted prices reported on the active market on which the individual securities are traded.

TOP's Level 2 investments include the cash surrender value of life insurance policies and are valued based on current cash surrender values as quoted by insurance carriers, and certain corporate, government, and other bonds which are valued by discounting the related cash flows based on stated yields.

TOP's Level 3 investments include State of Israel bonds which are valued by discounting the related cash flows based on stated yields.

In addition to the assets held at fair value, the Foundation also invests in a private Limited Partnership Vehicle which invests in private real estate. The fair value of the underlying partnership is based on capital account balances reported by the underlying partnership, which is subject to management review and adjustment. This fair value is determined using the net asset value ("NAV") per percentage of ownership as a practical expedient. The NAV is excluded from the valuation hierarchy. Due to the inherent uncertainty of these estimates, these values may differ materially from the values that would have been used had a ready market for these investments existed.

Income Taxes – TOP is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and from state income taxes under similar provisions of the Florida Statutes. Accordingly, no provision for income taxes has been made.

Subsequent Events – The Foundation has evaluated subsequent events through November 6, 2019 in connection with the preparation of these financial statements, which is the date the financial statements are available to be issued.

TAMPA-ORLANDO-PINELLAS JEWISH FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2019 AND 2018

Note 3—Investments

The following tables present the assets measured at fair value on a recurring basis on the statement of financial position for the years ended June 30, 2019 and 2018. Investments calculated using the NAV per share are listed separately for reconciliation to the balances on the statements of financial position.

	2019				Total
	Level 1	Level 2	Level 3	Investments at NAV	
Equity	\$ 23,953,722	\$ -	\$ -	\$ -	\$ 23,953,722
Mutual funds	10,202,469	-	-	-	10,202,469
Corporate securities	3,306,178	-	-	-	3,306,178
U.S. Treasuries	6,455,313	-	-	-	6,455,313
Government sponsored entities	606,058	-	-	-	606,058
Real estate investments trusts	10,408	-	-	-	10,408
Cash surrender value of life insurance policies	-	841,734	-	-	841,734
Other securities	309,663	-	-	-	309,663
State of Israel Bonds	-	-	2,936,162	-	2,936,162
Partnership investment - real estate	-	-	-	1,000,000	1,000,000
Limited partnership interest	-	-	-	14,334	14,334
	<u>\$ 44,843,811</u>	<u>\$ 841,734</u>	<u>\$ 2,936,162</u>	<u>\$ 1,014,334</u>	<u>\$ 49,636,041</u>

	2018				Total
	Level 1	Level 2	Level 3	Investments at NAV	
Equity	\$ 22,099,068	\$ -	\$ -	\$ -	\$ 22,099,068
Mutual funds	7,471,519	-	-	-	7,471,519
Corporate securities	3,492,566	1,292,996	-	-	4,785,562
U.S. Treasuries	5,557,883	-	-	-	5,557,883
Government sponsored entities	-	597,391	-	-	597,391
Real estate investments trusts	34,576	-	-	-	34,576
Cash surrender value of life insurance policies	-	714,701	-	-	714,701
Other securities	-	294,173	-	-	294,173
State of Israel Bonds	-	-	2,906,454	-	2,906,454
Limited partnership interest	-	-	-	14,334	14,334
	<u>\$ 38,655,612</u>	<u>\$ 2,899,261</u>	<u>\$ 2,906,454</u>	<u>\$ 14,334</u>	<u>\$ 44,475,661</u>

TAMPA-ORLANDO-PINELLAS JEWISH FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2019 AND 2018

Note 3—Investments (continued)

The following is a reconciliation of TOP's Level 3 investments:

	Total
Fair value, July 1, 2017	\$ 3,332,542
Purchases	99,329
Net unrealized losses on investments	(525,417)
Fair value, June 30, 2018	2,906,454
Purchases	465,508
Sales	(477,536)
Net unrealized gains on investments	41,736
Fair value, June 30, 2019	<u>\$ 2,936,162</u>

Investment income is comprised of the following:

	2019	2018
Dividends and interest	\$ 847,562	\$ 772,692
Net realized and unrealized gains	1,082,555	838,937
	<u>\$ 1,930,117</u>	<u>\$ 1,611,629</u>

Note 4—Funds held for the benefit of others

TOP invests its own funds and funds held for the benefit of others on a pooled or segregated basis as appropriate. Transfers of assets to TOP by others who specify themselves or their affiliates as the beneficiaries are not considered contributions and are recorded as a liability by TOP. Funds held for the benefit of others are designated by TOP to the following Federations, however, some of these funds are not assets of the designated Federation but are assets of others in the respective Federation's community:

	2019	2018
Tampa JCC-Federation, Inc.	\$ 11,261,226	\$ 7,837,508
Jewish Federation of Greater Orlando	5,668,800	5,601,462
Jewish Federation of Pinellas & Pasco Counties FL, Inc.	4,808,859	4,548,399
Jewish Federation of Greater Naples, Inc.	1,516,042	1,305,765
Jewish Federation of Lee and Charlotte Counties, Inc.	114,338	-
	<u>\$ 23,369,265</u>	<u>\$ 19,293,134</u>

TAMPA-ORLANDO-PINELLAS JEWISH FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2019 AND 2018

Note 5—Net Assets with donor restrictions

Assets with Donor Restrictions – Assets with donor restriction are restricted for the following Federations, however, some of these funds are not assets of the designated Federation but are assets of others in the respective Federation’s community. Amounts are restricted by donors as endowments, the earnings of which may be released upon distributions to the beneficiary or paying related investment management fees.

	<u>2019</u>	<u>2018</u>
Tampa JCC-Federation, Inc.	\$ 6,253,684	\$ 5,978,013
Jewish Federation of Greater Orlando	2,790,829	2,793,610
Jewish Federation of Pinellas & Pasco Counties FL, Inc.	<u>1,752,495</u>	<u>1,713,131</u>
	<u>\$ 10,797,008</u>	<u>\$ 10,484,754</u>

During the years ended June 30, 2019 and 2018, net assets with donor restrictions of approximately \$605,000 and \$650,000 were released from restriction upon payment of grants of approximately \$512,000 and \$551,000, respectively, and incurring investment management fees of approximately \$93,000 and \$100,000, respectively.

Endowment Funds – The Board of Trustees of TOP has interpreted the Florida Uniform Prudent Management of Institutional Funds Act (“FUPMIFA”) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds, absent explicit donor stipulations to the contrary. As a result of this interpretation, TOP classifies as either net assets with donor restrictions or without donor restrictions: (a) the original value of the gift donated to the endowment, (b) the original value of subsequent gifts to the endowment, and (c) accumulations to the endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. In accordance with FUPMIFA, TOP considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- (1) The duration and preservation of the fund;
- (2) The purposes of TOP and the donor-restricted endowment fund;
- (3) General economic conditions;
- (4) The possible effect of inflation and deflation;
- (5) The expected total return from income and the appreciation of investments;
- (6) Other resources of TOP; and
- (7) The investment policies of TOP.

From time to time, the fair value of assets associated with individual donor restricted endowment funds may fall below the level that the donor requires TOP to retain as a fund of perpetual duration. TOP has interpreted FUPMIFA to permit spending from underwater endowments in accordance with prudent measures required under the law. There were no underwater endowments as of June 30, 2019 or 2018.

The Board of Trustees, on the advice of legal counsel, has determined that the Foundation’s contributions are subject to the terms of the Foundation’s fund agreements. Certain of the fund agreements include a variance power. The variance power allows the Foundation to modify any restriction or condition on the distribution of the funds for any specified charitable purpose or to specified organizations if, in the sole judgement of the Foundation, such restriction or condition becomes, in effect, unpredictable, impossible, unnecessary, undesirable, incapable of fulfillment or inconsistent with the charitable needs of the beneficiary or the community or area served.

TAMPA-ORLANDO-PINELLAS JEWISH FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2019 AND 2018

Note 5—Net Assets with donor restrictions (continued)

Net assets without donor restriction consist of endowments that provide the Foundation with variance power. Net assets with donor restrictions consist of endowments where the beneficiary is the Foundation, financially interrelated Federation or designated third party and the Foundation does not have variance power or the grants distribution committee representing the Federation has variance power.

Changes in TOP's endowment net assets are as follows:

	<u>Without Donor Restriction</u>	<u>With Donor Restriction</u>	<u>Total</u>
Endowment net assets,			
July 1, 2017	\$ 3,366,802	\$ 10,456,886	\$ 13,823,688
Contributions	206,940	210,678	417,618
Investment return, net	125,063	468,127	593,190
Grants to beneficiaries	(314,094)	-	(314,094)
Release of restrictions	-	(650,937)	(650,937)
Endowment net assets,			
June 30, 2018	3,384,711	10,484,754	13,869,465
Contributions	365,220	351,550	716,770
Investment return, net	166,805	565,707	732,512
Grants to beneficiaries	(161,556)	-	(161,556)
Release of restrictions	-	(605,003)	(605,003)
Endowment net assets,			
June 30, 2019	<u>\$ 3,755,180</u>	<u>\$ 10,797,008</u>	<u>\$ 14,552,188</u>

Note 6—Transactions with Related Parties

TOP received operating support from the Federations of approximately \$393,000 and \$300,000 for the years ended June 30, 2019 and 2018, respectively.

For the year ended June 30, 2018 TOP paid a management fee to Tampa JCC-Federation, Inc. for the use of their personnel and certain operating costs. The management services are performed on a month-to-month basis. Management fees for operations were approximately \$180,000 for the year ended June 30, 2018 and are included in management fees – related party in the accompanying statements of functional expenses. For the year ended June 30, 2019 TOP paid a management fee to Tampa JCC-Federation, Inc. for the use of their certain operating costs. Management fees for operations were approximately \$7,000 for the year ended June 30, 2019 and are included in management fees – related party in the accompanying statements of functional expenses

TOP rents office and storage space on a month-to-month basis from Tampa JCC-Federation, Inc. for approximately \$800 per month. Total rent expense was approximately \$10,000 and \$9,000 for the years ended June 30, 2019 and 2018, respectively.

TOP paid grants totaling approximately \$2,258,000 and \$2,352,000 to the Federations during the years ended June 30, 2019 and 2018, respectively, of which approximately \$918,000 and \$1,061,000 is included in grants to beneficiaries in the accompanying statements of functional expenses and approximately \$1,340,000 and \$1,291,000 was a reduction in funds held for the benefit of others, respectively.

TAMPA-ORLANDO-PINELLAS JEWISH FOUNDATION, INC.
NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2019 AND 2018

Note 7—Liquidity and availability of resources

Management has budgeted approximately \$520,000 of operating expenses to be paid within one year of the statement of financial position date (excluding grants to beneficiaries). The Foundation has a goal to maintain financial assets on hand to meet 60 days of normal operating expenses and may invest cash in excess of requirements in a short-term money market investment. In order to meet operating needs, the Foundation relies on contributions, investment returns, and annual income generated from its Federations which totaled approximately \$4,490,000, \$393,000, and \$1,930,000, respectively, during the year ended June 30, 2019.

Financial assets available to meet short term needs for general expenditures within one year as of June 30, 2019 consist of the following:

Financial assets as of year-end:	
Cash	\$ 4,570,794
Investments, net of amounts held for the benefit of others	26,266,776
Less those unavailable for general expenditures within one year, due to contractual or donor-imposed restrictions	<u>(10,797,008)</u>
Financial assets available to meet short term needs for general expenditures within one year	<u>\$ 20,040,562</u>

Note 8—Deepwater Horizon Oil Spill

During 2010, the Deepwater Horizon Oil Spill in the Gulf of Mexico greatly impacted TOP's ability to solicit contributions from donors and revenues were negatively impacted as a result, and TOP filed a claim for business economic loss (the "Claim") with the Deepwater Horizon Court Supervised Settlement Program (the "CSSP"). In March 2018, TOP reached a settlement with the CSSP in which TOP would receive a total settlement of \$1,750,000 as a result of the Claim. In May 2018, TOP received a cash settlement of approximately \$1,313,000, net of attorney's fees of approximately \$438,000, related to its business economic claim, which is included in other income in the accompanying statements of activities.

In conjunction with these proceeds, TOP distributed \$912,000 equally to the Tampa, Orlando and Pinellas/Pasco Federations in the amount of \$304,167 to support their respective communities. Tampa, Orlando and Pinellas/Pasco Federations agreed to support TOP's operating reserve by paying \$100,000 total to be paid equally by each member Federation in three installments of \$11,111 on December 31, 2018, 2019, and 2020.

SUPPLEMENTARY INFORMATION

TAMPA-ORLANDO-PINELLAS JEWISH FOUNDATION, INC.
SCHEDULE OF CHANGES IN FUNDS HELD FOR THE BENEFIT OF OTHERS

JUNE 30, 2019 AND 2018

	Tampa JCC Federation, Inc.	Jewish Federation of Greater Orlando, Inc.	Jewish Federation of Pinellas and Pasco Counties FL., Inc.	Jewish Federation of Greater Naples, Inc.	Jewish Federation of Lee and Charlotte Counties, Inc.	Total
Endowment net assets, July 1, 2017	\$ 7,768,952	\$ 5,256,092	\$ 3,716,715	\$ -	\$ -	\$ 16,741,759
Contributions	1,551,258	491,925	578,114	1,291,957	-	3,913,254
Interest and dividends	127,088	95,980	69,797	610	-	293,475
Realized and unrealized gains	185,159	122,930	79,765	14,275	-	402,129
Management and bank fees	101,482	97,784	108,408	(1,077)	-	306,597
Grants/distributions	(1,896,431)	(463,249)	(4,400)	-	-	(2,364,080)
Endowment net assets, June 30, 2018	7,837,508	5,601,462	4,548,399	1,305,765	-	19,293,134
Contributions	3,879,685	357,396	405,796	373,636	114,217	5,130,730
Interest and dividends	198,427	109,698	89,520	27,720	197	425,562
Realized and unrealized gains	361,075	166,176	178,938	42,712	13	748,914
Management and bank fees	103,074	90,975	100,488	(14,615)	(89)	279,833
Grants/distributions	(1,118,543)	(656,907)	(514,282)	(219,176)	-	(2,508,908)
Endowment net assets, June 30, 2019	<u>\$ 11,261,226</u>	<u>\$ 5,668,800</u>	<u>\$ 4,808,859</u>	<u>\$ 1,516,042</u>	<u>\$ 114,338</u>	<u>\$ 23,369,265</u>