# **GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION, INC.**

FINANCIAL STATEMENTS December 31, 2018 and 2017

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## INDEPENDENT AUDITOR'S REPORT

Board of Directors Grayson-Jockey Club Research Foundation, Inc. New York, New York

#### Report on the Financial Statements

We have audited the accompanying financial statements of Grayson-Jockey Club Research Foundation, Inc., which comprise the statements of financial position as of December 31, 2018 and 2017, and the related statements of activities and cash flows for the years 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 audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Grayson-Jockey Club Research Foundation, Inc. as of December 31, 2018 and 2017, and the changes 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.

#### Emphasis of Matter

As discussed in Note 2 to the financial statements, the Organization has adopted ASU 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.

Crowe LLP

Crowe LLP

New York, New York May 29, 2019

	DECEMBER 31,					
		2018		2017		
ASSETS Cash and cash equivalents Investments at fair value Contributions receivable Other receivables Prepaid expenses Fixed assets, net	\$	1,010,406 27,080,597 40,303 39,977 7,939 6,684	\$	1,150,364 28,523,236 141,963 42,317 9,581 7,658		
	\$	28,185,906	\$	29,875,119		
LIABILITIES AND NET ASSETS						
Liabilities Accounts payable and accrued liabilities Total liabilities	\$	112,706 112,706	\$	127,933 127,933		
Net Assets Without donor restrictions With donor restrictions		15,899,389 12,173,811		16,926,756 12,820,430		
Total net assets		28,073,200		29,747,186		
TOTAL LIABILITIES AND NET ASSETS	\$	28,185,906	\$	29,875,119		

See accompanying notes to financial statements.

	YEAR ENDED DECEMBER 31, 2018							
	W	ithout donor		With donor				
	r	estrictions		restrictions		Total		
REVENUE								
Contributions and membership dues Proceeds from fund raisers, net	\$	1,083,892	\$	40,000	\$	1,123,892		
of direct benefit costs of \$88,049		286,249		-		286,249		
Investment income, net		165,238		201,746		366,984		
Net realized and unrealized								
losses from investments		(808,910)		(671,619)		(1,480,529)		
Other		26,073		-		26,073		
Net assets released from restrictions		216,746		(216,746)		-		
Total revenue		969,288		(646,619)		322,669		
EXPENDITURES								
Grants		1,239,084		-		1,239,084		
Professional fees		616,134		-		616,134		
Travel and meetings		75,324		-		75,324		
Seminars and summits		6,275		-		6,275		
General and administrative expenses		59,838		-		59,838		
Total expenditures		1,996,655				1,996,655		
CHANGE IN NET ASSETS		(1,027,367)		(646,619)		(1,673,986)		
NET ASSETS, BEGINNING OF PERIOD		16,926,756		12,820,430		29,747,186		
NET ASSETS, END OF PERIOD	\$	15,899,389	\$	12,173,811	\$	28,073,200		

	Without donor restrictions		With donor restrictions		 Total
REVENUE					
Contributions and membership dues Proceeds from fund raisers, net	\$	1,482,198	\$	44,000	\$ 1,526,198
of direct benefit costs of \$139,702		148,512		-	148,512
Investment income, net		135,551		171,016	306,567
Net realized and unrealized					
gains from investments		2,476,905		1,893,653	4,370,558
Other		2		-	2
Net assets released from restrictions		186,016		(186,016)	 -
Total revenue		4,429,184		1,922,653	 6,351,837
EXPENDITURES					
Grants		1,497,342		-	1,497,342
Professional fees		591,113		-	591,113
Travel and meetings		72,375		-	72,375
Seminars and summits		7,500		-	7,500
General and administrative expenses		61,481		-	 61,481
Total expenditures		2,229,811			 2,229,811
CHANGE IN NET ASSETS		2,199,373		1,922,653	4,122,026
NET ASSETS, BEGINNING OF PERIOD		14,727,383		10,897,777	 25,625,160
NET ASSETS, END OF PERIOD		16,926,756	\$	12,820,430	\$ 29,747,186

See accompanying notes to financial statements.

	 2018	 2017
Cash flows from operating activities		
Change in net assets	\$ (1,673,986)	\$ 4,122,026
Adjustments to reconcile change in net assets to net cash from operating activites		
Depreciation	5,001	5,412
Net realized and unrealized losses (gains) from investments	1,480,529	(4,370,558)
Changes in assets and liabilities		
Contributions receivable	101,660	23,348
Other receivables	2,340	(14,545)
Prepaid expenses	1,642	19,153
Accounts payable and accrued liabilities	 (15,227)	 32,311
Net cash from operating activities	 (98,041)	 (182,853)
Cash flows from investing activities		
Additions to fixed assets	(4,027)	(6,488)
Proceeds from sales of securities	10,546,532	10,955,981
Purchases of securities	 (10,584,422)	 (10,332,261)
Net cash from investing activities	 (41,917)	 617,232
Net change in cash and cash equivalents	(139,958)	434,379
Cash and cash equivalents, beginning of period	 1,150,364	 715,985
Cash and cash equivalents, end of period	\$ 1,010,406	\$ 1,150,364

## NOTE 1 - ORGANIZATION

On August 3, 1989, Grayson Foundation merged with The Jockey Club Research Foundation to create the Grayson-Jockey Club Research Foundation, Inc. (the "Foundation"). The purpose of this organization is to further research and education in the equine industry. The Foundation is exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code and is also exempt from state and local income taxes.

## **NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES**

#### Net assets

The accounts of the Foundation are maintained on the basis of net assets without donor restrictions and with donor restrictions. Net assets without donor restrictions are available to support research programs approved by the Board of Directors (the "Board") and to fund general operations. Net assets with donor restrictions relate to donations that have been either pledged but not yet received and/or subject to donor restrictions as well as related gains and losses of the endowment fund and are reclassed to net assets without donor restrictions once the restriction has been released.

#### 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 impact the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### Cash and cash equivalents

Cash and cash equivalents consist of short term, highly liquid investments which are readily convertible into cash and have original maturities of three months or less when purchased. The Foundation maintains amounts on deposit with various financial institutions, which may, at times, exceed Federally insured limits. The Foundation periodically evaluates the creditworthiness of those institutions, and the Foundation has not experienced any losses on such deposits.

#### Investments

Investments are reported at fair value. The fair value of such investments is based on quoted market prices.

## Fixed assets

Fixed assets are comprised of office and computer equipment. Depreciation is calculated using the straightline method over the estimated useful life of the assets ranging from three to five years.

## **Revenue recognition**

Contributions are recorded when an unconditional promise to give is made by the donor. As of December 31, 2018 and 2017, contributions receivable as reported on the Statements of Financial Position are all due within one year.

# NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued)

# Grants

Grant expenses are recorded on an accrual basis, which is generally when the funds are awarded.

# **Professional services**

The management and staff of the Foundation are employees of The Jockey Club and their related salaries and fringe benefits are billed to the Foundation pursuant to agreements between the parties. These costs totaled \$530,261 and \$520,428 in 2018 and 2017, respectively, and are included in Professional fees in the accompanying Statements of Activities. Additionally, certain administrative services (e.g., accounting and certain office space in New York) are provided by The Jockey Club. These services are not reflected in the accompanying Financial Statements since such amounts would not be material.

# **Functional Allocation of Expenses**

The costs of providing the Foundation's programs and supporting services have been summarized on a functional basis on the accompanying statements of activities. Accordingly, certain costs have been allocated between program and supporting services based principally on specific identification.

## Income taxes

Accounting principles generally accepted in the United States of America prescribes recognition thresholds and measurement attributes for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Tax benefits will be recognized only if the tax position is more likely than not sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized will be the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the more likely than not test, no tax benefit will be recorded. For the years ended December 31, 2018 and 2017, no income tax liability has been recognized related to uncertain tax provisions in the accompanying Financial Statements.

If an uncertain tax position was recognized, the Foundation would accrue interest and penalties associated with the uncertain tax position. For the Foundation's major tax jurisdictions, the 2015, 2016, and 2017 tax years remain subject to examination. The Foundation does not expect significant changes in unrecognized tax benefits in the next twelve months.

# **Recently Issued Accounting Pronouncements**

On August 18, 2016, FASB issued ASU 2016-14, Not-for-Profit Entities (Topic 958) – *Presentation of Financial Statements of Not-for-Profit Entities*. The update addresses the complexity and understandability of net asset classification, deficiencies in information about liquidity and availability of resources, and the lack of consistency in the type of information provided about expenses and investment return. The Foundation implemented this guidance for the year ended December 31, 2018 and has adjusted the presentation of these financial statements accordingly, including retrospective adjustment to December 31, 2017.

# **NOTE 3 - INVESTMENTS**

Investments at fair value consist of the following:

	 2018	 2017
Mutual funds	\$ 13,438,712	\$ 13,264,383
U.S. common stocks	6,675,089	7,935,545
Fixed income - corporate	3,461,413	3,611,679
Fixed income - U.S. government and federal agency	 3,505,383	 3,711,629
	\$ 27,080,597	\$ 28,523,236

Interest and dividend earnings on these investments were \$258,624 and \$392,799 in 2018 and 2017, respectively. Net realized and unrealized (losses) gains from investments reported in the accompanying Statements of Activities totaled (\$1,480,529) and \$4,370,558 in 2018 and 2017, respectively.

## **NOTE 4 - FAIR VALUE MEASUREMENTS**

ASC 820-10 establishes a hierarchal disclosure framework which prioritizes and ranks the level of market price observability used in measuring investments at fair value. Market price observability is impacted by a number of factors, including the type of investment and the characteristics specific to the investments. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market observability and a lesser degree of judgment used in measuring fair value.

Investments measured and reported at fair value are classified and disclosed in one of the following categories:

Level I - Quoted prices are available in active markets for identical investments as of the reporting date.

Level II - Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies.

Level III - Pricing inputs are unobservable and include situations where there is little, if any, market activity for the investment. Fair value for these investments is determined using valuation methodologies that consider a range of factors, including but not limited to the price at which the investment was acquired, the nature of the investment, local market conditions, trading values on public exchanges for comparable securities, current and projected operating performance and financing transactions subsequent to the acquisition of the investment. The inputs into the determination of fair value require significant judgment. 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.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

# NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The following tables summarize the valuation of the Foundation's investments by the ASC 820-10 fair value hierarchy as of December 31, 2018 and 2017:

	2018								
	Total			Level I	Level II		Level III		
Mutual funds U.S. equities Global High yield	\$	7,504,792 3,623,332 2,310,587	\$	7,504,792 3,623,332 2,310,587	\$	- - -	\$	- - -	
U.S. common stocks		6,675,089		6,675,089		-		-	
Fixed income Corporate U.S. government and federal agency obligations		3,461,413 3,505,383		-		3,461,413 3,505,383		-	
	\$	27,080,597	\$	20,113,801	\$	6,966,796	\$	-	
				20	)17				
		Total		Level I		Level II		Level III	
Mutual funds U.S. equities Global High yield	\$	7,194,237 3,712,379 2,357,767	\$	7,194,237 3,712,379 2,357,767	\$	- - -	\$	- - -	
U.S. common stocks		7,935,545		7,935,545		-		-	

	, ,	, ,				
Fixed income	2 611 670			2 611 670		
Corporate U.S. government and federal	3,611,679	-		3,611,679		-
agency obligations	 3,711,629	 		3,711,629	 	-
	\$ 28.523.236	\$ 21.199.928	6	7.323.308	\$	-

# NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

In 2018, equities included in mutual funds or separate accounts totaling \$20,113,801 were diversified among the following asset classes: 37.3% domestic growth, 32.0% domestic value, 19.2% global growth, and 11.5% high yield. In 2017, similar equities totaling \$21,199,928 were diversified among the following asset classes: 33.9% domestic growth, 35.1% domestic value, 19.9% global growth, and 11.1% high yield.

There were no transfers between Level I and Level II during 2018 or 2017.

The fair values of mutual fund and U.S. equity investments are determined by obtaining quoted prices on nationally recognized securities (Level I inputs).

Corporate bonds are valued using a market approach based on yields currently available on comparable securities issuers with similar credit ratings (Level II inputs).

The fair values of U.S. government notes and federal agency obligations are obtained using a market approach from readily available pricing sources for comparable instruments (Level II inputs).

## NOTE 5 - NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions consisted of the following at December 31:

	<u>2018</u>		<u>2017</u>
Donations pledged not yet received and / or subject to donor restrictions Endowment net assets	\$ 462,027 11,711,784	\$	437,027 12,383,403
	\$ 12,173,811	<u>\$</u>	12,820,430

## **NOTE 6 - ENDOWMENTS**

The Foundation's net assets with donor restrictions consist of donor restricted investments to be held indefinitely, with the income therefrom expendable to support the purpose of the Foundation and its operations. As required by applicable standards, net assets associated with endowment funds, including funds designated by the Board of Directors to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

The composition of net assets by type of endowment fund at December 31, 2018 and 2017 was:

	 With donor restrictions								
	 2018 2017								
Accumulated earnings on original gift Original gift restricted in perpetuity	\$ 5,802,499 5,909,285	\$	6,474,118 5,909,285						
Total	\$ 11,711,784	\$	12,383,403						

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# **NOTE 6 - ENDOWMENTS** (Continued)

Changes in endowment net assets for the years ended December 31, 2018 and 2017:

	With donor restrictions
Endowment net assets, January 1, 2017	\$ 10,489,750
Investment income	171,016
Net realized and unrealized gains from investments	 1,893,653
Total investment return	2,064,669
Amounts appropriated for expenditures	 (171,016)
Endowment net assets, December 31, 2017	12,383,403
Investment income	201,746
Net realized and unrealized losses from investments	 (671,619)
Total investment return	(469,873)
Amounts appropriated for expenditures	 (201,746)
Endowment net assets, December 31, 2018	\$ 11,711,784

## Interpretation of UPMIFA

The Foundation follows the State of New York's version of the Uniform Prudent Management of Institutional Funds Act ("UPMIFA") and has interpreted UPMIFA as requiring the preservation of the fair value of the original and subsequent gifts as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary.

As a result of this interpretation, the Foundation classifies as net assets with donor restrictions restricted in perpetuity

- (a) the original value of the principal designated as an endowment,
- (b) the original value of the principal of subsequent gifts to the endowment, and
- (c) the accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund.

The remaining portion of the donor-restricted endowment fund that is not classified in net assets with donor restrictions restricted in perpetuity is classified as net assets with donor restrictions restricted by purpose or passage of time until those amounts are appropriated for expenditure by the Foundation in a manner consistent with the standard prudence prescribed by UPMIFA. In accordance with UPMIFA, the Foundation

# **NOTE 6 - ENDOWMENTS** (Continued)

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 the organization 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 the Foundation
- 7. The investment policies of the Foundation

## Return Objectives and Risk Parameters

The Foundation has adopted investment and spending policies for endowment assets that attempt to provide predictable streams of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that the Foundation must hold in perpetuity or for a donor-specified period as well as Board-designated funds. Under this policy, as approved by the Board, the Foundation relies on a total return strategy in which investment returns are achieved through capital appreciation (realized and unrealized) and current yield (interest and dividends). The Foundation targets a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term return objectives within prudent risk constraints.

## Strategies Employed for Achieving Objectives

The purpose of the endowment fund is to facilitate donors' desires to make substantial long-term gifts to the Foundation to develop a new and significant source of revenue for the Foundation. In so doing, the endowment fund will provide a secure, long-term source of funds to (a) carry out the Foundation's purpose of furthering research and education in the equine industry or, (b) support the operational expenses of the Foundation as deemed appropriate.

## Spending Policy and How the Investment Objectives Relate to the Spending Policy

The distribution rate is based upon withdrawing the investment income for spending each year and allowing capital appreciation to be reinvested in the fund. For the years ended December 31, 2018 and 2017, \$201,746 and \$171,016, respectively, of investment income from the endowment fund was spent and none of the capital appreciation was spent. The spending is determined by the Foundation's management, who may elect to make no distributions from the fund in any given year.

## Funds with Deficiencies

From time to time, the fair value of assets associated with donor-restricted endowment funds may fall below the level that the donor or UPMIFA requires the Foundation to retain as a fund of perpetual donation. Deficiencies of this nature that are reported in net assets with donor restrictions. There were no such deficiencies as of December 31, 2018 and 2017.

# **NOTE 7 - FUNCTIONAL CLASSIFICATION OF EXPENSES**

The statements of activities report certain categories of expenses attributable to the grants, programs and general and administrative functions of the Foundation and are categorized by natural classification for the years ended December 31, 2018 and 2017, as follows:

	Program Services			Fundraising Services	anagement General	 Total
Grants Professional fees Travel and meetings Printing Seminars and summits Other	\$	1,239,084 179,879 55,592 1,807 6,275 527	\$	- 381,891 16,192 15,905 - 9,679	\$ - 54,364 3,540 358 - 31,562	\$ 1,239,084 616,134 75,324 18,070 6,275 41,768
	\$	1,483,164	\$	423,667	\$ 89,824	\$ 1,996,655

			20	17		
	Program		Fundraising	Management		
		Services	 Services	& General		 Total
Grants	\$	1,497,342	\$ -	\$	-	\$ 1,497,342
Professional fees		178,630	355,797		56,686	591,113
Travel and meetings		49,581	18,953		3,841	72,375
Printing		1,589	13,984		318	15,891
Seminars and summits		7,500	-		-	7,500
Members reception		-	729		-	729
Other		360	 6,291		38,210	 44,861
	\$	1,735,002	\$ 395,754	\$	99,055	\$ 2,229,811

## NOTE 8 - LIQUIDITY AND AVAILABILITY

The Foundation's financial assets available within one year of the statement of financial position date for general expenditure are as follows:

	<u>2018</u>	<u>2017</u>
Cash	\$ 1,010,406	\$ 1,150,364
Investments at fair value	27,080,597	28,523,236
Contributions receivable	40,303	141,963
Less: Donor restricted funds	 (12,173,811)	 (12,820,430)
	\$ 15,957,495	\$ 16,995,133

As part of the Foundation's liquidity management, the Foundation maintains cash to be available as its general expenditures, liabilities, and other obligations become due.

## **NOTE 9 - SUBSEQUENT EVENTS**

The Foundation has evaluated subsequent events through the date the accompanying Financial Statements were available to be issued, which was May 29, 2019. No subsequent events have been identified that are required to be accounted for or disclosed.