McGregor Fund

Financial Report June 30, 2020

McGregor Fund

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Plante & Moran, PLLC



27400 Northwestern Highway P.O. Box 307 Southfield, MI 48037-0307 Tel: 248.352.2500 Fax: 248.352.0018 plantemoran.com

Independent Auditor's Report

To the Board of Trustees McGregor Fund

We have audited the accompanying financial statements of McGregor Fund (the "Fund"), which comprise the balance sheet as of June 30, 2020 and 2019 and the related statements of activities and changes in net assets 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 audits 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 McGregor Fund as of June 30, 2020 and 2019 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 described in Note 2, the financial statements include certain investments whose fair values have been estimated by management in the absence of readily determinable fair values. Management's estimates are based on information provided by the fund managers or partnership general partners. These investments are valued at \$74,027,883 (44.0 percent of net assets) at June 30, 2020 and \$74,584,506 (43.2 percent of net assets) at June 30, 2019. Our opinion is not modified with respect to this matter.





Balance Sheet

		June 30, 2020 and 201			
	<u> </u>	2020	2019		
Assets					
Cash and cash equivalents Accrued interest and dividends Investments (Note 4) Other assets: Prepaid expenses Prepaid federal excise taxes Other	\$	1,572,397 79,276 169,251,110 130,232 33,305 127,736	\$ 1,667,017 103,230 174,206,119 58,846 - 183,386		
		171,194,056			
Total assets	<u>*</u>	17 1,10 1,000	• 170,210,000		
Liabilities and Ne	t Assets				
Liabilities Accrued expenses Grants payable (Note 5) Deferred excise taxes (Note 6) Federal excise taxes payable Other liabilities	\$	157,451 1,696,308 857,713 - 127,740	\$ 126,434 2,174,980 902,237 101,611 183,387		
Total liabilities		2,839,212	3,488,649		
Net Assets - Without donor restrictions	<u> </u>	168,354,844	172,729,949		
Total liabilities and net assets	<u>\$</u>	171,194,056	\$ 176,218,598		

Statement of Activities and Changes in Net Assets

Years Ended June 30, 2020 and 2019

	 2020	2019
Changes in Net Assets without Donor Restrictions Net investment return (Note 4)	\$ 4,699,152 \$	7,703,845
Expenses: Program services:		
Grants Other program expenses	7,329,796 733,631	6,832,964 718,792
Total program services	8,063,427	7,551,756
Support services: Management and general Federal and state tax on unrelated business income from	835,891	737,586
investments Federal excise tax expense (Note 6)	 126,758 48,181	85,471 151,161
Total support services	 1,010,830	974,218
Total expenses	9,074,257	8,525,974
Decrease in Net Assets without Donor Restrictions	(4,375,105)	(822,129)
Net Assets - Beginning of year	172,729,949	173,552,078
Net Assets - End of year	\$ 168,354,844	172,729,949

Statement of Cash Flows

Years Ended June 30, 2020 and 2019

	2020	2019
Cash Flows from Operating Activities Decrease in net assets Adjustments to reconcile decrease in net assets to net cash and cash equivalents from operating activities:	\$ (4,375,105) \$	(822,129)
Net realized and unrealized gains on securities Changes in operating assets and liabilities that provided (used) cash and cash equivalents:	(5,794,847)	(7,307,710)
Accrued interest and dividends Prepaid expenses Prepaid federal excise taxes	23,954 (71,386) (33,305)	(3,062) 78,370 13,552
Accrued expenses Deferred federal excise taxes Federal excise taxes payable Grants payable	31,020 (44,524) (101,611) (478,672)	39,109 (70,593) 101,611 (1,213,018)
Net cash and cash equivalents used in operating activities	(10,844,476)	(9,183,870)
Cash Flows from Investing Activities Purchases of investments Proceeds from sales and maturities of investments	 (56,232,307) 66,982,163	(28,905,754) 35,877,576
Net cash and cash equivalents provided by investing activities	 10,749,856	6,971,822
Net Decrease in Cash and Cash Equivalents	(94,620)	(2,212,048)
Cash and Cash Equivalents - Beginning of year	 1,667,017	3,879,065
Cash and Cash Equivalents - End of year	\$ 1,572,397 \$	1,667,017

June 30, 2020 and 2019

Note 1 - Nature of Business

McGregor Fund (the "Fund"), located in Detroit, Michigan and established in 1925, is a private foundation that was organized to relieve misfortune and promote the well-being of humankind. The primary activity of the Fund is to provide support to Detroit metropolitan area not-for-profit organizations that operate in three program areas that are of particular interest to the Fund's board of trustees: basic needs, recovery and restoration, and skill building.

Note 2 - Significant Accounting Policies

Cash Equivalents

The Fund considers all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

Concentration of Credit Risk Arising from Deposit Accounts

The Fund maintains cash balances at a bank whose accounts are insured by the Federal Deposit Insurance Corporation up to \$250,000. The Fund evaluates the financial institutions with which it deposits funds; however, it is not practical to insure all cash deposits.

Investments

Investments in government and corporate debt and equity securities are stated at current quoted market values. The alternative investments, primarily composed of real estate, private equities, hedge funds, oil and gas, and other limited partnerships, which are not readily marketable, are carried at estimated fair values, as provided by the various investment managers. The Fund reviews and evaluates the values provided by the investment managers and agrees with the valuation methods used and significant assumptions used in determining fair value. Those estimated fair values may differ significantly from the values that would have been used had a ready market for these securities existed. Purchases and sales of investments are recorded as of the trade date. Gain or loss on the sale of investments is computed using the first-in, first-out method.

Classification of Net Assets

Net assets of the Fund are classified based on the presence or absence of donor-imposed restrictions. All net assets of the Fund are without donor restrictions.

Functional Allocation of Expenses

Costs of providing the program and support services have been reported on a functional basis in the statement of activities and changes in net assets. Costs have been allocated between program and support services based on estimates, as determined by management. Salaries and benefits are allocated on the basis of the actual employee time and effort devoted to these activities. Other expenses are allocated on the basis of the program or support service that used the related asset or service. Although the methods of allocation used are considered appropriate, other methods could be used that would produce different amounts.

Tax Status

The Fund is exempt from federal income taxes under Section 501(c)(3) of the United States Internal Revenue Code. As a private foundation, the Fund is subject to an excise tax on net investment income, including realized gains, as defined in the Tax Reform Act of 1969.

June 30, 2020 and 2019

Note 2 - Significant Accounting Policies (Continued)

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 the reported amounts of revenue, expenses, and other changes in net assets during the reporting period. Actual results could differ from those estimates.

Fair Value Disclosures

The estimated fair value amounts have been determined by the Fund using available market information and appropriate valuation methodologies. These estimates are subjective in nature and involve uncertainties and matters of considerable judgment. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Fund could realize in a current market exchange. The use of different assumptions, judgments, and/or estimation methodologies may have a material effect on the estimated fair value amounts. All investment securities are carried at fair value in the financial statements.

Risks and Uncertainties

The Fund invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Upcoming Accounting Pronouncement

In June 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2018-08, Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made, which provides enhanced guidance to assist entities in determining whether a contribution is conditional. The accounting guidance may delay expense recognition for certain grants and contributions that no longer meet the definition of unconditional. The new guidance will be effective for the Fund's year ending June 30, 2021 and will be applied on a modified prospective basis. The Fund has not yet determined the impact on the timing of recognition of individual grants made.

Subsequent Events

The financial statements and related disclosures include evaluation of events up through and including September 30, 2020, which is the date the financial statements were available to be issued.

Note 3 - COVID-19

On March 11, 2020, the World Health Organization declared the outbreak of a respiratory disease caused by a new coronavirus a pandemic. First identified in late 2019 and now known as COVID-19, the outbreak has impacted millions of individuals worldwide. In response, many countries have implemented measures to combat the outbreak that have impacted global business operations. The Fund's investment portfolio has experienced significant fluctuations in fair value, consistent with the volatility in the overall financial markets due to the COVID-19 pandemic.

No impairments were recorded as of the balance sheet date; however, due to significant uncertainty surrounding the situation, management's judgment regarding this could change in the future. In addition, while the Fund's changes in net assets, cash flows, and financial condition could be negatively impacted, the extent of the impact cannot be reasonably estimated at this time.

June 30, 2020 and 2019

Note 3 - COVID-19 (Continued)

As a result of the pandemic, the Fund made adjustments to the reporting schedules and in some instances relaxed restrictions for grantees with active grants to allow the organizations the flexibility of reallocating funds to meet essential business needs. While the impact of this change is not expected to materially impact the financial statements, it may be reasonably expected that timing adjustments may occur within the Fund's grant payable schedules. In addition, the Fund transitioned to remote operations on March 16, 2020.

Note 4 - Investments

Investments consisted of the following at June 30:

	2020)	2019			
	Cost	Fair Value		Cost		Fair Value
Fixed-income and equity securities: Domestic fixed-income						
securities International fixed-income	\$ 11,273,215 \$	12,353,110	\$	13,897,239	\$	14,360,191
securities	-	-		5,646,606		6,318,043
U.S. equity securities	13,862,510	36,221,044		11,473,604		31,394,925
Foreign equity securities	41,425,928	46,649,073		40,943,842		47,548,454
Total fixed-income and equity securities	66,561,653	95,223,227		71,961,291		99,621,613
Alternative investments:						
Hedge funds and multistrategy	26,084,126	31,615,571		24,626,709		31,438,501
Oil and gas limited partnerships Private equity and venture	6,007,709	2,757,889		6,142,048		5,509,107
capital limited partnerships	25,931,873	36,981,039		23,069,883		34,143,019
Real estate limited partnerships	1,780,122	2,673,384		3,294,317		3,493,879
Total alternative investments	59,803,830	74,027,883		57,132,957	_	74,584,506
Total	\$ 126,365,483 \$	169,251,110	\$	129,094,248	\$	174,206,119

Net investment return is composed of the following for the years ended June 30:

	 2020	2019
Interest Dividends Net realized and unrealized gains on securities Other partnership losses Investment advisory and custodial fees	\$ 410,783 \$ 923,749 5,794,847 (1,712,461) (717,766)	530,797 1,362,153 7,307,710 (822,565) (674,250)
Total	\$ 4,699,152 \$	7,703,845

Note 5 - Grants Payable

Unconditional grants are recognized as an expense at the time of formal approval by the full board of trustees. A present value discount for grants to be paid beyond one year has been calculated using a rate of approximately 0.16 and 2.08 percent at June 30, 2020 and 2019, respectively, based on when the grant was approved. At June 30, 2020 and 2019, the total discount on grants payable was \$5,042 and \$48,350, respectively.

June 30, 2020 and 2019

Note 5 - Grants Payable (Continued)

The following summarizes the changes in grants payable for the years ended June 30, 2020 and 2019:

	 2020		2019
Grants payable - Beginning of year Grants approved Payments made Change in discount on grants payable	\$ 2,174,980 7,296,888 (7,818,868) 43,308	•	3,387,998 5,579,017 (6,818,087) 26,052
Grants payable - End of year	\$ 1,696,308	\$	2,174,980
	2020		2019
Amounts due in: Less than one year One to five years Less discount	\$ 1,436,350 265,000 (5,042)	\$	1,980,830 242,500 (48,350)
Total	\$ 1,696,308	\$	2,174,980

Conditional grants are expensed when such conditions are substantially met. Conditional grants approved for future payment were \$4,650,000 and \$5,145,000 at June 30, 2020 and 2019, respectively. Included in these amounts is a \$6 million conditional 20-year grant to the Foundation for Detroit's Future (FDF), a supporting organization of the Community Foundation for Southeast Michigan, which was approved by the Fund on August 19, 2014. The grant and payment of the annual grant installments are conditioned upon the terms and conditions outlined in the Fund's agreement with FDF. The Fund made payments on this grant totaling \$0 and \$650,000 during the years ended June 30, 2020 and 2019, respectively.

Note 6 - Excise Taxes

The Fund's excise tax expense as of June 30, 2020 and 2019 is composed of the following:

	 2020	2019
Current Deferred	\$ 92,706 (44,525)	\$ 221,754 (70,593)
Total excise tax expense	\$ 48,181	\$ 151,161

The deferred excise tax liability on the balance sheet represents the tax on unrealized gains on investment securities.

Note 7 - Deferred Compensation Plan

The Fund sponsors a defined contribution 401(k) plan for all eligible full-time employees, as defined in the plan document. The plan became effective as of January 1, 2008. The Fund contributes a specified percentage of the annual eligible compensation of participants. Total contributions to the plan for the years ended June 30, 2020 and 2019 amounted to approximately \$105,500 and \$95,800, respectively.

Note 8 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

June 30, 2020 and 2019

Note 8 - Fair Value Measurements (Continued)

The following tables present information about the Fund's assets measured at fair value on a recurring basis at June 30, 2020 and 2019 and the valuation techniques used by the Fund to determine those fair values.

Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Fund has the ability to access.

Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets and other inputs, such as interest rates and yield curves, that are observable at commonly quoted intervals.

Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Fund's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

The Fund's policy is to recognize transfers in and transfers out of Level 1, Level 2, and Level 3 fair value classifications as of the end of the reporting period. There were no transfers between levels of the fair value hierarchy during the years ended June 30, 2020 and 2019.

	Assets Measured at Fair Value on a Recurring Basis at June 30, 2020							
	Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)		Significant Unobservable Inputs (Level 3)		Jı	Balance at une 30, 2020
Assets								
Investments: U.S. government securities Domestic municipal bonds Domestic corporate bonds	\$	- - - 4 500 704	\$	3,958,950 2,758,044 5,636,116	\$	- - -	\$	3,958,950 2,758,044 5,636,116
U.S. equity mutual funds Foreign equity mutual funds Cash equivalents - Money market		1,509,704 21,140,524		-		-		1,509,704 21,140,524
mutual funds	_	1,142,357	_	<u>-</u>	_	-		1,142,357
Total	\$	23,792,585	\$	12,353,110	\$	-	:	36,145,695
Investments measured at NAV: U.S. equity commingled funds Foreign equity commingled								34,711,340
funds Hedge fund and multistrategy Oil and gas partnership								25,508,549 31,615,571 2,757,889
Private equity and venture capital limited partnerships Real estate limited partnerships								36,981,039 2,673,384
Total investments measured at NAV								134,247,772
Total assets							\$	170,393,467

June 30, 2020 and 2019

Note 8 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at

	June 30, 2019							
	Q	uoted Prices		Significant				
		in Active		Other		Significant		
		Markets for		Observable	Į	Jnobservable		
	lde	entical Assets		Inputs		Inputs		Balance at
		(Level 1)		(Level 2)		(Level 3)	J	une 30, 2019
								_
Assets								
Investments:								
U.S. equity mutual funds	\$	5,192,212	\$	-	\$	-	\$	5,192,212
U.S. government securities		-		5,386,273		-		5,386,273
Domestic municipal bonds		-		2,843,819		-		2,843,819
Domestic corporate bonds		-		6,130,099		-		6,130,099
Foreign equity mutual funds		17,937,968		-		-		17,937,968
Cash equivalents - Money market								
mutual funds	_	1,863,070	_	-	_	-	_	1,863,070
Total	\$	24,993,250	\$	14,360,191	\$	-	_	39,353,441
Investments measured at NAV: International fixed-income securities limited partnership U.S. equity commingled funds Foreign equity commingled funds Hedge fund and multistrategy Oil and gas partnership								6,318,043 26,202,713 29,610,486 31,438,501 5,509,107
Private equity and venture capital limited partnerships Real estate limited partnerships								34,143,019 3,493,879
Total investments measured at NAV								136,715,748
Total assets							\$	176,069,189

The tables above include money market mutual funds of \$1,142,357 and \$1,863,070 at June 30, 2020 and 2019, respectively, which are included within cash equivalents on the balance sheet.

The fair value of U.S. government securities, domestic municipal bonds, and domestic corporate bonds is determined using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models, and other pricing models. These models are primarily industry standard models that consider various assumptions, including time value and yield curve, as well as other relevant economic measures.

Investments in Entities that Calculate Net Asset Value per Share

The Fund holds shares or interests in investment companies whereby the fair value of the investments is measured on a recurring basis using net asset value per share (or its equivalent) of the investment companies as a practical expedient.

June 30, 2020 and 2019

Note 8 - Fair Value Measurements (Continued)

At year end, the fair value, unfunded commitments, and redemption rules of those investments are as follows:

	June 30, 2020	June 30, 2019		June 30, 2020	e 30, 2020		
	Fair Value	Fair Value	Unfunded Commitments	Redemption Frequency, if Eligible	Redemption Notice Period		
International fixed-income securities	Φ.	Ф C 240 042	c	Manatak	10 days		
limited partnership (a) U.S. equity commingled funds (b)	\$ - 34,711,340	\$ 6,318,043 26,202,713	5 -	Monthly Daily and	10 days 1-60 days		
o.o. equity commingica famas (b)	04,711,040	20,202,710		quarterly	1-00 day3		
Foreign equity commingled funds (c)	25,508,549	29,610,486	-	Monthly	10 - 60 days		
Hedge fund and multistrategy (d)	31,615,571	31,438,501	-	Monthly, quarterly, and annually	30-90 days		
Oil and gas limited partnerships (e) Private equity and venture capital limited	2,757,889	5,509,107	2,057,906	N/A	N/A		
partnerships (f)	36,981,039	34,143,019	18,865,589	N/A	N/A		
Real estate limited partnerships (g)	2,673,384	3,493,879	1,445,190	N/A	N/A		
Total	\$134,247,772	\$136,715,748	\$ 22,368,685				

- (a) The international fixed-income securities category includes an investment in a commingled bond fund that invests in foreign sovereign bonds. The fair value of the investment in this category has been estimated using net asset value of the Fund's ownership interest in partners' capital.
- (b) The U.S. equity securities category includes investments in commingled U.S. stock funds. The fair value of the investments in this category has been estimated using the net asset value of the Fund's ownership interest in partners' capital or net asset value per share of the investments, whichever is applicable.
- (c) The foreign equity securities category includes investments in commingled international stock funds. The fair value of the investments in this category has been estimated using net asset value of the Fund's ownership interest in partners' capital or net asset value per share of the investments, whichever is applicable.
- (d) The hedge funds and multistrategy category includes direct investments in hedge funds that invest in event arbitrage, multistrategy, distressed securities, U.S. long/short equities, and global long/short equities. The fair value of the investments in this category has been estimated using net asset value per share of the investments.
- (e) The oil and gas limited partnerships category includes investments with energy managers that invest across the energy industry. The fair value of the investments in this category has been estimated using net asset value of the Fund's ownership interest in partners' capital. These investments can never be redeemed with the funds. Distributions from each fund will be received only as the underlying investments of the funds are liquidated. It is estimated that the underlying investments of these funds will be liquidated over the next 3 to 12 years.
- (f) The private equity and venture capital limited partnerships category includes investments with fund of funds, managers that invest in Asian, European, U.S. and U.S. distressed private equity funds, and early stage U.S. venture capital funds. The fair value of the investments in this category has been estimated using net asset value of the Fund's ownership interest in partners' capital. These investments can never be redeemed with the funds. Distributions from each fund will be received only as the underlying investments of the funds are liquidated. It is estimated that the underlying investments of these funds will be liquidated over the next 5 to 12 years.
- (g) The real estate limited partnerships category includes investments with real estate managers that invest in European and U.S. commercial and residential real estate. The fair value of the investments in this category has been estimated using net asset value of the Fund's ownership interest in partners' capital. These investments can never be redeemed with the funds. Distributions from each fund will be received only as the underlying investments of the funds are liquidated. It is estimated that the underlying investments of these funds will be liquidated over the next one to six years.

June 30, 2020 and 2019

Note 9 - Functional Expenses

Expenses are functionally allocated as follows for the year ended June 30, 2020:

	_	Program Services		port Services	 Total	
Grants	\$	7,329,796	\$	_	\$ 7,329,796	
Salaries and benefits		611,227		475,700	1,086,927	
Legal, accounting, and professional fees		63,750		135,359	199,109	
Occupancy		21,080		91,336	112,416	
Taxes		-		175,329	175,329	
Other expenses		37,574		133,106	 170,680	
Total	\$	8,063,427	\$	1,010,830	\$ 9,074,257	

Expenses are functionally allocated as follows for the year ended June 30, 2019:

	Program Services	Support Services		Total	
Grants	\$ 6,832,964	\$	-	\$ 6,832,964	
Salaries and benefits	657,399		413,412	1,070,811	
Legal, accounting, and professional fees	2,700		90,343	93,043	
Occupancy	23,609		96,539	120,148	
Taxes	-		236,922	236,922	
Other expenses	 35,084		137,002	172,086	
Total	\$ 7,551,756	\$	974,218	\$ 8,525,974	

Note 10 - Liquidity and Availability of Resources

The following reflects the Fund's financial assets as of June 30, 2020 and 2019, reduced by amounts not available for general use because of contractual restrictions within one year of the balance sheet date:

	_	2020	 2019
Cash and cash equivalents Investments Accrued interest and dividends	\$	1,572,397 169,251,110 79,276	\$ 1,667,017 174,206,119 103,230
Financial assets - At year end		170,902,783	175,976,366
Less those unavailable for general expenditures within one year due to investment redemption restrictions		42,412,312	43,146,005
Financial assets available to meet cash needs for general expenditures within one year	\$	128,490,471	\$ 132,830,361

The Fund has a goal to maintain financial assets, which consist of cash and short-term investments, and receivables on hand to meet normal operating expenses. None of the financial assets are subject to donor or other restrictions that make them unavailable for general expenditures within one year of the balance sheet date. The Fund has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. The Fund also realizes there could be unanticipated liquidity needs.