



CLOVER FOUNDATION and SUBSIDIARY

Consolidated Financial Statements

December 31, 2020

(With Independent Auditors' Report)

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Independent Auditors' Report

The Board of Trustees
Clover Foundation:

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Clover Foundation and Subsidiary (the "Foundation"), which comprise the consolidated statement of financial position as of December 31, 2020, and the related consolidated statements of activities, of functional expenses and of cash flows for the year then ended, and the related notes to the consolidated 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 the financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the 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 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 Clover Foundation and Subsidiary at December 31, 2020, 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.

The Board of Trustees
Clover Foundation:

Report on Summarized Comparative Information

We have previously audited the Foundation's 2019 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated March 9, 2021. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2019, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Rogoff & Company PC

New York, New York

January 20, 2022

CLOVER FOUNDATION and SUBSIDIARY
Consolidated Statement of Financial Position

December 31, 2020
(with comparative amounts as of December 31, 2019)

	2020	2019
<u>ASSETS</u>		
Cash and cash equivalents	\$ 501,978	\$ 2,038,280
Program loans receivable	14,768,985	15,945,100
Accrued investment income	93,911	107,376
Other assets	116,562	138,385
Investments, at fair value	80,547,150	68,976,434
Foreign real estate investment	5,000,000	5,000,000
Domestic land and building, net	21,231,739	21,660,223
Total assets	\$ 122,260,325	\$ 113,865,798

LIABILITIES and NET ASSETS

Accounts payable and accrued liabilities	\$ 24,129	\$ 11,000
Grants payable	285,656	-
Total liabilities	309,785	11,000
Commitments and contingencies (Notes 3 and 4)		
Net assets without donor restrictions	121,950,540	113,854,798
Total liabilities and net assets	\$ 122,260,325	\$ 113,865,798

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

CLOVER FOUNDATION and SUBSIDIARY
Consolidated Statement of Activities
Year ended December 31, 2020
(with comparative amounts for the year ended December 31, 2019)

	2020	2019
Support and revenue:		
Investment return, net	\$ 9,953,404	\$ 10,971,322
Contributions	400,000	-
Program rental revenue	428,484	428,484
Program loan interest	40,482	141,246
Total support and revenue	10,822,370	11,541,052
Program expenses:		
Grants	2,232,949	264,403
Program support	443,133	443,958
	2,676,082	708,361
Management and general	50,546	72,302
Total expenses	2,726,628	780,663
Excess of support and revenue over expenses	8,095,742	10,760,389
Net assets without donor restrictions		
Beginning of year	113,854,798	103,094,409
End of year	\$ 121,950,540	\$ 113,854,798

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

CLOVER FOUNDATION and SUBSIDIARY
Consolidated Statement of Functional Expenses
Year ended December 31, 2020
(with summarized totals for the year ended December 31, 2019)

	<u>Grants</u>	<u>Program Support</u>	<u>Management and General</u>	<u>2020 Total</u>	<u>2019 Total</u>
Grants	\$ 2,232,949	\$ -	\$ -	\$ 2,232,949	\$ 264,403
Personnel Costs	-	12,395	23,142	35,537	36,597
Professional fees	-	-	16,116	16,116	36,809
Occupancy	-	2,254	9,767	12,021	11,973
Depreciation	-	428,484	-	428,484	428,484
Other	-	-	1,521	1,521	2,397
	<u>\$ 2,232,949</u>	<u>\$ 443,133</u>	<u>\$ 50,546</u>	<u>\$ 2,726,628</u>	<u>\$ 780,663</u>

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

CLOVER FOUNDATION and SUBSIDIARY
Consolidated Statement of Cash Flows
Year ended December 31, 2020
(with comparative amounts for the year ended December 31, 2019)

	2020	2019
Cash flows from operating activities:		
Excess of support and revenue over expenses	\$ 8,095,742	\$ 10,760,389
Adjustments to reconcile excess of support and revenue over expenses to net cash provided (used) by operating activities:		
Realized and unrealized gain on investments	(7,550,198)	(8,480,061)
Offshore feeder funds and hedge funds earnings	(1,654,947)	(1,445,426)
Foreign currency loss (gain)	(4,535)	3,955
Non-cash grants	549,750	137,252
Depreciation	428,484	428,484
Changes in:		
Accrued investment income	13,465	19,412
Other assets	21,823	(44,760)
Accounts payable and accrued liabilities	13,129	6,000
Grants payable	285,656	(2,286,300)
Cash provided (used) provided by operating activities	<u>198,369</u>	<u>(901,055)</u>
Cash flows from investing activities:		
Program loans repaid	1,126,365	1,383,102
Program loans made	(500,000)	-
Sale of investments	25,426,446	19,788,883
Purchase of investments	(27,882,600)	(21,318,952)
Hedge funds and offshore feeder funds distributions	1,732,091	2,651,692
Hedge funds and offshore feeder funds contributions	(1,636,973)	(1,459,484)
Cash provided (used) by investing activities	<u>(1,734,671)</u>	<u>1,045,241</u>
Increase (decrease) in cash and cash equivalents	(1,536,302)	144,186
Cash and cash equivalents - beginning of year	<u>2,038,280</u>	<u>1,894,094</u>
Cash and cash equivalents - end of year	<u>\$ 501,978</u>	<u>\$ 2,038,280</u>
Supplemental data:		
Federal excise tax paid	<u>\$ 34,484</u>	<u>\$ 63,133</u>

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

CLOVER FOUNDATION and SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2020

Note 1 – Organization

Clover Foundation (the “Foundation”) is a not-for-profit non-operating private foundation that provides a program of support and assistance to vocational, charitable, research and educational institutions from the elementary level through graduate studies. The Foundation does this by making grants and loans to domestic and foreign non-profit charitable organizations fostering the same objectives as the Foundation.

The Foundation also owns real property that it leases to a tax-exempt, non-profit educational organization, IESE-USA, Inc.

The Foundation was formed in the State of Texas on May 27, 1986.

Note 2 – Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of Clover Foundation and its wholly-owned subsidiary, 165 W 57 LLC. The LLC was formed in 2009 for the sole purpose of holding all right, title and interest in the Foundation's real property. Previously, such real property was owned directly by the Foundation. All material inter-entity transactions and balances have been eliminated in consolidation.

Basis of Presentation

The financial statements of the Foundation have been prepared in accordance with U.S. generally accepted accounting principles ("US GAAP"), which require the Foundation to report information regarding its financial position and activities according to the following net asset classifications:

Net assets without donor restrictions: Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the Foundation. These net assets may be used at the discretion of the Foundation's management and the Board of Trustees.

Net assets with donor restrictions: Net assets subject to stipulations imposed by donors and grantors. Some donor restrictions are temporary in nature; those restrictions will be met by actions of the Foundation or by the passage of time. Other donor restrictions are perpetual in nature, where by the donor has stipulated the funds be maintained in perpetuity.

As of December 31, 2020, there were no net assets with donor restrictions.

CLOVER FOUNDATION and SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2020

Note 2 – Summary of Significant Accounting Policies (continued)

Cash and Cash Equivalents

The Foundation's cash consists of cash on deposit with banks. Cash equivalents represent money market accounts that are highly liquid, other than those held in the investment portfolio which are invested for long-term purposes.

Concentrations of credit risk

Financial instruments that potentially subject the Foundation to concentrations of credit risk consist principally of cash and cash equivalents and investments. The Foundation maintains its cash and cash equivalents in various bank accounts that, at times, may exceed federally insured limits. The Foundation's cash and cash equivalent accounts have been placed with high credit quality financial institutions. The Foundation has not experienced, nor does it anticipate, any losses with respect to such accounts.

Contributions

Contributions received are recorded as net assets without donor restrictions or net assets with donor restrictions, depending on the existence and/or nature of any donor-imposed restrictions. Contributions that are restricted by the donor are reported as an increase in net assets without donor restrictions if the restriction expires in the reporting period in which the contribution is recognized. All other donor restricted contributions are reported as an increase in net assets with donor restrictions, depending on the nature of restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the consolidated statement of activities as net assets released from restrictions.

Contributed property and equipment are recorded at fair value at the date of donation.

Contributed Services

Contributed services are recognized as contributions if the services require specialized skills, are performed by people with those skills, and would otherwise be purchased by the Foundation. The Foundation has recorded no contributed services because all services requiring specific professional expertise during the year were purchased.

CLOVER FOUNDATION and SUBSIDIARY
Notes to Consolidated Financial Statements
December 31, 2020

Note 2 – Summary of Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Income Taxes

The Foundation is a not-for-profit organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code but is subject to federal excise tax on net investment income, including realized gains.

On December 20, 2019, the U.S. government enacted comprehensive tax legislation commonly referred to as the Taxpayer Certainty and Disaster Tax Relief Act of 2019 (the “Act”). The Act simplifies the private foundation excise tax on investment income by replacing the two-tier system (1% and 2%) with a flat rate of 1.39% for tax years beginning after December 20, 2019.

The Foundation recognizes the effects of income tax positions only if those positions are more likely than not of being sustained. The Foundation evaluated its tax positions and determined that it has no uncertain tax positions.

Investments

Except for a foreign real estate investment described in Note 4, investments are reported at fair value in the consolidated statement of financial position; and changes in fair value are reported as investment return in the consolidated statement of activities. Investment in foreign real estate is reported at cost in the consolidated statement of financial position.

Net investment return is reported in the consolidated statement of activities and consists of interest and dividends income and realized and unrealized capital gains and losses, net of direct expenses.

Purchases and sales of securities are reflected on a trade-date basis. Gains and losses on sales of securities are recorded in the consolidated statement of activities in the period in which the securities are sold. Interest is recorded when earned. Dividends are accrued as of the ex-dividend date.

Functional Expenses

The costs of providing program and other activities have been summarized on a functional basis in the consolidated statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited. Such allocations are determined by management based on time-and-effort, space usage and other pertinent data.

CLOVER FOUNDATION and SUBSIDIARY
Notes to Consolidated Financial Statements
December 31, 2020

Note 2 – Summary of Significant Accounting Policies (continued)

Comparative Information

The financial statements include certain prior-year comparative information that may not include sufficient detail to constitute a presentation in conformity with US GAAP. Accordingly, such information should be read in conjunction with the Foundation's financial statements for the year ended December 31, 2019, from which the comparative information was derived.

Risks and Uncertainties

The impact of the worldwide COVID-19 outbreak continues to evolve as of the date of this report. The pandemic has adversely affected global economic activity and contributed to instability in financial markets. The amount of variation in value, if any, that will be recognized in subsequent periods, and the related impact on the Foundation's investments and liquidity, cannot be determined at this time.

Domestic Land and Building

In 2007 the Foundation purchased a 6-story office building in New York City for an acquisition cost of approximately \$25,766,000. Improvements to make the facility suitable for educational purposes costing approximately \$18 million were made by the tenant, IESE-USA, Inc., a charitable, non-profit organization, with partial financing provided by the Foundation

The building was placed in service in May, 2010. The tenant is responsible for all operating costs of the property. The Foundation charges rent to the tenant in an amount equal to the Foundation's depreciation expense on the building. Depreciation of the property is recorded using the straight-line method over 30 years.

Program Loans

As part of its charitable program the Foundation provides loans to vocational, educational, research and charitable organizations worldwide, the proceeds of which are for the recipients' capital construction projects or charitable programs. The Foundation may at any time grant the reduction or forgiveness of principal or interest owed when it is deemed to be consistent with the charitable purposes of the Foundation and in the interest of its program loan recipients. In addition, the Foundation may from time-to-time enter into incentive agreements with borrowers, whereby certain portions of principal and interest will be reduced or forgiven, conditioned upon the borrower meeting repayment schedules and certain other performance factors. Any amounts reduced or forgiven are charged to grant expense in the period such actions are taken.

CLOVER FOUNDATION and SUBSIDIARY
Notes to Consolidated Financial Statements
December 31, 2020

Note 2 – Summary of Significant Accounting Policies (continued)

New Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contracts with Customers* (Topic 606) ("ASU 2014-09"), as subsequently amended, which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most recent current revenue recognition guidance. The core principle of the revenue model is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance also specifies the accounting for certain incremental costs of obtaining a contract, and costs to fulfill a contract with a customer. For non-public entities, the effective date of this ASU is for annual periods beginning after December 15, 2019.

In June 2018, the FASB issued ASU 2018-08, *Not-for-Profit Entities (Topic 958), Clarifying the Scope and Accounting Guidance for Contributions Received and Contributions Made*, which provides guidance for determining whether a transaction should be accounted for as contribution (nonreciprocal transaction) or an exchange (reciprocal transaction), and whether a contribution is conditional. The Foundation adopted ASU 2018-08 effective January 1, 2020.

The adoption of ASU 2014-09 and ASU 2018-08 did not have a material impact on the consolidated financial statements.

Subsequent Events

The Foundation has evaluated subsequent events through January 20, 2022, which is the date the consolidated financial statements were available to be issued. The Foundation is not aware of any material subsequent events.

Note 3 – Investments

Investment Policy

The Foundation maintains an investment portfolio for which the primary return objective is long-term growth with a moderate level of volatility over a ten-year time horizon. A well-established portfolio manager is employed. Specific policies call for a mixture of assets with target allocations of: cash and equivalents - 2%; equities - 54%; fixed income securities 17%; hedge funds - 12%; private investments - 15%. Significant variations may be made as approved by the investment committee.

CLOVER FOUNDATION and SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2020

Note 3 – Investments (continued)

The Foundation invests selectively in offshore "feeder funds" that have investment objectives deemed by the investment committee to be compatible with the Foundation's overall investment goals and strategies.

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset in the principal or most advantageous market for the asset in an orderly transaction between market participants on the measurement date. Fair value should be based on the assumptions market participants would use when pricing an asset. US GAAP establishes a fair value hierarchy that prioritizes investments based on those assumptions. The fair value hierarchy gives the highest priority to quoted prices in active markets (observable inputs) and the lowest priority to an entity's assumptions (unobservable inputs). The Foundation groups assets at fair value in three levels, based on the markets in which the assets are traded and the reliability of the assumptions used to determine fair value. These levels are:

- Level 1 Unadjusted quoted market prices for identical assets in active markets as of the measurement date.
- Level 2 Other observable inputs, either directly or indirectly, including:
 - Quoted prices for similar assets in active markets;
 - Quoted prices for identical or similar assets in non-active markets;
 - Inputs other than quoted prices that are observable for the asset; and,
 - Inputs that are derived principally from or corroborated by other observable market data.
- Level 3 Unobservable inputs that cannot be corroborated by observable market data.

Fair value information concerning hedge fund and offshore "feeder fund" investments is not determined within the fair value hierarchy described above. The fair values of those assets are measured using net asset values ("NAV") reported by the funds as a practical expedient.

Equity and commodity securities are valued at the closing quoted price in an active market. Fixed income securities are valued based on yields of similar instruments with comparable characteristics. Cash and cash equivalents held within the investment portfolio are carried at cost.

CLOVER FOUNDATION and SUBSIDIARY
Notes to Consolidated Financial Statements
December 31, 2020

Note 3 – Investments (continued)

Fair Value Measurements (continued)

The following schedule summarizes the fair value of investments, as of December 31, 2020:

	Fair Value			Percentage of Total
	Level 1	Level 2	Total	
Cash and cash equivalents	\$ 3,384,023	\$ -	\$ 3,384,023	4.2%
Fixed income	-	7,333,798	7,333,798	9.1%
Equities	50,280,635	-	50,280,635	62.4%
Commodities	958,261	-	958,261	1.2%
	<u>54,622,919</u>	<u>7,333,798</u>	<u>61,956,717</u>	<u>76.9%</u>
Offshore feeder funds and hedge funds			<u>18,590,433</u>	<u>23.1%</u>
Total investments at fair value			<u>\$ 80,547,150</u>	<u>100%</u>

Additional information concerning hedge fund and offshore "feeder fund" investments is presented below.

	Fair Value	Unfunded Commitmen	Redemption Frequency	Redemption Notice Period
Fund of funds (a)	\$10,484,451	\$ -	Quarterly	90 days
Equity long/short hedge fund (b)	465,021	-	Monthly	60 calendar plus 8 business days
Multi-strategy and relative value hedge fund (c)	610,135	-	Quarterly	90 calendar plus 8 business days
Offshore feeder funds (d)	<u>7,030,826</u>	<u>2,991,763</u>	N/A	N/A
	<u>\$18,590,433</u>	<u>\$2,991,763</u>		

CLOVER FOUNDATION and SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2020

Note 3 – Investments (continued)

Fair Value Measurements (continued)

Fund of funds (a)

The hedge fund primarily invests with portfolio managers employing different investment strategies. For example, some of the fund's portfolio managers may rely on equity strategies (e.g., long/short, long only), while others may rely on fixed income or macro-economic strategies. Within each strategy, the fund expects that it will not rely on any single portfolio manager. The fair value of this investment was estimated using the net asset value per share reported by the fund manager. Shares of the fund may be redeemed as of the last business day of each calendar quarter at the net asset value per share then in effect. Requests for redemption must be made at least 90 calendar days prior to the redemption date.

Equity long/short hedge fund (b)

This category includes HedgeForum Renaissance Equities Ltd RIEF, Class B ("RIEF"). RIEF is a long/short equity fund and trades U.S. equities through the use of proprietary mathematical modeling techniques. The fund seeks to achieve superior rates of return with low volatility and a beta of approximately 0.40 relative to the S&P 500 Index. The fair value of this investment was estimated using the net asset value per share reported by the fund manager. RIEF follows a monthly redemption schedule, and requests for redemption must be made at least 60 calendar plus 8 business days prior to the redemption date.

Multi-strategy and relative value hedge fund (c)

This category includes HedgeForum Millennium, Ltd. Class A ("Millennium"). Millennium invests across a diverse range of strategies including relative value fundamental equity, quantitative strategies, fixed income, and equity arbitrage. Typically significant leverage is applied in seeking to take advantage of arbitrage and relative value opportunities that are small and short-term in nature. The fair value of this investment was estimated using the net asset value per share reported by the fund manager. The fund follows a quarterly redemption schedule, and requests for redemption must be made at least 90 calendar plus 8 business days prior to the redemption date. There is a 5% quarterly feeder level gate in place, meaning that for quarters in which the overall aggregated redemption requests of the feeder exceed the 5% quarterly threshold, individual investor redemption requests will be pro-rated.

Offshore feeder funds (d)

The twelve offshore feeder funds invest in European non-performing loans ("NPL"); distressed NPL portfolios; real estate; structured credit transactions; distressed securities; a diversified portfolio of primarily privately negotiated, secured loans to European midmarket companies; oil and gas; private and late-stage growth companies. The fair value of these investments was estimated using the net asset value per share reported by the funds. These investments can never be redeemed with the funds. Distributions will be received as their underlying investments are liquidated, estimated to occur over the next 4 to 7 years.

CLOVER FOUNDATION and SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2020

Note 3 – Investments (continued)Investment Return

The composition of investment return was as follows:

	<u>2020</u>	<u>2019</u>
Realized and unrealized gain	\$ 7,550,198	\$ 8,480,061
Dividends and interest, net of foreign taxes	1,099,910	1,341,232
Investment fees paid directly	(332,284)	(273,699)
Offshore feeder funds and hedge funds earnings	1,654,947	1,445,426
Foreign currency gain (loss)	4,535	(3,955)
Excise tax on investment income	(25,226)	(18,373)
Class action settlements	1,324	630
	<u>\$ 9,953,404</u>	<u>\$ 10,971,322</u>

Investment Activity

The changes in fair value of investments for the years 2020 and 2019 are summarized as follows:

	<u>2020</u>	<u>2019</u>
Beginning of year	\$ 68,976,434	\$ 58,717,041
Purchases	27,882,600	21,318,952
Sales	(25,426,446)	(19,788,883)
Realized and unrealized gain (loss)	7,550,198	8,480,061
Offshore feeder funds and hedge funds contributions	1,636,973	1,459,484
Offshore feeder funds and hedge funds distributions	(1,732,091)	(2,651,692)
Offshore feeder funds and hedge funds earnings	1,654,947	1,445,426
Foreign exchange gain (loss)	4,535	(3,955)
End of year	<u>\$ 80,547,150</u>	<u>\$ 68,976,434</u>

CLOVER FOUNDATION and SUBSIDIARY
Notes to Consolidated Financial Statements
December 31, 2020

Note 4 – Foreign Real Estate and Charitable Remainder Trust

The Foundation became remainder beneficiary of an irrevocable charitable trust (the "Trust") in 2014. The Trust is a Mexican entity operating under the laws of Mexico, and is expected to distribute its assets to the Foundation at some future time, not likely to be sooner than ten years. The assets of the Trust are a mix of securities, operating businesses, real estate, and various other assets. Those assets will be managed by the trustees until the distribution occurs. The Foundation's management has been unable to determine whether this arrangement meets the criteria for recording its beneficial interest in the Trust as an asset. Accordingly, the Foundation's beneficial interest in the Trust is not reported in the accompanying consolidated financial statements.

In June 2012, the Foundation invested \$5,000,000 for the title to a building located in Mexico City. One of the operating businesses owned by the Trust will have beneficial ownership of the building's annual net income for an initial period of 16 years. After the initial period, the beneficial ownership of the building's annual net income will revert to the Foundation. The Foundation's \$5,000,000 investment is reflected in the statement of financial position at cost.

In December 2014, the Board of the Foundation assigned its interest in the building as security for a bank loan to the aforementioned operating business.

In May 2019, the Board agreed to pledge \$15 million of the Foundation's assets to guarantee a loan by Citibank to the Trust, which had more favorable terms than existing financing. The decision was reached after having received advice from legal counsel that the proposed guarantee was compliant with IRS regulations and consistent with the fiduciary duties of the members of the Clover Board.

Note 5 – Domestic Land and Building and Program Rental Revenue

The composition of the Foundation's land and building in New York City is as follows:

Land	\$ 12,912,000
Building and improvements	12,854,528
	<u>25,766,528</u>
Accumulated depreciation	<u>(4,534,789)</u>
	<u>\$ 21,231,739</u>

Depreciation of building and improvements is recorded using the straight-line method over 30 years. Depreciation expense for 2020 was \$428,484. The land and building are leased to IESE-USA until May 15, 2030 at an annual rental \$428,484. For the year ended December 31, 2020, the Foundation granted IESE-USA \$428,484 rent relief due to the loss of program income as a result of the COVID-19 outbreak.

CLOVER FOUNDATION and SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2020

Note 6 – Related Party Transactions

The Foundation has entered into a service agreement with a tax-exempt public charity with similar goals as the Foundation. That agreement calls for the public charity to provide administrative services regarding corporate, grant, loan, donor, and investment administration. The agreement calls for an expense reimbursement payment from the Foundation to the public charity of \$48,516 per year. The public charity has board members and officers who are also board members and officers of the Foundation. The Foundation's directors and/or officers may from time to time serve as directors and/or officers of not-for-profit organizations that receive grants or loans from, or make contributions to, the Foundation.

Note 7 – Program Loans Receivable

Loans receivable of \$14,768,985 at December 31, 2020 consist of twelve loans that are due in installments through 2033. Loans range in interest from 0% to 2%. In 2020, loan balances of \$549,750 were forgiven pursuant to incentive agreements with borrowers. Program loans receivable are reviewed at least annually for potential impairment of collectability and conversion to grants. Principal payments on program loans receivable are scheduled to be received as follows:

<u>Year</u>	<u>Amount</u>
2021	\$ 1,443,797
2022	1,580,435
2023	1,451,156
2024	1,353,644
2025	1,195,200
2026 - 2033	7,744,753
	<u>\$ 14,768,985</u>

In response to the COVID-19 crisis, the Foundation's Board of Trustees authorized the postponement of up to \$750,000 of loan principal that was due in 2020 for up to two years. In addition, \$109,000 of loan interest was either forgiven or postponed.

CLOVER FOUNDATION and SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2020

Note 8 – Availability and Liquidity

The following represents the Foundation's financial assets at December 31, 2020:

Financial assets at end of year:	
Cash and cash equivalents	\$ 501,978
Program loans receivable	14,768,985
Investments, at fair value	80,547,150
Accrued investment income and other assets	<u>210,473</u>
	96,028,586
Amounts not available within one year:	
Program loans due beyond one year	(13,325,188)
Pledged assets (see Note 4)	(15,000,000)
Investments subject to liquidity restrictions	<u>(7,030,826)</u>
Financial assets available within one year	<u>\$ 60,672,572</u>

The Foundation structures its financial assets to be available as its general expenditures, liabilities and other obligations become due. The Foundation's primary outlays of operating cash and cash equivalents are for grants and program loans, both of which are made on a discretionary basis by the Board, with due consideration of the effect on liquidity. As part of its liquidity plan, a significant portion of the Foundation's investments have immediate liquidity.