

**F. R. BIGELOW FOUNDATION**  
**FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2021 AND 2020**



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## INDEPENDENT AUDITORS' REPORT

Board of Trustees  
F. R. Bigelow Foundation  
St. Paul, Minnesota

### **Report on the Audit of the Financial Statements**

#### ***Opinion***

We have audited the accompanying financial statements of F. R. Bigelow Foundation, which comprise the statements of financial position as of December 31, 2021 and 2020, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of F. R. Bigelow Foundation as of December 31, 2021 and 2020, 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.

#### ***Basis for Opinion***

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

#### ***Responsibilities of Management for the Financial Statements***

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

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

***Auditors' Responsibilities for the Audit of the Financial Statements***

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

In performing an audit in accordance with GAAS, we:

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

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



**CliftonLarsonAllen LLP**

Minneapolis, Minnesota  
June 22, 2022

**F. R. BIGELOW FOUNDATION**  
**STATEMENTS OF FINANCIAL POSITION**  
**DECEMBER 31, 2021 AND 2020**

	2021	2020
<b>ASSETS</b>		
Cash and Cash Equivalents	\$ 423,019	\$ 519,164
Investments	200,997,738	175,431,961
Notes Receivable	585,862	600,000
Prepaid Tax Asset	19,866	32,825
Total Assets	<b>\$ 202,026,485</b>	<b>\$ 176,583,950</b>
<b>LIABILITIES AND NET ASSETS</b>		
<b>LIABILITIES</b>		
Accounts Payable	\$ 149,081	\$ 189,429
Grants Payable	3,141,023	1,689,081
Deferred Excise Tax Payable	561,625	426,242
Total Liabilities	3,851,729	2,304,752
<b>NET ASSETS WITHOUT DONOR RESTRICTIONS</b>	<b>198,174,756</b>	<b>174,279,198</b>
Total Liabilities and Net Assets	<b>\$ 202,026,485</b>	<b>\$ 176,583,950</b>

*See accompanying Notes to Financial Statements.*

**F. R. BIGELOW FOUNDATION  
STATEMENTS OF ACTIVITIES  
YEARS ENDED DECEMBER 31, 2021 AND 2020**

	2021	2020
<b>REVENUE, GAINS AND LOSSES</b>		
Investment Income, Net of Investment Expenses of \$791,416 in 2021 and \$810,541 in 2020	\$ 3,327,955	\$ 1,731,033
Net Unrealized and Realized Gains	30,191,831	14,425,429
Contribution Revenue	-	1,000
Total Revenue, Gains and Losses	33,519,786	16,157,462
<b>EXPENSES</b>		
Program:		
Grants	8,703,247	6,872,497
Other Program Expenses	349,328	390,805
Total Program Expenses	9,052,575	7,263,302
Management and General:		
Administrative Expenses	98,311	93,199
Federal Excise Tax	337,959	88,059
Deferred Tax Expense	135,383	162,718
Total Expenses	9,624,228	7,607,278
<b>CHANGE IN NET ASSETS</b>	23,895,558	8,550,184
Net Assets Without Donor Restrictions - Beginning of Year	174,279,198	165,729,014
<b>NET ASSETS WITHOUT DONOR RESTRICTIONS - END OF YEAR</b>	\$ 198,174,756	\$ 174,279,198

See accompanying Notes to Financial Statements.

**F. R. BIGELOW FOUNDATION**  
**STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2021 AND 2020**

	2021	2020
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Change in Net Assets	\$ 23,895,558	\$ 8,550,184
Adjustments to Reconcile Change in Net Assets to Net Cash Used by Operating Activities:		
Net Unrealized and Realized Gains	(30,191,831)	(14,425,429)
(Increase) Decrease in:		
Prepaid Tax Asset	12,959	88,059
Increase (Decrease) in:		
Accounts Payable	(40,348)	97,666
Grants Payable	1,451,942	(588,098)
Deferred Excise Tax Payable	135,383	162,718
Net Cash Used by Operating Activities	(4,736,337)	(6,114,900)
 <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceeds from Sale of Investments	28,975,748	14,036,013
Purchase of Investments	(24,349,694)	(7,216,789)
Other Investment Activity	14,138	(600,000)
Net Cash Provided by Investing Activities	4,640,192	6,219,224
 <b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(96,145)	104,324
 Cash and Cash Equivalents - Beginning of Year	519,164	414,840
 <b>CASH AND CASH EQUIVALENTS - END OF YEAR</b>	\$ 423,019	\$ 519,164
 <b>SUPPLEMENTAL INFORMATION</b>		
Cash Paid for Taxes	\$ 325,000	\$ -

See accompanying Notes to Financial Statements.

**F. R. BIGELOW FOUNDATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021 AND 2020**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Nature of Operations**

F. R. Bigelow Foundation (the Foundation) is a private foundation that seeks to enhance the quality of life for all in the greater Saint Paul area, fostering a vibrant East Metro region. The Foundation will partner, collaborate and invest in opportunities that seek to achieve racially and economically equitable outcomes in the areas of arts & culture, community & economic development, education & youth development, health, housing, and human services.

**Basis of Accounting**

The financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

**Use of Estimates**

The preparation of financial statements in conformity with GAAP requires the Foundation to make estimates and assumptions that affect the amounts reported on the financial statements. Actual results could differ from those estimates.

**Cash and Cash Equivalents**

Cash and cash equivalents include currency on hand, demand deposits with banks or other financial institutions, and short-term investments with maturities of 90 days or less from the date of purchase that have not otherwise been classified as long-term assets due to a designation for long-term purposes. The Foundation's cash investments are placed with high-quality financial institutions and may exceed federal depository insurance limits.

**Investments**

The Foundation is invested in a private investment partnership, which is organized to provide its members a means to obtain unified professional management for their investments.

The Foundation also may invest in domestic equities, international equities, private equity, fixed income, and hedge funds strategies. Domestic equities consist of common stock and mutual funds. International equities consist of common stock, mutual funds, and collective funds. Fixed income consists of U.S. Treasury, U.S. Agency, residential mortgage-backed securities, commercial mortgage-backed securities, asset-backed securities, collateralized debt securities, and corporate bonds. Private equity investments consist of venture capital, buy-outs, and special situations. Hedge funds are invested in multi-strategy fund of funds.

Marketable securities are reported at fair value based upon quoted market prices or, when quotes are not available, are valued on the basis of comparable financial instruments.

**F. R. BIGELOW FOUNDATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021 AND 2020**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Investments (Continued)**

Limited marketability investments, which principally include collective funds, hedge fund of funds, private capital, natural resources, and real assets, are valued at the quoted market price for securities for which market quotations are readily available or an estimate of value (fair value) as determined in good faith by the general partner. Because these investments are not readily marketable, their estimated value is subject to uncertainty and, therefore, may differ from the value that would have been used had a ready market for such investments existed.

In general, investments are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect the investment balances and the amounts reported in the statements of financial position.

**Note Receivable**

In October 2020, the Foundation entered into a seven-year promissory note receivable with a principal amount of \$600,000 to be used for working capital purposes related to the construction of affordable housing. The note matures on October 27, 2027 and has an annual interest rate of 5.50% through year five, and 7.0% for years six and seven. For the first year, payments were interest-only. The note is secured by a guaranty from a third party. In the event that the note receivable is determined to be uncollectible, the Foundation may record the uncollectible amount as an allowance. No allowance was recorded as of December 31, 2021 and 2020. Anticipated principal payments on the note receivable as of December 31, 2021 are as follows:

<u>Year Ending December 31.</u>	<u>Amount</u>
2022	\$ 87,597
2023-2026	401,854
Thereafter	96,411
Total	<u>\$ 585,862</u>

**Grants**

Grants are recorded as an expense when approved by the Foundation's board of trustees unless conditions imposed on the grantee have not yet been fulfilled. Such conditional grants are recorded when conditions have been substantially met.

**F. R. BIGELOW FOUNDATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021 AND 2020**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Net Asset Classification**

Net assets and revenues, gains, and losses are classified based on donor-imposed restrictions. Amounts for each two classes of net assets — with donor restrictions and without donor restrictions, if applicable, are displayed in the financial statements. In 2021 and 2020, the Foundation had no net assets with donor restrictions.

**Functional Allocation of Expenses**

The costs of providing program and supporting services have been summarized on a functional basis in the statements of functional expense. Grants and expenses associated with the Foundation's direct charitable activities are considered to be program expenses, while all other expenses of the Foundation are considered to be management and general expenses. All expenses are based on time records and the best estimates of management.

**Investment and Spending Policies**

The Foundation is subject to the distribution requirements of the Internal Revenue Code. Accordingly, within one year after the end of each fiscal year, the Foundation must distribute 5% of the average market value of its assets.

The Foundation has adopted investment policies that seek to maintain the purchasing power of the assets. Actual returns in any given year may vary from this amount.

To achieve its investment objectives over long periods of time, the Foundation has adopted an investment strategy that invests in domestic equities, international equities, private capital, fixed income, hedge funds, and real assets. The majority of assets are invested in equity or equity like securities. Fixed income, hedge funds, and real estate are used to lower short-term volatility. Diversification by asset class, investment style, investment manager, number of investments, time, etc. is employed to avoid undue risk concentration and enhance total return. The primary performance objective is to achieve an annualized total rate of return, net of investment fees, that is equal to or greater than 5% plus inflation.

**Derivative Financial Instruments**

The investment partnership's investment strategy incorporates certain financial instruments, which involve, to varying degrees, elements of market risk and credit risk. These financial instruments may include equity, fixed income, and foreign currency futures and contracts. The investment partnership uses derivatives to obtain domestic and international equity and Treasury bond exposure for selected portfolio balances. The investment partnership has not designated any of its derivative financial instruments as hedging instruments.

**F. R. BIGELOW FOUNDATION  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2021 AND 2020**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Fair Value Measurements**

The standard on fair value measurements defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the quality of inputs used to measure fair value, and requires expanded disclosures about fair value measurements. The Foundation accounts for a significant portion of its financial instruments at fair value or considers fair value in their measurement. The Foundation accounts for certain assets and liabilities under various accounting literature. The Foundation also accounts for certain assets at fair value under applicable industry guidance.

In accordance with the standard on fair value measurements, the Foundation has categorized its financial instruments based on the priority of the inputs to the valuation technique, into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the financial instruments fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value of the instrument.

Financial assets recorded on the statements of financial position are categorized based on the inputs to the valuation techniques as follows:

*Level 1* – Financial assets and liabilities are valued using inputs that are unadjusted quoted prices in active markets accessible at the measurement date of identical financial assets and liabilities. The inputs include those traded on an active exchange, such as the New York Stock Exchange.

*Level 2* – Financial assets and liabilities are valued based on quoted prices for similar assets, or inputs that are observable, either directly or indirectly, for substantially the full term through corroboration with observable market data.

*Level 3* – Financial assets and liabilities are valued using pricing inputs which are unobservable for the asset, inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset.

**Tax-Exempt Status**

The Foundation has tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and Minnesota Statute. It has been classified as an organization that is a private foundation under the Internal Revenue Code. The Foundation files as a tax-exempt organization. Should that status be challenged in the future, all years since inception could be subject to review by the Internal Revenue Service.

The Foundation follows accounting standards for uncertain tax positions. No liability has been recognized by the Foundation under this standard.

**F. R. BIGELOW FOUNDATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021 AND 2020**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Subsequent Events**

In preparing these financial statements, the Foundation has evaluated events and transactions for potential recognition or disclosure through June 22, 2022, the date the financial statements were available to be issued. Other than disclosed in Note 2, there were no subsequent events requiring recognition or disclosure in the financial statements.

**NOTE 2 INVESTMENTS AND FAIR VALUE MEASUREMENTS**

The Foundation uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. For additional information on how the Foundation values all other assets and liabilities, refer to Note 1 – Summary of Significant Accounting Policies.

All investments are measured at fair value on a recurring basis. Investments classified by major type along with the input level used to measured fair value are as follows:

	2021			Total
	Level 1	Level 2	Level 3	
U.S. Common Stock and Equity Mutual Funds	\$ 9,372,950	\$ -	\$ -	\$ 9,372,950
Non-U.S. Common Stock, Equity Mutual and Collective Funds	3,949,847	-	-	3,949,847
Fixed Income Mutual Funds	6,681,479	-	-	6,681,479
Investment in Partnership	-	-	177,992,782	177,992,782
Total	<u>\$ 20,004,276</u>	<u>\$ -</u>	<u>\$ 177,992,782</u>	<u>\$ 197,997,058</u>
Cash Equivalents				186,757
NAV Funds				2,813,923
Total with NAV Funds				<u>\$ 200,997,738</u>
	2020			
	Level 1	Level 2	Level 3	Total
U.S. Common Stock and Equity Mutual Funds	\$ 8,737,090	\$ -	\$ -	\$ 8,737,090
Non-U.S. Common Stock, Equity Mutual and Collective Funds	3,432,537	-	-	3,432,537
Fixed Income Mutual Funds	4,697,434	-	-	4,697,434
Investment in Partnership	-	-	155,885,528	155,885,528
Total	<u>\$ 16,867,061</u>	<u>\$ -</u>	<u>\$ 155,885,528</u>	172,752,589
NAV Funds				2,679,372
Total with NAV Funds				<u>\$ 175,431,961</u>

**F. R. BIGELOW FOUNDATION**  
**NOTES TO FINANCIAL STATEMENTS**  
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**NOTE 2 INVESTMENTS AND FAIR VALUE MEASUREMENTS (CONTINUED)**

Purchases, sales, transfer in and transfers out of Level 3 investments consist of the following for the years ended December 31:

	2021	2020
Purchases (Reinvestment of Investment Income)	\$ 3,395,742	\$ 1,740,582
Sales of Investments	(8,410,000)	(8,110,000)

The following is a summarization of the Level 3 significant unobservable inputs:

Quantitative Information About Level 3 Fair Value Measurements			
Type of Assets	Fair Value at December 31, 2021	Principal Valuation Technique	Unobservable Inputs
Investment in Partnership	\$ 177,992,782	FMV of Assets	Value of Underlying Assets
Type of Assets	Fair Value at December 31, 2020	Principal Valuation Technique	Unobservable Inputs
Investment in Partnership	\$ 155,885,528	FMV of Assets	Value of Underlying Assets

The following table presents Fair Value Measurements of Investments in Certain Entities That Calculate Net Asset Value (NAV) per Share (or its Equivalent) as of December 31:

	Net Asset Value		Unfunded Commitments	Redemption Frequency (If Current Eligible)	Redemption Notice Period
	2021	2020			
Hedge Fund of Funds	\$ -	\$ 1,398,215	\$ -	Quarterly	30 Days
Private Equity	2,813,923	1,281,157	3,231,910	N/A	N/A
Total	\$ 2,813,923	\$ 2,679,372			

Subsequent to year-end, an additional \$500,000 of commitments have been made to fund additional NAV investments.

Hedge Fund of Funds were invested primarily in a diversified portfolio of distressed corporate and mortgage bonds, long/short credit, long/short equity, global macro, convertible arbitrage, event driven, and other strategies. The unobservable inputs used to determine the fair value of the fund of hedge funds in this category has been estimated using the NAV per share of the investments.

**F. R. BIGELOW FOUNDATION**  
**NOTES TO FINANCIAL STATEMENTS**  
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**NOTE 2 INVESTMENTS AND FAIR VALUE MEASUREMENTS (CONTINUED)**

Private Equity includes investments in venture capital, buyouts, distressed securities, mezzanine, and special situations funds and direct investments in securities of companies. The unobservable inputs used to determine the fair value of the private capital and direct investments has been estimated based on the capital account balances reported by underlying partnerships subject to the private capital management review and judgment.

**NOTE 3 LIQUIDITY**

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

	<u>2021</u>	<u>2020</u>
Cash and Cash Equivalents	\$ 609,776	\$ 519,164
Common Stock and Mutual Funds	<u>20,004,276</u>	<u>16,867,061</u>
Total	<u>\$ 20,614,052</u>	<u>\$ 17,386,225</u>

As described in Note 1, the Foundation is subject to a 5% annual spending rate. The estimated amount of required distribution in 2022 is \$9,063,745. The terms of the Foundation's investment in the private investment partnership allow for partial withdrawal of \$10M or less from the partnership within 10 days after the end of the month in which the partnership receives a request for withdrawal. Cash is requested from the partnership on a monthly basis throughout the year in anticipation of pending grant commitments and other operating expenditures.

**F. R. BIGELOW FOUNDATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021 AND 2020**

**NOTE 4 FUNCTIONAL EXPENSES**

The costs of providing programs and services have been summarized on a functional basis. Accordingly, certain costs have been allocated between program and the supporting administrative services benefited. All costs are allocated based on time records and the best estimates of management.

The tables below present the Foundation's expenses by both their nature and function as of December 31:

	2021		
	Program	Management and General	Total
	Grants	\$ 8,703,247	\$ -
Staff Costs	349,328	51,601	400,929
Federal Excise Tax	-	337,959	337,959
Deferred Tax Expense	-	135,383	135,383
Other Direct Expenses	-	46,710	46,710
Grand Total	\$ 9,052,575	\$ 571,653	\$ 9,624,228

	2020		
	Program	Management and General	Total
	Grants	\$ 6,872,497	\$ -
Staff Costs	390,805	49,219	440,024
Federal Excise Tax	-	88,059	88,059
Deferred Tax Expense	-	162,718	162,718
Other Direct Expenses	-	43,980	43,980
Grand Total	\$ 7,263,302	\$ 343,976	\$ 7,607,278

**F. R. BIGELOW FOUNDATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021 AND 2020**

**NOTE 5 GRANTS PAYABLE**

Unconditional grants approved but unpaid at year-end are reported as grants payable on the statements of financial position. Grants to be paid in more than one year are discounted using rates ranging between 3.25% and 4.75%. Unconditional grants payable at December 31, 2021 and 2020 are due as follows:

	2021	2020
Less Than One Year	\$ 2,580,868	\$ 1,323,333
One Year to Five Years	600,000	400,000
Subtotal	3,180,868	1,723,333
Less: Present Value Discount	(39,845)	(34,252)
Total	\$ 3,141,023	\$ 1,689,081

At December 31, 2021 and 2020, the Foundation approved grants of \$-0- and \$30,000, respectively, which are subject to conditions and, therefore, are not reflected in the financial statements.

During the year, grants have been approved and disbursed to organizations in which some of the board of trustees may be involved through board or other advisory relationships. It is in the Foundation's policy to have each trustee disclose the conflict of interests. These trustees are prohibited from voting on grants to these organizations in those instances.

**NOTE 6 FEDERAL EXCISE TAXES AND DISTRIBUTION REQUIREMENTS**

The Foundation is subject to a 1.39% excise tax on its taxable investment income, which principally includes income from investments plus net realized capital gains (net capital losses for a year, however, are not deductible and cannot be carried back or forward). Deferred federal excise taxes are based on a 1.39% tax rate that arise from unrealized appreciation in the market value of investments. This is reflected on the statement of financial position as the Deferred Excise Tax Payable.

Investment advisory services are offered through CliftonLarsonAllen Wealth Advisors, LLC, an SEC-registered investment advisor. CLA is an independent member of Nexia International, a leading, global network of independent accounting and consulting firms. See [nexia.com/member-firm-disclaimer](https://www.nexia.com/member-firm-disclaimer) for details. **CliftonLarsonAllen LLP**

