

**The Livestrong Foundation**

**Financial Statements  
as of and for the Year Ended  
December 31, 2021 and  
Independent Auditors' Report**



# The Livestrong Foundation

## Table of Contents

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	<u>Page</u>
Independent Auditors' Report	1
Financial Statements:	
Statement of Financial Position	3
Statement of Activities	4
Statement of Functional Expenses	5
Statement of Cash Flows	6
Notes to Financial Statements	7



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## **Independent Auditors' Report**

To the Board of Directors of  
The Livestrong Foundation:

### **Opinion**

We have audited the accompanying financial statements of The Livestrong Foundation (a nonprofit organization) (the "Foundation"), which comprise the statement of financial position as of December 31, 2021, and the related statements of activities, functional expenses, and cash flows for the year 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 the Foundation as of December 31, 2021, 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.

### **Basis for Opinion**

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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 the Foundation and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. 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.

Affiliated Company

ML&R WEALTH MANAGEMENT LLC

*"A Registered Investment Advisor"*

*This firm is not a CPA firm*

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 the Foundation's ability to continue as a going concern within one year after the date that 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 generally accepted auditing standards 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 generally accepted auditing standards, 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 the 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 the 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.

*Maxwell Locke & Litter LLP*

Austin, Texas  
November 10, 2022

# The Livestrong Foundation

## Statement of Financial Position December 31, 2021

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### Assets

Cash and cash equivalents	\$ 1,054,999
Accounts receivable	519,927
Prepaid expenses and other assets	191,472
Gifts and grants receivable, net	154,127
Investments	27,576,119
Inventory	1,329,029
Convertible promissory note receivable (Note 5)	200,000
Property and equipment, net	91,927
Intangible assets	<u>1,083,886</u>
Total	<u>\$ 32,201,486</u>

### Liabilities and Net Assets

#### Liabilities:

Accounts payable	\$ 138,664
Accrued liabilities	11,078
Deferred revenue	<u>38,412</u>
Total liabilities	188,154

#### Net Assets:

##### Without donor restrictions:

Undesignated	6,264,567
Board-designated operating reserve	2,000,000
Board-designated endowment	<u>11,146,652</u>

Total net assets without donor restrictions 19,411,219

With donor restrictions 12,602,113

Total net assets 32,013,332

Total \$ 32,201,486

See notes to financial statements.

# The Livestrong Foundation

## Statement of Activities Year Ended December 31, 2021

	Without Donor Restrictions	With Donor Restrictions	Total
Revenues and net assets released from restrictions:			
Gifts and grant revenue	\$ 854,123	43,976	898,099
Government grant revenue (Note 9)	860,516	-	860,516
Special event revenues, net	287,627	-	287,627
Investment gain, net	96,259	10,222	106,481
Program merchandise and services	12,901	-	12,901
Program merchandise and services - promotional cost	(24,230)	-	(24,230)
Other	101,854	-	101,854
Total revenues, net	2,189,050	54,198	2,243,248
Net assets released from restrictions	120,928	(120,928)	-
Total revenues and net assets released from restrictions	2,309,978	(66,730)	2,243,248
Expenses:			
Program services	7,761,478	-	7,761,478
Fundraising	1,190,246	-	1,190,246
Management and general	232,136	-	232,136
Total expenses	9,183,860	-	9,183,860
Change in net assets	(6,873,882)	(66,730)	(6,940,612)
Net assets, beginning of year	26,285,101	12,668,843	38,953,944
Net assets, end of year	\$ 19,411,219	12,602,113	32,013,332

See notes to financial statements.

# The Livestrong Foundation

## Statement of Functional Expenses Year Ended December 31, 2021

	Program Services				Supporting Services			Total
	Livestrong Cancer Institute and Advocacy Initiatives	Direct Services	Grants and Research	Community Programs and Awareness	Total Program Services	Fundraising	Management and General	
Grants and awards	\$ 5,332,912	-	155,387	-	5,488,299	-	-	\$ 5,488,299
Salaries, wages, and benefits	228,890	383,088	388,595	388,996	1,389,569	683,541	89,300	2,162,410
Contract services	30,444	350,397	36,550	28,913	446,304	124,864	12,981	584,149
Occupancy costs	18,930	55,117	29,897	26,635	130,579	165,215	96,451	392,245
Technology	12,946	34,125	50,379	31,410	128,860	81,484	11,556	221,900
Advertising	11,163	11,163	13,395	9,501	45,222	49,597	4,960	99,779
Professional Fees	4,411	11,271	9,969	9,684	35,335	22,988	2,790	61,113
Insurance and permits	2,732	6,956	5,557	4,925	20,170	17,678	6,300	44,148
Depreciation and amortization	1,537	20,006	2,018	1,494	25,055	9,048	2,909	37,012
Travel	1,441	5,196	4,720	4,407	15,764	9,352	1,165	26,281
Public Awareness	2,920	3,615	3,869	2,995	13,399	11,490	1,330	26,219
Other	2,559	9,318	4,879	6,166	22,922	14,989	2,394	40,305
<b>Total</b>	<b>\$ 5,650,885</b>	<b>890,252</b>	<b>705,215</b>	<b>515,126</b>	<b>7,761,478</b>	<b>1,190,246</b>	<b>232,136</b>	<b>\$ 9,183,860</b>
Costs of direct benefits to donors								77,025
Promotional cost								24,230
<b>Total expenses</b>								<b>\$ 9,285,115</b>

See notes to financial statements.

# The Livestrong Foundation

## Statement of Cash Flows Year Ended December 31, 2021

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### Cash Flows from Operating Activities:

Change in net assets	\$ (6,940,612)
Adjustments to reconcile change in net assets to net cash used in operating activities:	
Investment return	(101,987)
Depreciation and amortization	37,012
Change in assets and liabilities that provided (used) cash:	
Accounts receivable	(452,998)
Prepaid expenses and other assets	(59,987)
Inventory	11,065
Accounts payable	(109,909)
Accrued liabilities	(210,734)
Deferred revenue	(81,931)
	<hr/>
Net cash used in operating activities	(7,910,081)

### Cash Flows from Investing Activities:

Net sales of investments	8,803,468
Issuance of convertible promissory note (Note 5)	(200,000)
Purchases of property and equipment	(11,289)
	<hr/>
Net cash provided by investing activities	8,592,179

### Cash Flows from Financing Activities-

Contributions restricted for long-term investment	1,100
	<hr/>
Net change in cash and cash equivalents	683,198
Cash and cash equivalents, beginning of year	371,801
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Cash and cash equivalents, end of year	<u>\$ 1,054,999</u>

See notes to financial statements.



# The Livestrong Foundation

## Notes to Financial Statements Year Ended December 31, 2021

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### 1. Organization

#### Our Mission

The Livestrong Foundation (the “Foundation”) is a national nonprofit organization, headquartered in Austin, Texas, dedicated to improving the lives of people affected by cancer from the point of diagnosis through the entire cancer journey.

Since 1997, the Foundation has been a voice for cancer survivors and has supported more than 10.9 million people. The Foundation is focused on searching for the most overlooked problems in cancer care and then finding and funding solutions that can help people right away.

The Foundation accomplishes this in three ways: through its survivorship programs, its collaborative partnerships with community and grassroots organizations, and its solution grants program finding innovative solutions to the everyday problems faced by cancer patients and their families.

- Survivorship Programs - Through its Navigation, Fertility, and Help Starts Here programs, the foundation has served and supported more than 10.9 million people; more than 400,000 in 2021 alone. In addition, these programs have helped families save more than \$93 million in healthcare related costs; more than \$9.1 million in 2021 alone. We provide services and information to patients and families when they need it and where the need it; helping them solve the everyday cancer problems that make fighting cancer harder than it should be.
- Collaborative Partnerships - The Foundation’s history of collaborative relationships recognizes that we cannot solve the issues surrounding cancer alone. Our recent investment with the Dell Medical School at the University of Texas exemplifies these efforts. Our \$50 million commitment creating the Livestrong Cancer Institutes is pioneering patient-centered cancer care and radically changing, revolutionizing, and re-inventing the way cancer patients are cared for. Through December 2021, the Institutes has cared for more than 2,100 patients through more than 6,500 patient appointments in more than 58 cancer disease specialty areas.
- Solution Grants Program - We have funded and supported more than 590 programs and initiatives that provide practical solutions to everyday cancer problems. We continue to recognize and fund organizations who are developing cutting edge, inventive, and sustainable solutions to overlooked cancer problems. Current funding is focused in four primary areas: post-treatment care, patient and caregiver education, comprehensive quality of life services and streamlining systems and care. In the last three years, we have funded 17 organizations with grants totaling more than \$650,000.

## 2. Summary of Significant Accounting Policies

**Basis of Presentation** - The financial statements are presented in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) as defined by the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification.

**Use of Estimates** - The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

**Classification of Net Assets** - Net assets, revenues, gains, losses, and expenses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified as follows:

Without Donor Restrictions - These net assets are not subject to donor-imposed stipulations. Expenses are reported as decreases in net assets without donor restrictions. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in net assets without donor restrictions, unless their use is restricted by explicit donor stipulation or by law. Net assets without donor restrictions are those currently available for use by the Foundation, or at the discretion of the Board of Directors (the “Board”) for the Foundation’s use. The Foundation has Board-designated net assets of \$2,000,000 set aside as an operating reserve and \$11,146,652 of Board-designated endowment net assets (Note 12). These ensure that adequate operating reserves are available and cannot be spent without prior Board approval.

With Donor Restrictions - These net assets are subject to donor-imposed stipulations, which limit their use by the Foundation to a specific purpose and/or the passage of time, or which require them to be maintained permanently. Net assets which are required to be maintained permanently are not available for use in operations and limitations neither expire by passage of time nor can be fulfilled or otherwise removed by actions of the Foundation.

**Fair Value Measurements** - Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value accounting requires characterization of the inputs used to measure fair value into a three-level fair value hierarchy as follows:

Level 1 - Inputs based on quoted market prices in active markets for identical assets or liabilities. An active market is a market in which transactions occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 - Observable inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent from the entity.

Level 3 - Unobservable inputs that reflect the entity’s own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available.

There are three general valuation techniques that may be used to measure fair value: 1) market approach - uses prices generated by market transactions involving identical or comparable assets or liabilities, 2) cost approach - uses the amount that currently would be required to replace the service capacity of an asset (replacement cost), and 3) income approach - uses valuation techniques to convert future amounts to present amounts based on current market expectations.

**Cash and Cash Equivalents** - The Foundation considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

**Accounts Receivable** - Accounts receivable are recorded at the value of the special events revenue earned. Delinquent account receivable invoices do not accrue interest. The Foundation continually monitors each customer's credit worthiness individually and recognizes allowances for estimated bad debts on customer accounts that are no longer estimated to be collectible. The Foundation regularly adjusts any allowance for subsequent collections and final determination that an account receivable is no longer collectible. The Foundation had no allowance for uncollectible accounts receivable as of December 31, 2021, as management deemed all outstanding balances to be collectible.

**Gifts and Grants Receivable** - Gifts and grants that are unconditional promises to give are recorded at fair value if expected to be collected in one year and at net present value if expected to be collected in more than one year. All gifts and grants revenue are available for unrestricted use unless specifically restricted by the donor. Grants receivable consists of receivables from private grants. Receivables from gifts and grants are recorded as revenue when the award notification is received and an allowance has been recorded for amounts estimated to be uncollectible (Note 4).

**Investments** - Investments are reported at fair value in the statement of financial position. Investment transactions are recorded on the trade date and investment income is recorded in the statement of activities when earned. Net investment gain includes interest, dividends, realized and unrealized gains and losses, less investment fees. Realized gains and losses are recorded as the difference between historical cost and the proceeds earned from the sale of an investment. Unrealized gains and losses are recorded for the change in fair value of investments between reporting periods.

**Inventory** - Inventory consists of program merchandise such as wristbands and guidebooks, which includes finished goods and is held to give to program beneficiaries without charge or at a minimal fee. Inventory is stated at cost and cost is determined using the average cost method. Management reviews inventory for disposed of or destroyed items and records a specific reserve as necessary. As of December 31, 2021, no obsolescence reserve was deemed necessary.

**Concentrations** - Financial instruments that potentially subject the Foundation to concentrations of credit risk consist principally of cash and cash equivalents, investments, and receivables. The Foundation places its cash and cash equivalents with a limited number of high-quality financial institutions and may exceed the amount of insurance provided on such deposits. 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 near-term could materially affect the amounts reported in the statement of financial position.

The Foundation does not maintain collateral for its receivables. As of December 31, 2021, balances due from two donors represented 99% of the total gifts and grants receivables balance, and 93% of this balance is reserved in the allowance for uncollectible promises.

**Property and Equipment** - Property and equipment acquisitions are capitalized at cost if purchased and at fair value on the date of receipt if donated. The Foundation capitalizes all acquisitions of property and equipment in excess of \$1,000 and a useful life of more than one year. Repairs and maintenance costs are charged to expense as incurred. Depreciation expense is calculated using the straight-line method over the estimated useful lives, which range from 5 to 7 years. Leasehold improvements are amortized over the lesser of the lease term or the estimated useful lives of the underlying assets.

**Intangible Assets** - Intangible assets consist of trademarks and licenses purchased which have an indefinite useful life. The Foundation purchased the rights to the trademark name Live Long...Live Strong™, the rights to the .livestrong domain, the permit rights for a downtown marathon relay event in Austin, Texas, and a domain application.

**Impairment of Long-Lived Assets** - Long-lived assets subject to depreciation and amortization are reviewed for impairment at the asset group level whenever events or circumstances indicate that the amount recorded may not be recoverable. An impairment loss is recognized by the amount in which the carrying amount of the asset group exceeds fair value, if the carrying amount of the asset group is not recoverable.

Indefinite-lived intangible assets are evaluated for impairment at the level of each separate unit of accounting on an annual basis and between annual tests in certain circumstances. The Foundation assesses qualitative factors to determine whether it is more likely than not that the fair value of a unit of accounting is less than its carrying amount as a basis for determining whether it is necessary to test indefinite-lived intangible assets for potential impairment. If it is more likely than not or if a qualitative assessment is not performed, the Foundation performs a quantitative assessment to determine the amount of the impairment loss, if any. An impairment loss is recognized by the amount in which the carrying amount of the unit of accounting exceeds fair value.

**Gifts and Grant Revenue** - Contributions received and unconditional promises to give are measured at their fair values. The Foundation recognizes gifts and grants when cash, securities, other assets, or unconditional promises to give are received. These gifts are reported as net assets with donor restrictions if they are received with donor stipulations that limit the use of the donated assets or if they are designated as support for future periods. When a donor 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 statement of activities as net assets released from restrictions.

The Foundation reports gifts of goods and equipment as net assets without donor restrictions unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as net assets with donor restrictions. Absent explicit donor stipulations about how long those assets must be maintained, the Foundation reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

Conditional promises to give, defined as those with a measurable performance or other barrier and a right to return, are recognized only when the conditions on which they depend are substantially met and the promises become unconditional.

**Donated Services** - A substantial number of volunteers have donated over 8,800 hours to the Foundation's program services and fundraising campaigns during the year ended December 31, 2021. These donated services are not reflected in the financial statements since the services do not (a) create or enhance non-financial assets and do not (b) require specialized skills. Donated goods and services totaled \$207,611 during the year ended December 31, 2021 and was included in gifts and grant revenue in the statement of activities. Donated goods and services recorded during the year ended December 31, 2021 included software subscription services, rent, and other items for special events.

**Paycheck Protection Program Loan** - The Foundation elects to account for funds received from a Paycheck Protection Program loan as a conditional grant as management expects to meet the U.S. Small Business Administration's ("SBA") criteria for loan forgiveness. Amounts received prior to incurring qualified expenses are reported as deferred revenue on the Foundation's statement of financial position. Once reasonable assurance that the conditions for loan forgiveness are met, the Foundation reduces the deferred revenue balance and recognizes revenue as the Foundation incurs the related eligible expenses.

**Special Event Revenues** - Special event revenues are recognized when promised services are transferred to customers in an amount that reflects the consideration to which the Foundation expects to be entitled in exchange for those services by following a five-step process, (1) identify the contract with a customer/member, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price, and (5) recognize revenue when or as the Foundation satisfies a performance obligation.

Special event revenues are recorded to revenue when the event takes place. Costs of direct benefits to donors are recorded in the fiscal year in which the events are held and include shirts, tickets, raffle prizes, and other donated goods and services for the Foundation's events. Costs of direct benefits to donors totaled \$72,084 during the year ended December 31, 2021.

Deferred revenue consists of cash that has been received in advance of future special events and revenue will be recognized once the event has taken place. The timing of revenue recognition, billings and cash collections resulted in accounts receivable totaling \$66,929 and deferred revenue of \$120,000 as of December 31, 2020.

**Costs to Obtain or Fulfill Contracts** - As performance obligations in the Foundation's contracts with customers are satisfied over a period of one year or less, the Foundation applies the practical expedient to expense costs to obtain a contract as incurred. The Foundation does not incur significant fulfillment costs requiring capitalization.

**Functional Expenses** - The accompanying financial statements present expense by functional and natural classification. Natural expenses directly attributable to a specific functional area are reported as expenses of those functional areas. Accordingly, certain costs have been allocated among the programs and supporting services using a variety of cost allocation techniques such as square footage and time and effort.

**Advertising Costs** - Advertising costs are expensed as incurred and totaled \$99,779 during the year ended December 31, 2021.

**Federal Income Taxes** - The Foundation is a nonprofit organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, except to the extent of any unrelated business income. The Foundation did not incur any significant tax liabilities due to unrelated business income during the year ended December 31, 2021. The Foundation files Form 990 tax returns in the U.S. federal jurisdiction and is subject to routine examinations of its tax returns; however, there are no examinations currently in process.

**Recently Issued Accounting Pronouncements** - In February 2016, the FASB issued Accounting Standards Update (“ASU”) No. 2016-02, *Leases (Topic 842)*, which requires the recognition of lease assets and lease liabilities by lessees for all leases, including leases previously classified as operating leases, and modifies the classification criteria and accounting for sales-type and direct financing leases by lessors. Leases continue to be classified as finance or operating leases by lessees and both classifications require the recognition of a right-of-use asset and a lease liability, initially measured at the present value of the lease payments in the statement of financial position. Interest on the lease liability and amortization of the right-of-use asset are recognized separately in the statement of activities for finance leases and as a single lease cost recognized on the straight-line basis over the lease term for operating leases. The standard is effective using a modified retrospective approach for fiscal years beginning after December 15, 2021 and early adoption is permitted. The Foundation is currently evaluating the impact the standard will have on its financial statements.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which seeks to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments, including trade receivables and other commitments to extend credit held by a reporting entity at each reporting date. Entities are required to replace the incurred loss impairment methodology in current U.S. GAAP with a methodology that reflects current expected credit losses and requires consideration of a broader range of reasonable and supportable information to determine credit loss estimates. The amendment is effective using a modified retrospective approach for fiscal years beginning after December 15, 2022 and early adoption is permitted. The Foundation is currently evaluating the impact the amendment will have on its financial statements.

### 3. Liquidity and Availability of Financial Assets

As of December 31, 2021, the Foundation's financial assets available within one year for general expenditure were as follows:

Cash and cash equivalents	\$ 1,054,999
Accounts receivable	519,927
Gifts and grants receivable due in less than one year, net of allowance for uncollectible amounts	108,804
Investments	<u>27,576,119</u>
	29,259,849
Less: amounts unavailable for general expenditure within one year:	
Board-designated operating reserve	(2,000,000)
Board-designated endowment	(11,146,652)
Donor-restricted endowments	<u>(11,984,488)</u>
Total financial assets available to management for general expenditure within one year	<u>\$ 4,128,709</u>

The Foundation invests its funds in liquid and non-liquid investments in a manner to maximize return, minimize interest rate risk, and support cash flow requirements. The Board ensures the Foundation's financial stability by approving an annual budget prior to the start of each fiscal year. The Foundation maintains financial policies to ensure funds are allocated in a manner consistent with the mission of the Foundation. Board-designated net assets without restrictions could be made available by the Board for current operations if needed.

### 4. Gifts and Grants Receivable

Gifts and grants receivable consisted of the following as of December 31, 2021:

Gifts and grants receivable due in less than one year	\$ 1,388,981
Gifts and grants receivable due in one to five years	<u>60,047</u>
	1,449,028
Less allowance for uncollectible promises	(1,280,177)
Less discount to net present value	<u>(14,724)</u>
Gifts and grants receivable, net	<u>\$ 154,127</u>

Long-term gifts and grants receivable are valued based upon net present value where a stream of expected cash flows is discounted at an appropriate market interest rate. The discount rate used on long-term gifts and grants receivable was 3% as of December 31, 2021.

## 5. Investments and Convertible Promissory Note Receivable

Investments reported at fair value were as follows as of December 31, 2021:

	Fair Value Measurements Using:			Total
	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	
Money market funds	\$ 17,162,937	-	-	\$ 17,162,937
Certificate of deposits	10,143,864	-	-	10,143,864
Other			15,000	15,000
				27,321,801
Investments, measured at net asset value				254,318
Total investments at fair value				<u>\$ 27,576,119</u>

All Level 1 investments have been valued using a market approach. The Foundation's investment in a private equity fund, TIEF Private Equity Partners ("TIEP") 2005, is measured at fair value using the net asset value ("NAV") practical expedient and has therefore been excluded from the fair value hierarchy leveling table. TIEP 2005 invests in U.S. and foreign buyout, venture capital, and resource-related investment partnerships.

Liquidation restrictions for investments for which fair value is measured using the NAV practical expedient as of December 31, 2021 consisted of the following:

	Fair Value as of December 31, 2021	Unfunded Commitments	Redemption Frequency (if Currently Eligible)	Redemption Notice Period
TIEP 2005	\$ 254,318	\$ 150,000	Illiquid - 1 year	n/a

During the year ended December 31, 2020, the Foundation invested \$15,000 for a 50% equity interest in We Are Here, Inc. (a Delaware Corporation) (the "Corporation"), formerly Cancer Market Network, LLC. The purpose of the Corporation is to design, build, and operate a network and platform for people affected by cancer, connecting those affected with solutions to the everyday problems they face during their cancer journeys. In April 2021, the Foundation paid \$200,000 to the Corporation in the form of a convertible promissory note (the "Note"). The Note accrues interest at a rate of 6.00% per annum, which is due together with all unpaid principal upon maturity on October 5, 2023. All outstanding principal and accrued interest is automatically convertible into shares of the Corporation's Preferred Stock, as defined, upon closing of a Qualified Financing, as defined, at a price per share equal to the lesser of (i) 80% of the price per share paid by other purchasers of the Corporation's Preferred Stock, as defined, in a Qualified Financing and (ii) the price per share of the Company's outstanding common stock immediately prior to the Qualified Financing, assuming a \$5,000,000 valuation. Related party interest income on the Note totaled \$8,806 for the year ended December 31, 2021.



## 6. Property and Equipment

Property and equipment consisted of the following as of December 31, 2021:

Software	\$ 922,323
Furniture, fixtures, and equipment	123,929
Leasehold improvements	<u>6,269</u>
	1,052,521
Less accumulated depreciation and amortization	<u>(960,594)</u>
Property and equipment, net	<u>\$ 91,927</u>

## 7. Intangible Assets

Intangible assets consisted of the following as of December 31, 2021:

Trademarks	\$ 550,000
Licenses	<u>533,886</u>
Intangible assets	<u>\$ 1,083,886</u>

## 8. Grants Payable

During the year ended December 31, 2021, the Foundation made grants to fund cancer survivorship tools, and fund various community grants and sponsorships. There were no grants payable as of December 31, 2021.

Conditional grants payable are not recorded as grants payable in the statement of financial position until the condition has been met. As of December 31, 2021, the Foundation had an aggregate of \$28,476,600 in conditional grants payable to others to be paid through 2024. Included in this amount is the remaining unpaid balance of a \$50 million pledge agreement with The University of Texas at Austin (“UT”) and the Dell Medical School for The Livestrong Cancer Institutes (the “Institutes”). The Institutes is pioneering patient-centered cancer care and radically changing, revolutionizing, and re-inventing the way cancer patients are cared for. Through December 31, 2021, the Institutes has cared for more than 1,180 patients through more than 9,500 patient appointments in more than 58 cancer disease specialty areas. The pledge is to be paid over 10 years from 2015 through 2024, conditioned upon satisfactory achievement of agreed upon metrics and milestones. The Foundation paid \$5,412,000 to UT during the year ended December 31, 2021 and has a remaining balance of \$28,302,000 at December 31, 2021. The parties are modifying the initial components of their existing agreement to generate the most measurable impact.

## 9. Government Grants

In January 2021, the Foundation received a \$384,130 loan under the Paycheck Protection Program which was created through the Coronavirus Aid, Relief, and Economic Security Act and is administered by the SBA (the “PPP Loan”). The PPP Loan had a fixed interest rate of 1% and was eligible for forgiveness by the SBA for the portion of loan proceeds used for payroll costs and other designated operating expenses (as defined) for up to eight weeks or, at the discretion of the borrower, twenty-four weeks (the “Covered Period”), provided at least 60% of loan proceeds were used for payroll costs and the Foundation met all necessary criteria as defined by the SBA. Payments were deferred until the earlier of (i) the date the SBA remitted to the lender the amount of forgiveness granted to the Foundation, or (ii) ten months after the last day of the Covered Period if the Foundation did not apply for loan forgiveness. The Foundation recognized revenue associated with the PPP Loan totaling \$384,130 during the year ended December 31, 2021. In November 2021, the SBA granted the Foundation forgiveness for the PPP Loan.

During the year ended December 31, 2021, the Foundation received \$476,386 through the Employee Retention Tax Credit (“ERTC”) offered under the CARES Act and administered by the SBA. The Ballet accounted for the ERTC as a conditional grant with one performance criteria of incurring qualifying expenses. The conditions were met prior to December 31, 2021 and therefore \$476,386 was recorded as government grant revenue in the statement of activities for the year then ended.

## 10. Commitments and Contingencies

The Foundation leases office facilities and equipment under non-cancelable operating leases. Rental expense totaled \$295,438 during the year ended December 31, 2021, of which \$48,479 was in-kind. Future minimum lease payments, including estimated common area maintenance, under the Foundation’s obligations as of December 31, 2021 were as follows:

2022	\$ 246,532
2023	<u>27,827</u>
Total	<u>\$ 274,359</u>

In March 2020, the World Health Organization declared the outbreak of a novel coronavirus (COVID-19) as a pandemic, which continues to spread throughout the world. While the disruption is expected to be temporary, there is uncertainty around the severity and duration. As a result of the pandemic, several of the Foundation’s special events were cancelled or carried on virtually. Therefore, while this issue is expected to negatively impact the Foundation’s business, results of operations, and financial position, the related financial impact cannot be reasonably estimated at this time. The Foundation is actively managing the business to maintain its cash flow and management believes that the Foundation has adequate liquidity. The Foundation has taken various actions to preserve its liquidity.

## 11. Net Assets with Donor Restrictions

Net assets with donor restrictions were restricted for the following purposes as of December 31, 2021:

Temporarily restricted:	
Earnings on donor endowments	\$ 1,812,408
Programs and partnerships	539,679
Fertility	37,583
Men's Health Initiatives	25,613
Icon	5,000
Time restrictions	9,750
Permanently restricted donor endowments	<u>10,172,080</u>
Total	<u>\$ 12,602,113</u>

## 12. Endowments

The Foundation interprets the Texas Uniform Prudent Management of Institutional Funds Act ("TUPMIFA") as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. Donor-restricted net assets are classified at the original value of gifts donated to the permanent endowment, plus the original value of subsequent gifts to the permanent endowment. The earnings portion of the donor-restricted endowment fund is classified as net assets with donor restrictions until those funds are appropriated for expenditure by the Foundation in a manner consistent with the standard of prudence prescribed by TUPMIFA. In accordance with TUPMIFA, the Foundation considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds: (1) the duration and preservation of the various funds, (2) the purposes of the donor-restricted endowment funds, (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, and (7) the Foundation's investment policies.

The endowment funds at the Foundation are for the general purposes of the Foundation and may provide support for a specific educational program, assist a specific national advocacy program, or fund a particular type of grant or purpose mutually agreed upon with the donor.

The corpus (principal) of donor restricted funds may never be spent. However, income and net appreciation may be expended in accordance with the spending policy described below. It is the policy of the endowment to comply with both federal and state law in complying with the specific time or use restrictions as stipulated by the individual donor. As such, the disclosure of the net asset classification of donor-restricted endowment funds is highlighted in this footnote.

In accordance with TUPMIFA, the Foundation does not exceed a spending rate of 7% of the rolling three-year moving average of the monthly portfolio market value. The investment policy for endowment funds outlines the Foundation's return objectives and risk parameters as summarized below:

- Return objectives - The return objective for endowment funds is to preserve and enhance the purchasing power of endowment assets, net of costs and Board-approved withdrawals. This goal is synonymous with the pursuit of a time-weighted net return on endowment assets that equals inflation plus the long-term spending rate.
- Risk parameters - The endowment's risk parameters are measured by its policy portfolio and allowable asset mix detailed in Board-approved investment guidelines. These guidelines provide specific target allocations and ranges. The policy portfolio represents the highest expected return asset mix that is likely to satisfy the return objectives. Because the policy portfolio entails benchmarks for each of its segments and hence also for the endowment as a whole, it constitutes an appropriate standard by which to measure progress toward achievement of these objectives.

The Foundation makes deficient donor-restricted endowment funds whole as of December 31 by allocating funds from Board-designated endowment funds to the respective deficient donor-restricted endowment balance. The Foundation did not have any deficient donor-restricted endowments as of December 31, 2021.

As of December 31, 2021, endowment net assets consisted of over 76 individual named funds.

The changes in endowment net assets during the year ended December 31, 2021 were as follows:

	Without Donor Restrictions	With Donor Restrictions	Total
Endowment net assets, beginning of year	\$ 16,546,601	\$ 11,973,166	\$ 28,519,767
Investment gain, net	12,501	10,222	22,273
Contributions	-	1,100	1,100
Appropriation of endowment assets for expenditure	<u>(5,412,000)</u>	<u>-</u>	<u>(5,412,000)</u>
Endowment net assets, end of year	<u>\$ 11,146,652</u>	<u>\$ 11,984,488</u>	<u>\$ 23,131,140</u>

### 13. Retirement Plan

The Foundation has a defined contribution 401(k) retirement plan for substantially all of its employees. The Foundation matches contributions of the eligible participants' elective deferrals up to a maximum of 4% of eligible compensation. The Foundation contributed \$52,678 to participant accounts during the year ended December 31, 2021.

#### **14. Related Party Transactions**

During the year ended December 31, 2021, the Foundation received contributions of \$68,098 from Board members. As of December 31, 2021, the Foundation had outstanding contributions receivable due from Board members totaling \$84,437.

#### **15. Subsequent Events**

The Foundation has evaluated subsequent events through November 10, 2022 (the date the financial statements were available to be issued) and no events have occurred from the statement of financial position date through that date that would impact the financial statements.