HAMPTON ROADS COMMUNITY FOUNDATION

CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

CONTENTS

CAVANAUGH NELSON PLC
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

Report of Independent Auditors

Board of Directors of
Hampton Roads Community Foundation

We have audited the accompanying consolidated statement of net assets of the Hampton Roads Community Foundation and its supporting organization (collectively the Foundation) as of December 31, 2017 and 2016, and the related consolidated statements of activities and changes in net assets, and of cash flows for each of the years in the three year period ended December 31, 2017, 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 consolidated 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Foundation at December 31, 2017 and 2016 and the changes in its net assets and cash flows for each of the years in the three year period ended December 31, 2017 in conformity with accounting principles generally accepted in the United States of America.

Cavanaugh Nelson PLC

June 5, 2018

999 WATERSIDE DRIVE, SUITE 2250 • NORFOLK, VIRGINIA • 23510
PHONE: 757-578-4900 • FAX: 757-578-4719

HAMPTON ROADS COMMUNITY FOUNDATION

CONSOLIDATED STATEMENT OF NET ASSETS

	December 31, 2017	December 31, 2016
Assets		
Investments, at fair value:		
Cash equivalents	$ 19,305,661	$ 11,565,571
Fixed income funds	1,656,135	1,305,434
Equity funds	3,412,052	3,228,480
Investment partnerships	298,854,736	276,531,358
Other	472,944	307,234
Total investments	323,701,528	292,938,077
Cash and cash equivalents	617,284	597,745
Property and equipment, net	268,740	335,103
Other assets	40,979	45,272
Restricted assets:		
Contributions receivable	30,141,535	15,581,113
Beneficial interest in insurance trusts	372,263	365,178
Total assets	$ 355,142,329	$ 309,862,488
Liabilities and net assets		
Funds held for others	$ 12,805,670	$ 11,433,201
Grants payable	1,631,495	2,398,289
Other liabilities	-	120,833
Total liabilities	14,437,165	13,952,323
Net assets:		
Without donor restrictions	310,191,366	279,963,874
With donor restrictions	30,513,798	15,946,291
Total net assets	340,705,164	295,910,165
Total liabilities and net assets	$ 355,142,329	$ 309,862,488

The notes to consolidated financial statements are an integral part of these financial statements.

HAMPTON ROADS COMMUNITY FOUNDATION

CONSOLIDATED STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS

	For the years ended December 31,		
	2017	**2016**	**2015**
Changes in net assets without donor restrictions:			
Revenue and support:			
Contributions and bequests	$ 11,555,864	$ 7,796,689	$ 8,462,155
Investment income	33,526,091	10,965,126	5,950,360
Other income	112,046	91,551	97,189
Net assets released from restrictions	3,441,096	5,288,108	3,290,266
Total revenue and support	48,635,097	24,141,474	17,799,970
Expenses:			
Program services:			
Grants	15,256,554	14,655,789	18,819,423
Other	1,246,805	1,384,942	1,550,167
Total program services	16,503,359	16,040,731	20,369,590
Supporting services:			
Management and general	1,185,480	947,800	912,146
Development	718,766	697,372	627,676
Total supporting services	1,904,246	1,645,172	1,539,822
Total expenses	18,407,605	17,685,903	21,909,412
Increase (decrease) in net assets without donor restrictions	30,227,492	6,455,571	(4,109,442)
Changes in net assets with donor restrictions:			
Contributions	16,969,813	384,241	2,500,000
Change in value of future interests	1,038,790	1,014,075	1,215,077
Net assets released from restrictions	(3,441,096)	(5,288,108)	(3,290,266)
Increase (decrease) in net assets with donor restrictions	14,567,507	(3,889,792)	424,811
Increase (decrease) in net assets	44,794,999	2,565,779	(3,684,631)
Net assets at beginning of year	295,910,165	293,344,386	297,029,017
Net assets at end of year	$ 340,705,164	$ 295,910,165	$ 293,344,386

The notes to consolidated financial statements are an integral part of these financial statements.

HAMPTON ROADS COMMUNITY FOUNDATION

CONSOLIDATED STATEMENT OF CASH FLOWS

	For the years ended December 31, 2017	2016	2015
Cash flows from operating activities:			
Change in net assets	$ 44,794,999	$ 2,565,779	$ (3,684,631)
Net gains on investments	(33,173,724)	(10,690,512)	(5,596,009)
Depreciation	111,699	65,198	49,361
Changes in:			
Charitable gift annuity asset	(165,710)	917	61,779
Other assets	4,293	(29,259)	9,262
Contributions receivable	(14,560,422)	3,897,860	(416,710)
Beneficial interest in insurance trusts	(7,085)	(8,068)	(8,101)
Funds held for others	1,372,469	321,944	1,031,463
Grants payable	(766,794)	(1,426,949)	2,393,249
Other liabilities	(120,833)	25,000	25,000
Net cash used for operating activities	(2,511,108)	(5,278,090)	(6,135,337)
Cash flows from investing activities:			
Purchases of property and equipment	(45,336)	(274,033)	(1,908)
Proceeds from sales and maturities of investments	13,382,023	8,158,896	9,809,109
Purchases of investments	(3,065,950)	(2,044,364)	(962,207)
Net cash provided by investing activities	10,270,737	5,840,499	8,844,994
Increase in cash	7,759,629	562,409	2,709,657
Cash and cash equivalents at beginning of year	12,163,316	11,600,907	8,891,250
Cash and cash equivalents at end of year	$ 19,922,945	$ 12,163,316	$ 11,600,907
Cash and cash equivalents at end of year consist of:			
Investments – cash equivalents	$ 19,305,661	$ 11,565,571	$ 10,835,797
Operating cash and cash equivalents	617,284	597,745	765,110
Cash and cash equivalents at end of year	$ 19,922,945	$ 12,163,316	$ 11,600,907

The notes to consolidated financial statements are an integral part of these financial statements.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and purpose

The Hampton Roads Community Foundation is a non-profit, non-stock, tax exempt entity organized in 1950 to provide for the permanent administration of funds placed in trust by individuals, corporations and other entities for charitable purposes. Its supporting organization, Foundation Realty, was organized in 2007 for the administration of certain real assets that support the Foundation's charitable purposes.

Financial statement presentation and fund accounting

The consolidated financial statements include the accounts of the Hampton Roads Community Foundation and its supporting organization, Foundation Realty (collectively the Foundation).

The Foundation presents its financial statements in accordance with accounting principles generally accepted in the United States (GAAP) and with the provisions of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 958, *Not-for-Profit Entities*, which classify its net assets into two categories according to donor imposed restrictions – net assets without donor imposed restrictions and net assets with donor imposed restrictions. The Foundation's net assets with donor restrictions consist of irrevocable charitable remainder trusts, charitable lead trusts, and contributions receivable. When donor restrictions expire, that is, when a stipulated time restriction ends or a purpose restriction is fulfilled, 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.

Although the Foundation follows GAAP for financial reporting purposes, the Foundation continues to maintain donated assets in individual component funds established primarily by donors. Management of the Foundation believes that this framework classifies the Foundation’s resources into funds established in accordance with the Foundation’s objectives and ensures the observance of donor intentions. Grants charged to the individual funds are directed to purposes identified by donors and by the Foundation’s Board of Directors. In addition, the Foundation maintains an operating fund for current administrative purposes, which is funded primarily through an annual pro rata component fund assessment.

Classification of revenue and support, and net assets

Contributions received are classified as support without donor restrictions or with donor restrictions, depending on the existence of donor imposed restrictions. Contributions that have no donor imposed use or time restrictions are classified as support without donor restrictions.

The bylaws of the Foundation include a variance provision giving the Board of Directors (the “Board”) the power to modify any restriction or condition on the distribution of funds for any specified charitable purpose or to specified organizations if, in the sole judgment of the Board, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community served. Based on that provision, the Foundation classifies contributions, except as noted below, as support without donor restrictions for financial statement presentation. This classification does not alter the long-standing policy of the Foundation to distribute assets entrusted to the Foundation in accordance with the intentions of the Foundation’s donors and to manage the assets of the component funds in a manner similar to an endowment with only a portion of each component fund (see spending policy below) distributed annually, unless advised otherwise by the donor.

Support not subject to the variance provision that is restricted by the donor is reported as an increase in net assets without donor restrictions if the restriction expires in the reporting period in which the support is recognized. All other such donor-restricted support is reported as an increase in net assets with donor restrictions. When a restriction expires, 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.

Component fund investments and spending policy

Investments in short-term, fixed income and equity securities and funds are carried at quoted market prices, if available. Investment partnerships are stated at fair value as determined by the investee managers (see Note 3). Due to the inherent uncertainty of investment valuation, the partnership fair values may differ significantly from the values that would have been used had a ready market for all investments existed, and the differences could be material.

The Foundation occasionally receives contributions of assets for which a readily determinable market value does not exist. In such instances, the Foundation estimates the value of the contribution and related asset based on, as applicable, real estate assessments, comparable sales data and appraisals.

The Foundation manages the majority of the component funds on a total return basis in order to provide portfolio management flexibility, preserve the purchasing power (real value) of component funds and aid the Foundation's distribution process. Under the total return concept, the Foundation establishes a realistic return objective, including interest, dividends and net investment appreciation. The Foundation then uses a spending-rate formula, applied to a twelve-quarter average of the specific fund's fair market value, to determine how much of the return will be used for annual distributions. Effective January 1, 2005 the spending policy was established at 4.5%. Accordingly, while actual returns in any given year will vary from the objective, income in excess of the spending-rate is available to maintain or increase the real value of the applicable component funds.

Credit risk

The Foundation's financial instruments that are exposed to concentrations of credit risk consist primarily of its cash and cash equivalents, and certain investments**,** including those investments held in charitable trusts which form the basis for the Foundation's contributions receivable. To mitigate credit risk the Foundation's cash and cash equivalents are placed with highly regarded financial institutions, and the Foundation's investments are managed by professional investment managers chosen for their expertise.

Cash and cash equivalents

For purposes of the statement of cash flows, the Foundation considers all highly liquid investments with an initial maturity of three months or less to be cash equivalents. Cash and cash equivalents for purposes of the statement of cash flows includes cash and cash equivalents held by custodians and investment managers.

Property and equipment

Property and equipment are stated at cost less an allowance for depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets. Gains and losses arising from retirements or dispositions are recognized currently.

Contributions receivable and beneficial interest in trusts

The Foundation is a beneficiary under various irrevocable charitable lead, remainder and insurance trusts, the assets of which are not controlled by management of the Foundation. Although the Foundation has no control over the administration or investment of the funds held in these trusts, the estimated present value of the expected future cash flows from such irrevocable trusts is recognized as a restricted contribution in the period in which the Foundation receives notice that the trust agreement conveys an unconditional right to the Foundation to receive benefits and the benefits are clearly measurable.

The Foundation is also a beneficiary under various wills, including several where the Foundation's interest is not presently determinable. Such amounts are recorded as contributions and restricted assets when the Foundation's interest is clearly established and measurable.

Funds held for others

The Foundation holds numerous funds as operating endowments for not-for-profit organizations. The Foundation accounts for such funds in accordance with GAAP and, accordingly, if the resource provider specifies itself or its affiliate as the beneficiary of such assets, the Foundation records the receipt of the assets and the subsequent earnings thereon as a liability titled "funds held for others" in the consolidated statement of net assets.

Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities for the reported periods. Actual results could differ from such estimates and assumptions.

Recent accounting pronouncements

In August 2016, the FASB issued ASU 2016-14, *Presentation of Financial Statements for Not-for-Profit Entities*. ASU 2016-14 provides for additional disclosure requirements and modifies net asset reporting. The standard requires the foundation to classify its net assets into two categories – net assets without donor restrictions and net assets with donor restrictions, among other requirements. The Foundation early adopted ASU 2016-14 in 2017 and applied the changes retrospectively.

Subsequent events

The Foundation evaluated subsequent events through June 5, 2018 the date the financial statements were available to be issued, for purposes of determining whether such events required recordation or disclosure in the accompanying financial statements.

NOTE 2 – LIQUIDITY AND AVAILABILITY

As part of liquidity management, the Foundation structures the availability of its financial assets to support Foundation operations, liabilities and other obligations as they come due. To help manage unanticipated liquidity needs, the Foundation maintains an operating reserve equal to one half of the annual operating budget and maintains a $1.0 million line of credit if needed.

As part of the Foundation's investment in The Richmond Fund, L.P. (the Richmond Fund), limitations exist on the Foundation's ability to redeem certain investments. The limitations on redemptions are governed by partnership agreements and generally exist for five years. Redemptions can be further delayed based on investee liquidity. At December 31, 2017, approximately 40% of the Foundation's investment partnership portfolio was available for redemption within the next twelve months. Additionally, the Foundation had $24,991,133 in other financial assets available within one year of the balance sheet date for general expenditure.

NOTE 3 – INVESTMENTS AND INVESTMENT INCOME

Investment allocation

The Foundation's investments were allocated among different investment classes as follows at December 31 (investments exceeding 5% of total investments are identified separately within each classification):

	Percent of total investments	
	2017	**2016**
Investment partnerships:		
The Richmond Fund, L.P.	91.6%	93.5%
Other	0.7	0.9
Total investment partnerships	92.3	94.4
Cash and cash equivalents	6.0	4.0
Fixed income funds	0.5	0.4
Equity funds	1.1	1.1
Other	0.1	0.1
Total	100.0%	100.0%

Through the Foundation's investment in the Richmond Fund, L.P., the Foundation has a beneficial ownership of an investment fund that represents 5.2% of the Foundation's total investments at December 31, 2017.

The Richmond Fund

In order to diversify investment risk and avoid undue concentration in any one asset class or group of assets, Foundation management invests in investment partnerships and funds with demonstrated investment management expertise. Due in part to the University of Richmond's (the University) success in accomplishing these objectives, the Foundation has a substantial investment in the Richmond Fund, a Virginia limited partnership affiliated with the University's endowment manager, organized to provide an asset management vehicle for certain non-profit organizations. At December 31, 2017 and 2016, the Foundation held a 14.1% and 14.4%, respectively, interest in the Richmond Fund. The General Partner of the Richmond Fund is managed by Spider Management Company, LLC a controlled affiliate of the University. One of the goals of the Richmond Fund is to achieve gross investment returns for its investors that mirror the returns achieved by the University's endowment.

The Richmond Fund's investments are diversified globally and by sector, and at December 31, 2017 and 2016 were allocated among the following asset classes as a percentage of its partners' capital:

	December 31,	
	2017	**2016**
Investments in investment funds:		
Hedge funds	55.3%	51.5%
Private equity	15.0	13.8
Real assets	6.2	7.6
Real estate	3.2	2.7
	79.7	75.6
Investments in securities:		
Common and preferred stocks	15.4	14.8
Comingled funds	1.9	2.2
	17.3	17.0
The Richmond Fund's investments as a percentage of its total partners' capital	97.0%	92.6%

Investment income

Investment income for the years ended December 31, consists of the following:

	2017	2016	2015
Net gains on investments	$ 33,173,724	$ 10,690,512	$ 5,596,009
Interest and dividends (net of fees)	352,367	274,614	354,351
	$ 33,526,091	$ 10,965,126	$ 5,950,360

Activity for endowment type funds

A summary of activity for those funds that function in a manner similar to an endowment follows for the years ended December 31:

	2017	2016	2015
Balance at beginning of year	$ 248,667,505	$ 241,360,472	$ 241,863,377
Contributions	8,428,940	8,053,288	5,418,337
Investment income, net of fees	29,984,925	9,797,253	4,901,603
Program expenditures	(10,853,983)	(8,076,552)	(8,428,276)
Reclassifications	-	-	(138,721)
Administrative assessment	(2,621,072)	(2,466,956)	(2,255,848)
Balance at end of year	$ 273,606,315	$ 248,667,505	$ 241,360,472

NOTE 4 – FAIR VALUE MEASUREMENTS

GAAP defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. GAAP also establishes a three level fair value hierarchy that describes and prioritizes the inputs to valuation techniques used to measure fair value.

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). Classification of assets and liabilities within the hierarchy considers the markets in which the assets and liabilities are traded and the reliability and transparency of the assumptions used to determine fair value. The hierarchy requires the use of observable market data when available. The levels of the hierarchy are defined as follows:

Level 1: The asset and liability fair values are based on quoted prices in active markets for identical assets or liabilities.

Level 2: The asset and liability fair values are based on observable inputs that include quoted market prices for similar assets or liabilities; quoted market prices that are not in an active market; or other inputs that are observable and can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets include debt securities with quoted prices that are traded less frequently than exchange traded instruments.

Level 3: The asset and liability fair values are based on unobservable inputs that are supported by little or no market activity. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

The Foundation estimates the fair value of its investment in the Richmond Fund based on the Foundation's proportionate share of the Richmond Fund's audited net assets, a method equivalent to NAV. Accordingly, the investment in the Richmond Fund is not subject to the aforementioned fair value hierarchy.

Substantially all Richmond Fund investments in securities are recorded at fair value based upon quoted prices in active markets. The fair value of the Richmond Fund's investments in investment funds is measured based on NAV. When the NAV or its equivalent is not fair value based or is not calculated as of year-end, the Richmond Fund adjusts the same if necessary to estimate fair value. Such estimates when applicable are based upon valuations determined in good faith by the underlying investment managers and reviewed by the Richmond Fund, giving consideration to a variety of factors based on the specific investment. Such factors include the pricing of recent redemptions or purchases, restrictions on redemptions, pricing models and valuations, market inputs, recent sales and purchase data of comparable companies or securities. The use of observable inputs is maximized when available.

The following table presents the Foundation's assets that are measured at fair value on a recurring basis for each hierarchy level at December 31. Fair value measurements not valued using the practical expedient are categorized into the three-level hierarchy as follows:

	Level 1	**Level 2**	**Level 3**	**Total**
December 31, 2017:				
Investment securities:				
Cash equivalents	$ 19,305,661	$ -	$ -	$ 19,305,661
Fixed income funds	-	1,656,135	-	1,656,135
Equity funds	3,341,610	-	70,442	3,412,052
Investment partnerships	-	-	2,453,840	2,453,840
Other	-	472,944	-	472,944
	$ 22,647,271	$ 2,129,079	$ 2,524,282	27,300,632
Investments measured at net asset value or its equivalent				296,400,896
Total investments ①				$ 323,701,528
Contributions receivable	$ -	$ 30,141,535	$ -	$ 30,141,535
Beneficial interest in insurance trusts	$ -	$ 372,263	$ -	$ 372,263

	Level 1	**Level 2**	**Level 3**	**Total**
December 31, 2016:				
Investment securities:				
Cash equivalents	$ 11,565,571	$ -	$ -	$ 11,565,571
Fixed income funds	-	1,305,434	-	1,305,434
Equity funds	3,158,038	-	70,442	3,228,480
Investment partnerships	-	-	2,619,203	2,619,203
Other	-	307,234	-	307,234
	$ 14,723,609	$ 1,612,668	$ 2,689,645	19,025,922
Investments measured at net asset value or its equivalent				273,912,155
Total investments ①				$ 292,938,077
Contributions receivable	$ -	$ 15,581,113	$ -	$ 15,581,113
Beneficial interest in insurance trusts	$ -	$ 365,178	$ -	$ 365,178

① Fair value amounts presented are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the consolidated financial statements.

The following table presents a reconciliation of investment securities in which significant unobservable inputs (Level 3) were used to determine fair value for the years ended December 31:

	2017	2016
Balance, beginning of year	$ 2,689,645	$ 2,972,357
Realized gains, net	47,060	77,389
Change in unrealized gains, net	(27,064)	(59,361)
Purchases	3,505	2,061
Sales and settlements	(188,864)	(302,801)
Balance, end of year	$ 2,524,282	$ 2,689,645

NOTE 5 – IRREVOCABLE TRUSTS

Charitable Lead Trusts

The Foundation is named as a beneficiary of certain charitable lead trusts. Under the terms of the trust agreements, the Foundation received $2,788,108 during each of the years in the three year period ended December 31, 2017. The trusts will provide the Foundation $2,510,119 for the year ending December 31, 2018, $2,218,985 for 2019, $1,914,081 for 2020 and 2021, $1,420,356 for 2022 and $7,150,000 thereafter, to be received in varying annual amounts through the year ending December 31, 2028. The Foundation records the contributions and related receivables of such trusts at the estimated present value of the future payments on the date of gift using discount rates at date of gift that range from 4.8% to 7.0%. The change in value of these gifts is included in the statement of activities as restricted revenue and support.

Charitable Remainder Trusts

The Foundation is the named residual beneficiary under certain charitable remainder trust agreements (CRT). Under these trust agreements, the trusts pay an annual benefit to certain named individuals throughout their lives, based on a fixed amount or a percentage of the fair value of the trust assets each year. Contributions receivable and related restricted revenue and support are recognized to the extent that the fair value of the trust assets exceeds the estimated present value of the future payments to the individuals named in the trusts. Restricted contribution income includes CRT contribution income of $277,564, $0 and $502,158 for the years ended December 31, 2017, 2016 and 2015, respectively. Changes in the fair value of such charitable remainder trusts are included in the statement of activities as restricted revenue and support. In addition, the Foundation is named as beneficiary under certain other irrevocable charitable remainder trust agreements for which the Foundation's interest in the value of the applicable trust assets is not reasonably estimable or the trust corpus can be invaded on behalf of another beneficiary. Accordingly, the value of these trust agreements is not recognized in the Foundation's financial statements.

Insurance Trusts

The Foundation is also the named beneficiary in certain insurance trusts. Under the terms of the insurance trusts, the Foundation will receive the applicable death benefit from the related insurance policies and, accordingly, the Foundation's interest in the insurance policies is recorded as an asset at fair value. The fair value of the insurance policies is presumed to be the policies' cash surrender value at the end of the Foundation's reporting period. Changes in the fair value of the trust assets, over any applicable trust obligations, are included in the statement of activities as restricted revenue. No insurance trust contributions were received during the years ended December 31, 2017, 2016 and 2015.

Other

In addition to the above, the Foundation has been named beneficiary in several wills and intervivos trusts, which are subject to life interests. Proceeds from such estates and certain intervivos trusts are not recognized until an irrevocable benefit has been established and such benefit is clearly measurable.

NOTE 6 – PROPERTY AND EQUIPMENT

Property and equipment consist of the following at December 31:

	2017	2016
Furniture	$ 282,567	$ 279,395
Computer equipment and software	336,969	269,641
Other office equipment	94,172	74,622
Leasehold improvements	64,047	63,118
Construction in progress	9,203	54,846
	786,958	741,622
Less – accumulated depreciation	518,218	406,519
	$ 268,740	$ 335,103

NOTE 7 – LINE OF CREDIT

The Foundation has a $1,000,000 line of credit with a commercial bank. The line was obtained to provide liquidity for the Foundation, if needed. Since the line was obtained in April, 2014 the Foundation has not made any draws against it. The line of credit is renewed annually and is currently available through July 30, 2018. Balances, if used, are payable on demand with interest payable monthly equal to the one month LIBOR rate plus 1.0% per annum. The line of credit is secured by Foundation deposits and investments held with SunTrust Bank.

NOTE 8 – FUNDS HELD FOR OTHERS

The Foundation's liability for funds held for others and the changes therein consist of the following at December 31:

	2017	2016	2015
Balance at beginning of year	$ 11,433,201	$ 11,111,257	$ 10,079,794
Contributions	604,486	510,743	1,060,185
Investment income, net of fees	1,401,782	437,598	218,490
Program expenditures	(555,122)	(555,317)	(187,700)
Administrative assessment	(78,677)	(71,080)	(59,512)
Balance at end of year	$ 12,805,670	$ 11,433,201	$ 11,111,257

NOTE 9 – COMMITMENTS AND CONTINGENCIES

The Foundation has several conditional commitments payable from discretionary funds, including certain multi-year grants that will be considered authorized for distribution when the contingency requirements are met. At December 31, 2017, these conditional commitments approximated $2.3 million. In addition to these conditional commitments, it is the practice of the Foundation to continue scholarship grants for up to four years, provided the student continues successfully in school.

The Foundation has a noncancellable operating lease for office space which will require payments of approximately $251,000 a year for the years ending December 31, 2017 through December 31, 2025. The lease terminates on March 31, 2026.

NOTE 10 – NET ASSETS

The Foundation's net assets without donor restrictions include the following fund categories as of December 31:

	2017	2016
Donor advised grant funds	$ 87,304,410	$ 75,554,098
Unrestricted grant funds	75,288,990	69,524,957
Field of interest grant funds	60,229,099	55,783,579
Designated grant funds	50,986,613	45,823,096
Scholarship grant funds	31,254,095	28,327,053
Operating	1,429,314	1,559,634
	306,492,521	276,572,417
Undesignated	3,698,845	3,391,457
Total net assets without donor restrictions	310,191,366	279,963,874

The Foundation's net assets with donor restrictions include the following as of December 31:

Contributions receivable – time restricted	30,141,535	15,581,113
Beneficial interest in insurance trust – time restricted	372,263	365,178
Total net assets with donor restrictions	30,513,798	15,946,291
Total net assets	$ 340,705,164	$ 295,910,165

NOTE 11 – TAX STATUS OF THE FOUNDATION

Internal Revenue Service regulations accord certain qualifying community foundations special status as publicly supported charities. Consequently, the Hampton Roads Community Foundation is not classified as a private foundation and accordingly not subject to excise taxes on its net investment income under Section 4940 of the Internal Revenue Code. In addition, the Foundation and its supporting organization have qualified under Section 501(c)(3) of the Internal Revenue Code as organizations exempt from taxes on net income, with the exception of unrelated business income earned on certain investments.

The Foundation's investments include alternative investments that can generate unrelated business income. The taxes on such income is generally immaterial to the financial statements and when applicable is charged against the related investment income. The Foundation paid $42,000 and $360,000 during the years ended December 31, 2017 and 2016, respectively, and does not expect to have any unrelated business income reported for the year ended December 31, 2017.

The Foundation’s tax returns are generally subject to examination by authorities for a period of three years from the date they are filed and, consequently, the Foundation’s tax returns filed for the years December 31, 2016, 2015, and 2014 remain subject to examination.

NOTE 12 – EMPLOYEE BENEFIT PLAN

The Foundation maintains a 401(k) plan which covers substantially all employees. During the years ended December 31, 2017, 2016, and 2015 the Foundation incurred plan expenses of $76,544, $76,037 and $74,048, respectively.

NOTE 13 – NATURAL AND FUNCTIONAL CLASSIFICATION OF EXPENSES

The Foundation's expenses are presented in the statement of activities on a functional basis. The Foundation's natural expenses contain certain categories of expenses that are attributable to one or more program or supporting functions and, accordingly, these expenses require allocation on a reasonable basis that is consistently applied. Expenses that are allocated include salaries and benefits, depreciation and occupancy, and software support among others. Expenses by function, disaggregated to show the natural expense classifications, consist of the following for the year ended December 31:

December 31, 2017:	**Program**	**Management and General**	**Development**	**Total**
Direct grant expenses	$ 15,256,554	$ -	$ -	$ 15,256,554
Salaries	733,901	640,779	317,723	1,692,403
Payroll taxes and employee benefits	135,919	116,189	53,974	306,082
Professional fees and other services	69,130	183,967	34,873	287,970
Rent	106,598	81,968	47,584	236,150
Printing and communications	8,848	23,809	127,833	160,490
Software support, service contracts and maintenance	59,132	45,470	26,396	130,998
Depreciation	50,421	38,771	22,507	111,699
Other	82,856	54,527	87,876	225,259
	$ 16,503,359	$ 1,185,480	$ 718,766	$ 18,407,605

December 31, 2016:	**Program**	**Management and General**	**Development**	**Total**
Direct grant expenses	$ 14,655,789	$ -	$ -	$ 14,655,789
Salaries	714,718	591,157	307,514	1,613,389
Payroll taxes and employee benefits	131,641	110,935	54,876	297,452
Professional fees and other services	287,580	49,408	60,658	397,646
Rent	88,850	66,374	43,500	198,724
Printing and communications	1,472	21,051	107,400	129,923
Software support, service contracts and maintenance	57,328	42,825	28,067	128,220
Depreciation	29,150	21,776	14,272	65,198
Other	74,203	44,274	81,085	199,562
	$ 16,040,731	$ 947,800	$ 697,372	$ 17,685,903

December 31, 2015:	**Program**	**Management and General**	**Development**	**Total**
Direct grant expenses	$ 18,819,423	$ -	$ -	$ 18,819,423
Salaries	544,683	536,146	287,769	1,368,598
Payroll taxes and employee benefits	111,201	113,628	50,708	275,537
Professional fees and other services	687,610	75,674	36,317	799,601
Rent	62,687	54,941	35,454	153,082
Printing and communications	1,414	22,274	101,881	125,569
Software support, service contracts and maintenance	45,458	39,841	25,709	111,008
Depreciation	20,213	17,716	11,432	49,361
Other	76,901	51,926	78,406	207,233
	$ 20,369,590	$ 912,146	$ 627,676	$ 21,909,412