



Certified Public Accountants
and Financial Advisors

**Carrington Charitable Foundation
and Subsidiary**

Consolidated Financial Statements
December 31, 2018

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditor's Report	1
Consolidated Statement of Financial Position	3
Consolidated Statement of Activities and Changes in Net Assets	4
Consolidated Statement of Cash Flows	5
Notes to Consolidated Financial Statements	6
Supplementary Financial Information	
Details of Major Fundraising Activities	13

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Carrington Charitable Foundation

Report on Financial Statements

We have audited the accompanying consolidated financial statements of Carrington Charitable Foundation and Subsidiary (collectively the "Foundation"), which comprise the consolidated statement of financial position as of December 31, 2018, and the related consolidated statements of activities and changes in net assets, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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 audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated 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 as of December 31, 2018, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying supplementary financial information (Details of Major Fundraising Activities) is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

As discussed in Note 2 to the financial statements, the Foundation adopted Financial Accounting Standards Boards (FASB) Accounting Standards Update 2016-14, Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities, which changed various presentation and disclosure requirements.

Our opinion is not modified with respect to these matters.

SQUAR MILNER LLP

Irvine, California
November 5, 2019

CARRINGTON CHARITABLE FOUNDATION AND SUBSIDIARY
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
December 31, 2018

ASSETS

ASSETS

Cash	\$ 1,565,617
Donations receivable	274,572
Prepaid expenses	95,045
Real property, held for sale	<u>580,833</u>
 Total assets	 <u><u>\$ 2,516,067</u></u>

LIABILITIES AND NET ASSETS

LIABILITIES

Grants payable	\$ 1,535
Accrued expenses	304,938
Total liabilities	<u>306,473</u>

NET ASSETS

Without donor restrictions	<u>2,209,594</u>
Total net assets	<u>2,209,594</u>
 Total liabilities and net assets	 <u><u>\$ 2,516,067</u></u>

CARRINGTON CHARITABLE FOUNDATION AND SUBSIDIARY
CONSOLIDATED STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS
For the Year Ended December 31, 2018

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
Revenues			
Fundraising	\$ 1,631,392	\$ 58,710	\$ 1,690,102
Contributed services	395,887	–	395,887
Auction proceeds	743,568	–	743,568
Net unrealized gain, real property held for sale	211,077	–	211,077
Other	83,304	–	83,304
Total revenues	<u>3,065,228</u>	<u>58,710</u>	<u>3,123,938</u>
Expenses			
Donations and grants	1,411,294	2,195	1,413,489
Fundraising activities	1,138,404	–	1,138,404
Program activities	854,562	56,515	911,077
Allocated administrative	395,887	–	395,887
Other	75,494	–	75,494
Total expenses	<u>3,875,641</u>	<u>58,710</u>	<u>3,934,351</u>
Change in Net Assets	(810,413)	–	(810,413)
Net Assets – beginning of year	<u>3,020,007</u>	<u>–</u>	<u>3,020,007</u>
Net Assets – end of year	<u>\$ 2,209,594</u>	<u>\$ –</u>	<u>\$ 2,209,594</u>

CARRINGTON CHARITABLE FOUNDATION AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS
For the Year Ended December 31, 2018

CASH FLOWS FROM OPERATING ACTIVITIES

Change in net assets	\$ (810,413)
Adjustment to reconcile change in net assets to net cash used in operating activities:	
Amortization and depreciation	8,781
Unrealized gain on real property held for sale	(211,077)
Changes in operating assets and liabilities:	
Donations receivable	125,551
Grants payable	1,535
Accrued expenses	7,842
Prepaid expenses	130,372
Net cash used in operating activities	<u>(747,409)</u>
Net decrease in cash	(747,409)
CASH – beginning of year	<u>2,313,026</u>
CASH – end of year	<u><u>\$ 1,565,617</u></u>
SUPPLEMENTAL DISCLOSURE OF NONCASH TRANSACTIONS	
Contributed services	<u><u>\$ 395,887</u></u>

CARRINGTON CHARITABLE FOUNDATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2018

1. ORGANIZATION AND CHARITABLE MISSION

Carrington Charitable Foundation (the “Foundation” or “CCF”) was incorporated in Delaware on March 9, 2010 and is exempt from federal and state income taxes under Section 501(a) of the Internal Revenue Code. The Foundation is a nonprofit organization classified under Section 501(c)(3) as a public charity and is registered in the states of California, New York, Indiana and Connecticut. The Foundation has also been classified as an entity that is not a private foundation within the meaning of Section 509(a) and qualifies for deductible contributions provided in Section 170(b)(1)(A)(vi). The financial support for the Foundation is derived through contributions from individuals and corporations and through fundraising activities.

The Foundation’s objective is to partner with associates of the Carrington family of companies to reach out to those in need. CCF will support charities through the collective efforts of the CCF Board of Directors and associates of the Carrington family of companies in an effort to encourage associate participation and maximize contributions to those charities. CCF seeks to promote giving back to the community through support of the chosen charities which reflect the interests and passions of Carrington associates.

The Foundation’s donations are primarily focused toward other 501(c)(3) organizations based on the interests of Carrington associates. All donations are determined through the combined efforts of the Foundation’s Board of Directors and Advisory Board Members.

Carrington House Property Donation Company, LLC (“CHPDC”) was formed in Delaware on January 22, 2014 and is a wholly owned subsidiary of the Foundation. The objective of CHPDC is to partner with institutions that will support the efforts of CCF in connection with wounded military veteran causes. CHPDC’s primary contributor has been a large financial institution that has donated primarily single-family properties for rehabilitation and resale. From the inception of the Foundation through December 31, 2018, the proceeds from the sale of all contributed real property totaled \$2,544,166.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Method of Accounting

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

Basis of Presentation

The Foundation follows authoritative guidance for financial reporting for not-for-profit organizations. This guidance requires that net assets, revenues, gains, expenses and losses be classified as without donor restrictions and with donor restrictions as applicable. The Foundation reports gifts and other donated assets as donor restrictions if they are received with donor stipulations that limit the use of the donated gifts and assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, with donor restricted net assets are reclassified to without donor restricted net assets and reported in the statement of activities as net assets released from restrictions.

CARRINGTON CHARITABLE FOUNDATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2018

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of Presentation (continued)

A summary of the net asset categories included in the accompanying consolidated financial statements is as follows:

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

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

Contributions

Contributions received are recorded as net assets without donor restrictions or net assets with donor restrictions depending on the existence and/or nature of any donor restrictions. Donor restricted contributions for which the restriction has been satisfied in the same reporting period as the contribution was received are recorded as net assets without donor restrictions support. Conditional contributions are recorded as support in the period the condition is met. Such contributions are required to be reported as net assets with donor restrictions support and are then reclassified to net assets without donor restrictions upon expiration of the restrictions, usually when the funds are spent.

Use of Estimates

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

Principles of Consolidation

The accompanying consolidated financial statements include accounts of the Foundation and its wholly owned subsidiary, CHPDC. All inter-company balances and transactions have been eliminated in consolidation.

Cash

The Foundation considers those investments that are highly liquid, readily convertible to cash and which mature within three months from the original date of purchase, to be cash equivalents. There were no cash equivalents as of December 31, 2018. The estimated fair market value of cash is equal to its carrying amounts as of December 31, 2018.

CARRINGTON CHARITABLE FOUNDATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2018

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Donations Receivable

Unconditional promises to give that are expected to be collected within one year are recorded at their estimated net realizable value. At December 31, 2018, donations receivable were \$274,572. There were no unconditional promises to give expected to be collected beyond one year.

Real Property, Held for Sale

Properties are classified as held for sale when management has the intent to sell the property, and are measured at net realizable value ("NRV"), which is the property's fair value based upon broker price opinions from unrelated third parties, less an estimated selling cost.

Grants Payable

Unconditional promises to give that are expected to be paid within one year are recorded at their estimated net realizable value. At December 31, 2018, grants payable were \$1,535.

Investments at Fair Market Value

Debt securities and marketable equity securities are measured at fair value based upon quoted market prices. Realized and unrealized gains and losses and interest and dividends on marketable securities are reported as investment income unless the income or loss is restricted by donor or law.

Concentrations of Credit Risk

The Foundation currently maintains substantially all of its cash with one major financial institution. At times, the cash balance may be in excess of the amounts insured by the Federal Deposit Insurance Corporation ("FDIC"). Financial instruments which potentially subject the Foundation to concentrations of credit risk consist solely of cash, although the Foundation's policy allows for investments, which would be managed within guidelines established by the Foundation's Board of Directors. This policy limits the amounts which may be invested in any one issue.

Support and Revenue Recognition

The Foundation records revenues and contributions on the accrual basis of accounting. Contributions are recognized as public support pursuant to the terms of the gifts. Unless specifically restricted by the donor, all contributions are considered available for the Foundation's discretionary use.

The Foundation typically holds two major fundraising events each year for which various businesses and individuals are solicited for donations of goods and/or services and participation.

Other major sources of revenue include Carrington employee and corporate donations.

CARRINGTON CHARITABLE FOUNDATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2018

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Designated Donations and Functional Allocation of Expenses

The Foundation's Board of Directors approves specific donations, scholarships and grants.

The Foundation receives donated services from the Carrington family of companies for various administrative and corporate support services. The Foundation records these donated services at their fair market value based on an allocation of cost as determined by management of the Foundation and the Carrington family of companies. Management of the Foundation believes these allocations to be reasonable.

The Carrington family of companies also provides support to the Foundation's fundraising activities through direct payment of fundraising expenses. These amounts are considered revenues and expenses of the Foundation.

All other expenses of the Foundation are considered operating expenses incurred in fundraising, providing financial and other beneficial support to various charitable programs and in administering the Foundation.

Income Taxes

The Foundation is exempt from federal income and state franchise taxes under Section 501(c)(3) of the Internal Revenue Code and corresponding state revenue and taxation statutes. Accordingly, no provision for income taxes has been made. However, in accordance with GAAP, the Foundation is required to determine whether a tax position is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The tax benefit to be recognized is measured as the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. De-recognition of a tax benefit previously recognized could result in the Foundation recording a tax liability that would reduce net assets. The Foundation does not believe it has any unrecognized tax benefits at December 31, 2018.

Subsequent Events

The Foundation has evaluated subsequent events through November 5, 2019, the date these consolidated financial statements were available to be issued. Subsequent events are events or transactions that occur after the date of the consolidated statement of financial position but before consolidated financial statements are issued. The Foundation recognizes in the consolidated financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the consolidated statement of financial position, including the estimates inherent in the process of preparing the consolidated financial statements. The Foundation's consolidated financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the consolidated statement of financial position but arose after the date of financial position and before consolidated financial statements are available to be issued.

CARRINGTON CHARITABLE FOUNDATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2018

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Recently Adopted Accounting Pronouncements

In August 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Update (“ASU”) 2016-14, an accounting standard which changed the presentation and disclosure requirements for not-for profit entities. These changes include qualitative and quantitative requirements in net asset classes, investment return, expenses, liquidity and availability of resources, and presentation of operating cash flows. These amendments provide more relevant information about the entity’s resources and the changes in those resources to donors, grantors, creditors, and other users. The amendments in this update are effective for annual financial statements issued for fiscal years beginning after December 15, 2017. The Foundation has adopted this update as of December 31, 2018 and has reflected the change within its consolidated financial statements and the related footnote disclosures.

3. EXPENSES BY NATURE AND FUNCTION AND AVAILABLE LIQUIDITY

The table below presents expenses by both their nature and their function for the year ended December 31, 2018.

	<u>Program- Related Expenses</u>	<u>Support Services</u>	<u>Total</u>
Donations and Grants	\$ 1,413,489	\$ —	\$ 1,413,489
Fundraising	1,138,404	—	1,138,404
Building supplies and construction	893,818	—	893,818
Administrative	360,198	35,689	395,887
Office	45,480	3,871	49,351
Depreciation and amortization	8,781	—	8,781
Information technology	—	18,158	18,158
Other	5,609	—	5,609
Insurance	5,023	—	5,023
Professional services	—	4,035	4,035
Advertising	785	—	785
License fees and taxes	51	960	1,011
Total functional expenses	<u>\$ 3,871,638</u>	<u>\$ 62,713</u>	<u>\$ 3,934,351</u>

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the balance sheet date, comprise the following:

Cash	\$ 1,565,617
Donations receivable	<u>274,572</u>
Total	<u>\$ 1,840,189</u>

CARRINGTON CHARITABLE FOUNDATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2018

3. EXPENSES BY NATURE AND FUNCTION AND AVAILABLE LIQUIDITY (continued)

The Foundation's cash is held in a combination of checking accounts. None of the financial assets are subject to donor or other contractual restrictions that make them unavailable for general expenditure within one year of the balance sheet date. The donations receivable are subject to implied time restrictions but are expected to be collected within one year.

4. DESCRIPTION OF PROGRAM SERVICES AND MAJOR ACTIVITIES

The Foundation's military veteran-focused Signature Programs offer diverse support for U.S. military veterans by providing support under the principles of Mobility, Stability, Purpose and Prosperity. CCF provides Mobility by financially supporting the Veteran's Airlift Command, ensuring Stability by building and/or retrofitting custom, adaptive homes for injured military veterans through Carrington House, and promotes Purpose and Prosperity by providing military veterans with new entrepreneurship opportunities and supporting other nonprofit organizations focused on assisting military veterans' return to civilian life.

Mobility - Veterans Airlift Command

CCF supports the Veterans Airlift Command ("VAC"). Working with a network of volunteer aircraft owners and pilots, the VAC provides free private air transportation for military veterans of the Iraq and Afghanistan conflicts and their families. For the past nine years, Carrington Aviation has participated on missions with aircraft and crew, transporting heroes to medical facilities for treatment and reuniting them with their loved ones.

Stability - Carrington House

Carrington House strives to provide wounded military veterans of the Iraq and Afghanistan conflicts a home to make their own and modified to their particular needs. The program includes one contributed real property located near a key military hospital, which was converted into temporary housing for severely wounded military veterans during the post-injury recovery process. The program also includes contributed real properties, which are rehabilitated and sold. Beginning in early 2017, the Foundation launched a program to grant new or substantially modified and individually adapted retrofitted homes to qualifying wounded military veteran families, to enable the wounded military veterans and their families to live independently and overcome the new challenges in their lives resulting from their injuries sustained while serving our country.

Each home is designed to meet the special needs of each severely wounded military veteran and their family. All of the money raised for Carrington House is allocated directly toward home construction. To date, Carrington House has helped build six adaptive homes for severely wounded military veterans across the United States with two additional homes currently under construction.

Stability - Property Donations

Property donations consist primarily of single-family dwellings that are rehabilitated and sold. The proceeds from the sale of these properties are used to construct new homes for severely wounded military veterans.

CARRINGTON CHARITABLE FOUNDATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2018

4. DESCRIPTION OF PROGRAM SERVICES AND MAJOR ACTIVITIES (continued)

Stability - Property Donations (continued)

Prior to 2018, a majority of properties held by the Foundation were donated by Bank of America. As of the end of 2016, all acquired properties were sold.

Purpose and Prosperity - Veteran Support Programs

The Veterans Support Program provides military veterans with guidance and support needed to rejoin civilian life through job-search assistance, business-plan consulting, counseling, and treatment referrals. CCF's Purpose and Prosperity programs provide grants to veteran-focused nonprofits such as GallantFew, which provides one-on-one mentoring to military veterans by veterans; The Honor Foundation, which aids U.S. Navy SEALs and U.S. Special Operations service member's transition to a life after service; and The SSG Travis Mills Foundation, a retreat which encourages post 9/11 combat wounded Veteran's suffering from amputations and spinal cord injuries to participate in outdoor activities on and around the retreat's property.

Other Donations and Grants

These proceeds include general donations received outside of the major programs described above, and donations and grants made by the Foundation to other non-profit organizations and community charities.

5. RELATED PARTY TRANSACTIONS

The Foundation receives certain administrative and corporate support from the Carrington family of companies in the form of personnel, office space and office equipment. Such amounts are allocated to the Foundation and recorded as contributed services, revenues, and allocated administrative expenses in the accompanying consolidated statement of activities and changes in net assets. During the year ended December 31, 2018, the Foundation recorded contributed services of \$395,887 from the Carrington family of companies. In addition, the Foundation receives cash donations from the Carrington family of Companies in connection with major fundraising activities. During the year ended December 31, 2018, the Foundation received \$100,000 from the Carrington family of companies and \$378,433 from Carrington employees. Of these donations, \$100,000 is included under auction proceeds and the remaining amount is included in fundraising revenues on the accompanying consolidated statement of activities and changes in net assets.

SUPPLEMENTARY FINANCIAL INFORMATION

CARRINGTON CHARITABLE FOUNDATION AND SUBSIDIARY
DETAILS OF MAJOR FUNDRAISING ACTIVITIES
For the Year Ended December 31, 2018

	<u>Golf Tournament</u>	<u>Auction</u>
REVENUES		
Sponsor and fundraising	\$ 1,009,346	\$ -
Auction proceeds	-	330,101
Donations	123,438	321,788
Total revenues	<u>1,132,784</u>	<u>651,889</u>
EXPENSES		
Facilities and catering	679,736	-
Merchandise and gifts	104,259	-
Supplies and rentals	14,427	-
Photography	41,727	-
Entertainment	10,006	-
Auction expenses	-	98,449
Total expenses	<u>850,155</u>	<u>98,449</u>
NET FUNDS RAISED BY GOLF TOURNAMENT AND AUCTION	<u>\$ 282,629</u>	<u>\$ 553,440</u>

	<u>East Coast Gala</u>	<u>Auction</u>
REVENUES		
Sponsor and fundraising	\$ 169,021	\$ -
Auction proceeds	-	91,679
Donations	30,517	-
Total revenues	<u>199,538</u>	<u>91,679</u>
EXPENSES		
Facilities and catering	94,971	-
Merchandise and gifts	9,818	-
Supplies and rentals	38,762	-
Photography	4,647	-
Entertainment	12,100	-
Auction expenses	-	25,226
Total expenses	<u>160,298</u>	<u>25,226</u>
NET FUNDS RAISED BY EAST COAST GALA AND AUCTION	<u>\$ 39,240</u>	<u>\$ 66,453</u>