Financial Report September 30, 2022

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#### **Independent Auditor's Report**

To the Board of Directors CS Fund

#### Opinion

We have audited the financial statements of CS Fund (the "Fund"), which comprise the balance sheet as of September 30, 2022 and 2021 and the related statements of activities and changes in net assets, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as of September 30, 2022 and 2021 and the changes in its net assets, functional expenses, and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

#### **Basis for Opinion**

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

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

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

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

#### Auditor's Responsibilities for the Audits 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 auditor's 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 audits conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.



To the Board of Directors CS Fund

In performing audits in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audits.
- 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 audits 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
  Fund'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 Fund'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 audits, significant audit findings, and certain internal control-related matters that we identified during the audits.

Alante & Moran, PLLC

April 10, 2023

## Balance Sheet

## September 30, 2022 and 2021

	 2022	 2021
Assets		
Cash and cash equivalents Investments (Note 3) Prepaid expenses Accrued interest and dividends	\$ 286,652 6,442,082 3,435 1,541	\$ 119,351 8,399,824 3,785 856
Total assets	\$ 6,733,710	\$ 8,523,816
Liabilities and Net Assets		
Liabilities Accounts payable Grants payable (Note 4) Accrued liabilities	\$ 5,714 1,458,631 48,899	\$ 5,237 734,500 68,906
Total liabilities	1,513,244	808,643
Net Assets - Without donor restrictions	 5,220,466	 7,715,173
Total liabilities and net assets	\$ 6,733,710	\$ 8,523,816

# Statement of Activities and Changes in Net Assets

## Years Ended September 30, 2022 and 2021

	2022	2021
Changes in Net Assets without Donor Restrictions Revenue, gains, and other support: Contributions (Note 8)	\$ 3,400,000 \$	2,000,000
Grant administration (Note 8) Net investment return (Note 5)	 383,601 (1,302,616)	389,587 1,732,561
Total revenue, gains, and other support	2,480,985	4,122,148
Expenses: Program services Support services - Management and general	 4,198,100 777,592	2,457,619 497,817
Total expenses	 4,975,692	2,955,436
(Decrease) Increase in Net Assets without Donor Restrictions	(2,494,707)	1,166,712
Net Assets - Beginning of year	 7,715,173	6,548,461
Net Assets - End of year	\$ 5,220,466 \$	7,715,173

## Statement of Functional Expenses

## Year Ended September 30, 2022

	Program Services		Support Services		 Total	
Grants	\$	3,607,431	\$	-	\$ 3,607,431	
Employee/Director costs		590,669		303,152	893,821	
Office costs		-		49,728	49,728	
Travel		-		67,705	67,705	
Learning		-		40,686	40,686	
Professional costs and fees		-		190,262	190,262	
Taxes		-		27,893	27,893	
Other		-		98,166	 98,166	
Total functional expenses	\$	4,198,100	\$	777,592	\$ 4,975,692	

## Statement of Functional Expenses

## Year Ended September 30, 2021

Program Services		Support Services	 Total	
Grants	\$	2,006,200	\$ -	\$ 2,006,200
Employee/Director costs		451,419	326,395	777,814
Office costs		-	50,287	50,287
Travel		-	1,938	1,938
Learning		-	1,649	1,649
Professional costs and fees		-	55,858	55,858
Taxes		-	1,316	1,316
Other		-	 60,374	 60,374
Total functional expenses	\$	2,457,619	\$ 497,817	\$ 2,955,436

## Statement of Cash Flows

## Years Ended September 30, 2022 and 2021

		2022	2021
Cash Flows from Operating Activities (Decrease) increase in net assets Adjustments to reconcile (decrease) increase in net assets to net cash and cash equivalents from operating activities:	\$	(2,494,707) \$	1,166,712
Realized and unrealized losses (gains) on investments Contributed investment securities Changes in operating assets and liabilities that provided (used) cash and cash equivalents:		1,574,907 (2,121,073)	(1,624,321) (699,963)
Accounts receivable Prepaid expenses Accrued interest and dividends Accounts payable Grants payable Accrued and other liabilities		- 350 (685) 477 724,131 (20,007)	1,500 (350) 57 4,497 84,500 14,882
Net cash and cash equivalents used in operating activities		(2,336,607)	(1,052,486)
Cash Flows from Investing Activities Purchases of investments Proceeds from sales of investments		(531,918) 3,035,826	(973,479) 896,922
Net cash and cash equivalents provided by (used in) investing activities	l 	2,503,908	(76,557)
Net Increase (Decrease) in Cash and Cash Equivalents		167,301	(1,129,043)
Cash and Cash Equivalents - Beginning of year		119,351	1,248,394
Cash and Cash Equivalents - End of year	\$	286,652 \$	119,351
Significant Noncash Transactions - Contributed investment securities	\$	2,121,073 \$	699,963

#### September 30, 2022 and 2021

### Note 1 - Nature of Business

CS Fund (the "Fund") is a not-for-profit tax-exempt private foundation, as defined under Sections 501(c)(3), 509(a), and 4924(j)(3) of the Internal Revenue Code. The Fund distributes funds for philanthropic purposes. Distribution of funds is made to other tax-exempt organizations through a grant-making program.

Throughout its history, the Fund has been dedicated to progressive social change: protecting human and environmental health, preserving biodiversity, preventing the commodification of life, and defending democracy. The Fund is committed to addressing root causes of problems and supporting systemic solutions. Current grants focus on four main areas: food sovereignty, emerging technology, rights and governance, and supporting a just transition to a regenerative economy.

#### Food Sovereignty

Grant-making in this area is focused on preserving native and heirloom seeds, building healthy and fertile soils, and protecting and restoring the populations and diversity of native pollinators. This program makes most of its grants to organizations in the global south promoting traditional agricultural knowledge and agroecological practices.

#### Emerging Technology

Grant-making in this area is focused on promoting precautionary assessment, regulation and oversight of nanotechnology, synthetic biology, and geoengineering.

#### Rights and Governance

Grant-making in this area is focused on protecting the right to dissent; making the federal government more open, effective, and accountable; ensuring that U.S. national security policies respect the rule of law; building a progressive movement to counter conservative and corporate influence in the courts; and making the rules of international trade more democratic, just, and sustainable.

#### Just Transitions

Grant-making in this area is focused on the building of 'connective tissue' across different movement sectors and geographic regions to transition from our current extractive, supremacist culture to one of justice, joy, belonging, and liberation. The program funds movement and grassroots work domestically and internationally by bridging work across Climate Justice; Food Sovereignty; Agrarian Land Reform; Indigenous Sovereignty; Digital and Data Justice; Black, African, and Afrodescendent Liberation; LGBTQIA+ Justice; Worker Justice; Disability Justice; Grassroots Democracy; Solidarity Economy; and more.

### Note 2 - Significant Accounting Policies

#### Cash Equivalents

The Fund considers short-term money market funds and other highly liquid investments with original maturities of three months or less when purchased to be cash equivalents. Cash equivalents that are held in the investment portfolio are included in investments on the balance sheet.

#### Investments

Investments in stocks and mutual funds are stated at current quoted market values.

Investments in partnerships, which are not readily marketable, are carried at estimated fair market values, as provided by the various investment managers. Those estimated fair values may differ significantly from the values that would have been used had a ready market for these securities existed.

#### September 30, 2022 and 2021

### Note 2 - Significant Accounting Policies (Continued)

#### Grants Payable

The Fund makes unconditional promises to give, which are recognized at the time of formal approval by the full board of directors. Conditional grants, if any, are expensed when such conditions are substantially met.

#### **Classification of Net Assets**

Net assets of the Fund are classified based on the presence or absence of donor-imposed restrictions.

Net assets without donor restrictions: Net assets that are not subject to donor-imposed restrictions or for which the donor-imposed restrictions have expired or been fulfilled. Net assets in this category may be expended for any purpose in performing the primary objectives of the Fund. All net assets of the Fund are without donor restrictions.

#### Contributions

Contributions of cash and other assets, including unconditional promises to give in the future, are reported as revenue when received, measured at fair value. All contributions received by the Fund are without donor-imposed restrictions.

#### Functional Allocation of Expenses

Costs of providing the program and support services have been reported on a functional basis in the statement of activities and changes in net assets. Employee and director costs are allocated on the basis of time and effort. Other expenses are reported on the basis of the program or support service that used the related asset or service. Although the methods of allocation used are considered appropriate, other methods could be used that would produce different amounts.

#### Income Taxes

The Fund is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code (the "Code") and is exempt from federal income tax under Section 501(c)(3) of the Code. In accordance with the provisions of the Tax Reform Act of 1969 (the "Act"), the Fund is subject to an excise tax on net investment income, including realized gains, as defined in the Act.

#### Risks and Uncertainties

The Fund invests in various investment securities. 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 values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

#### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

#### September 30, 2022 and 2021

### Note 2 - Significant Accounting Policies (Continued)

#### **Upcoming Accounting Pronouncement**

In February 2016, the Financial Accounting Standards Board issued ASU No. 2016-02, *Leases*, which will supersede the current lease requirements in ASC 840. The ASU requires lessees to recognize a right-ofuse asset and related lease liability for all leases, with a limited exception for short-term leases. Leases will be classified as either finance or operating, with the classification affecting the pattern of expense recognition in the statement of operations. Currently, leases are classified as either capital or operating, with only capital leases recognized on the balance sheet. The reporting of lease-related expenses in the statements of activities and changes in net assets and cash flows will be generally consistent with the current guidance. The effects on the changes in net assets are not expected to be significant, as recognition and measurement of expenses and cash flows for leases will be substantially the same under the new standard, which will be effective for the Fund's year ending September 30, 2023.

#### Subsequent Events

The financial statements and related disclosures include evaluation of events up through and including April 10, 2023, which is the date the financial statements were available to be issued.

#### **Note 3 - Fair Value Measurements**

The Fund categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the assets.

Level 1 inputs are quoted prices in active markets for identical assets that the Fund has the ability to access.

Level 2 inputs are significant other observable inputs, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets and other inputs, such as interest rates and yield curves, that are observable at commonly quoted intervals.

Level 3 inputs are significant unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

Investments that are measured at fair value using net asset value per share (NAV) (or its equivalent) as a practical expedient are not classified in the fair value hierarchy.

In instances where inputs used to measure fair value fall into different levels in the fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Fund's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

September 30, 2022 and 2021

## Note 3 - Fair Value Measurements (Continued)

The Fund has the following recurring fair value measurements as of September 30, 2022:

	Assets Measured at Fair Value on a Recurring Basis at September 30, 2022						
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Investments Valued at NAV	Balance at September 30, 2022			
Assets							
Investment stocks: Chemicals and natural resources Communication Commercial banks	\$ 209,699 31,801 172,140	\$ - - -	\$	\$     209,699			
Total investment stocks	413,640	-	-	413,640			
Investment in mutual funds and pooled stock funds: Equity Fixed income Index funds Pooled stock funds	732,012 880,407 3,222,602 -	- - - 522,864	- - -	732,012 880,407 3,222,602 522,864			
Total investment in mutual funds and pooled stock funds	4,835,021	522,864	-	5,357,885			
Investment in partnerships - Venture capital partnerships		<u> </u>	124,707	124,707			
Total assets	\$ 5,248,661	\$ 522,864	\$ 124,707	\$ 5,896,232			

September 30, 2022 and 2021

## Note 3 - Fair Value Measurements (Continued)

The Fund has the following recurring fair value measurements as of September 30, 2021:

	Assets Measured at Fair Value on a Recurring Basis at September 30, 2021							
	Quoted Prices in Active Markets for Identical Assets (Level 1)				Investments Valued at NAV		Balance at September 30, 2021	
Assets								
Investment stocks: Chemicals and natural								
resources Communication Commercial banks	\$	218,544 38,130 520,420	\$	-	\$	- - -	\$	218,544 38,130 520,420
Total investment stocks		777,094		-		-		777,094
Investment in mutual funds and pooled stock funds:								
Equity		551,643		-		-		551,643
Fixed income		988,868		-		-		988,868
Index funds		4,653,959				-		4,653,959
Pooled stock funds		-		629,691		-		629,691
Total investment in mutual funds and pooled stock funds		6,194,470		629,691		-		6,824,161
Investment in partnerships - Venture capital partnerships		-		-		104,605		104,605
Total assets	\$	6,971,564	\$	629,691	\$	104,605	\$	7,705,860

The tables above exclude cash equivalent balances of \$545,850 and \$693,964 as of September 30, 2022 and 2021, respectively, which are included in investments in the accompanying balance sheet.

The fair value of pooled stock funds as of September 30, 2022 and 2021 was determined primarily based on Level 2 inputs. The Fund estimates the fair value of these investments by using the quoted market prices of the underlying equity securities held within these pooled stock funds.

#### Investments in Entities that Calculate Net Asset Value per Share

The Fund holds shares or interests in investment companies where the fair value of the investments is measured on a recurring basis using net asset value per share (or its equivalent) of the investment companies as a practical expedient.

As of September 30, 2022 and 2021, the fair value, unfunded commitments, and redemption rules of those investments are as follows:

	S	eptember 30, 2022	S	September 30, 2021	_	5	September 30, 202	22
							Redemption	
						Unfunded	Frequency, if	Redemption
		Fair Value		Fair Value		Commitments	Eligible	Notice Period
Venture capital partnerships	\$	124,707	\$	104,605	\$	; -	Illiquid	N/A

#### September 30, 2022 and 2021

### Note 3 - Fair Value Measurements (Continued)

The venture capital partnerships category includes investments in funds that invest primarily, but not exclusively, in marketable securities, private securities, and preferred stock of domestic companies. The funds also invest in foreign equity securities. The fair values of the investments in this category have been estimated using net asset value per share of the investments. The typical life span of the venture capital partnerships is 10 to 12 years.

### Note 4 - Grants Payable

The following summarizes the changes in grants payable for the years ended September 30, 2022 and 2021:

	 2022	2021
Grants payable - Beginning of year Grants approved Payments made Change in present value discount	\$ 734,500 \$ 3,632,400 (2,883,300) (24,969)	650,000 2,006,200 (1,921,700) -
Grants payable - End of year	\$ 1,458,631 \$	734,500

Grants payable that are expected to be paid in future years (greater than one year) are recorded at their estimated future cash flows. The discount rate used in the September 30, 2022 present value calculations was 4.06 percent and is based on daily treasury yield curve rates.

The following schedule provides detail of future grant payments to be made as of September 30, 2022:

Years Ending September 30	Amount						
2023 2024 2025	\$	868,600 400,000 215,000					
Total	\$	1,483,600					

Conditional grants are expensed when such conditions are substantially met. Conditional grants approved for future payment, which are excluded from grants payable, totaled \$0 and \$20,000 at September 30, 2022 and 2021, respectively.

#### Note 5 - Net Investment Return

Net investment return is composed of the following for the years ended September 30:

	 2022	2021
Interest and dividends Net realized and unrealized (losses) gains Investment management fees	\$ 278,291 \$ (1,574,907) (6,000)	113,240 1,624,321 (5,000)
Total	\$ (1,302,616) \$	1,732,561

### **Note 6 - Operating Leases**

The Fund entered into an operating lease for office space during 2020 that expires on February 28, 2023. Subsequent to year end, the Fund renewed its office lease, and the new lease expires on March 31, 2025. Total rent expense under this lease was \$28,799 and \$27,686 for the years ended September 30, 2022 and 2021, respectively.

#### September 30, 2022 and 2021

### Note 6 - Operating Leases (Continued)

Future minimum annual commitments under this operating lease are as follows:

Years Ending September 30	 Amount			
2023 2024 2025	\$ 29,664 30,554 12,887			
Total	\$ 73,105			

### Note 7 - Retirement Plan

The Fund maintains a contributory retirement plan available for its employees and allows participants to make deferred investment contributions. The plan qualifies under the provision of Section 403(b) of the Internal Revenue Code. The Fund's contributions to the plan totaled \$15,736 and \$15,667 for the years ended September 30, 2022 and 2021, respectively.

### **Note 8 - Related Party Transactions**

The board of directors of the Fund is composed entirely of members who also serve as the board of directors of Warsh-Mott Legacy, a separate nonprofit organization. While the Fund and Warsh-Mott Legacy are under common control, neither organization has an economic interest in the other. Therefore, the two organizations are not consolidated for financial reporting purposes. The Fund shares space and staff with Warsh-Mott Legacy. Grant administration services totaling \$383,601 and \$389,587 were provided to Warsh-Mott Legacy during the years ended September 30, 2022 and 2021, respectively. There were no amounts owed from Warsh-Mott Legacy for these related party expenses as of September 30, 2022 and 2021.

MFO Management Company (MFO) provides investment, tax, and custodial services to the Fund. A member of the board of the Fund is also the chair of MFO. For the years ended September 30, 2022 and 2021, the Fund paid investment management fees to MFO totaling \$6,000 and \$5,000, respectively.

The Fund receives all of its contribution revenue from one individual who is a member of the Fund's board of directors. Contributions received totaled \$3,400,000 and \$2,000,000 for the years ended September 30, 2022 and 2021, respectively.

### Note 9 - Liquidity and Availability of Resources

The following reflects the Fund's financial assets as of September 30, reduced by amounts not available for general use because of contractual or donor-imposed restrictions within one year of the balance sheet date:

		2022	2021	
Cash and cash equivalents Investments Accrued interest and dividends	\$	286,652 \$ 6,442,082 1,541	119,351 8,399,824 856	
Financial assets - At year end		6,730,275	8,520,031	
Less those unavailable for general expenditures within one year due to investment redemption restrictions		124,707	104,605	
Financial assets available to meet cash needs for general expenditures within one year	\$	6,605,568 \$	8,415,426	

#### September 30, 2022 and 2021

### Note 9 - Liquidity and Availability of Resources (Continued)

The Fund has a goal to maintain financial assets, which consist of cash, short-term investments, and receivables, on hand to meet normal operating expenses. The Fund has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. In addition, the Fund invests in mutual funds and equities that are easily converted into cash. The Fund also realizes there could be unanticipated liquidity needs.