

STANLEY SMITH HORTICULTURAL TRUST

FINANCIAL STATEMENTS

December 31, 2018



STANLEY SMITH HORTICULTURAL TRUST

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INDEPENDENT AUDITORS' REPORT

To the Trustees
Stanley Smith Horticultural Trust

We have audited the accompanying financial statements of Stanley Smith Horticultural Trust, which comprise the statement of financial position of as December 31, 2018, and the related statements of activities and changes in net assets, and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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 financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the 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 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 financial statements referred to above present fairly in all material respects the financial position of Stanley Smith Horticultural Trust as of December 31, 2018, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

BPM LLP

San Francisco, California
June 24, 2019

STANLEY SMITH HORTICULTURAL TRUST

STATEMENT OF FINANCIAL POSITION

As of December 31, 2018

ASSETS

Cash	\$ 43,365
Investments, at fair value	15,573,924
Interest, dividends, and capital gains receivable	<u>31,100</u>
Total assets	<u>\$ 15,648,389</u>

LIABILITIES AND NET ASSETS

Liabilities:	
Accounts payable	\$ 25,080
Federal excise and other taxes payable	<u>2,337</u>
Total liabilities	27,417
Net assets without donor restrictions	<u>15,620,972</u>
Total liabilities and net assets	<u>\$ 15,648,389</u>

The accompanying notes are an integral part of these financial statements.

STANLEY SMITH HORTICULTURAL TRUST
STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS

For the year ended December 31, 2018

Net investment loss:	
Realized gains from the sale of investments, net	\$ 646,179
Unrealized loss on investments held, net	(2,046,326)
Dividends, interest and other income, net of investment expenses	<u>466,813</u>
Net investment loss before federal excise and other tax benefit	(933,334)
Federal excise and other tax benefit	<u>1,676</u>
Net investment loss	<u>(931,658)</u>
Expenses:	
Grants and grants management	776,251
General and administrative	<u>37,874</u>
Total expenses	<u>814,125</u>
Change in net assets	(1,745,783)
Net assets without donor restrictions, beginning of year	<u>17,366,755</u>
Net assets without donor restrictions, end of year	<u><u>\$ 15,620,972</u></u>

The accompanying notes are an integral
part of these financial statements.

STANLEY SMITH HORTICULTURAL TRUST

STATEMENT OF CASH FLOWS

For the year ended December 31, 2018

Cash flows from operating activities:	
Change in net assets	\$ (1,745,783)
Adjustments to reconcile change in net assets to net cash used in operating activities:	
Net realized gains and unrealized loss on investments	1,400,147
Deferred federal excise tax liability	(29,416)
Changes in operating assets and liabilities:	
Prepaid federal excise tax	8,122
Interest, dividends, and capital gains receivable	580
Accounts payable	(934)
Federal excise and other taxes payable	2,294
	<u> </u>
Net cash used in operating activities	<u>(364,990)</u>
Cash flows from investing activities:	
Proceeds from sale of investments	10,054,271
Purchase of investments	<u>(9,685,407)</u>
Net cash provided by investing activities	<u>368,864</u>
Change in cash	3,874
Cash, beginning of year	<u>39,491</u>
Cash, end of year	<u>\$ 43,365</u>
Supplemental disclosure of cash flow information:	
Federal excise taxes paid	<u>\$ 10,643</u>

The accompanying notes are an integral part of these financial statements.

STANLEY SMITH HORTICULTURAL TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2018

1. Organization

Stanley Smith Horticultural Trust (the “Trust”) was established in 1970 for the purpose of making grants to support research and education in ornamental horticulture, primarily in North and South America. The Trust has been classified by the Internal Revenue Service (“IRS”) as a private foundation, as defined in Section 509(a) of the Internal Revenue Code (“IRC”). The Trust may distribute principal or income, or both, for the purposes defined in the Trust agreement. The Trust complied with the IRS requirement to spend or distribute for charitable purposes a minimum of five percent of the average fair market value of its investment assets for the preceding year for the year ended December 31, 2018. The Trust is supported through investment income.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

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 the disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of income and expenses during the reporting period. Actual results may differ from those estimates.

Cash and Cash Equivalents

The Trust considers all highly liquid investments with maturities of three months or less at the date of purchase to be cash equivalents. The Trust had no cash equivalents as of December 31, 2018.

Concentration of Credit Risk

The Trust maintains cash balances with multiple banks, both directly and under a bank deposit program. Those cash balances are insured by the Federal Deposit Insurance Corporation for up to \$250,000 per insured bank. The Trust also may hold cash in a brokerage account, where it is insured by the Securities Investor Protection Corporation up to \$250,000 and by Lloyd’s of London up to an additional \$900,000. Cash balances may at times exceed these limits. To date, the Trust has not experienced any losses in these accounts.

Investments

Investments are stated at quoted market prices or estimated fair values. Gains or losses that result from market fluctuations are recognized in the period such fluctuations occur. Realized gains or losses that result from sales or maturities of investments are calculated on an adjusted cost basis. Dividend and interest income are accrued when earned. Indirect investment expenses of \$10,234 are included in dividends, interest and other income, net of investment expenses on the statement of activities for the year ended December 31, 2018.

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STANLEY SMITH HORTICULTURAL TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2018

2. Summary of Significant Accounting Policies, continued

Fair Value Measurements

Fair value is determined based on 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.

Receivables and liabilities are measured at carrying value which approximates fair value due to their short maturity.

Covered Calls

The use of call options is a part of the Trust's investment strategy. Covered calls are recorded at fair value and generally expire within one to three months from the original dates. Cash flows from covered calls are classified as an investing activity on the statement of cash flows.

Grants

Grants are expensed when the unconditional promise to give is approved by the Board of Trustees or management in certain cases. There were no conditional or multi-year promises to give during the year ended December 31, 2018.

Income Taxes

The Trust is a private foundation and is exempt from federal income taxes under Section 501(c)(3) of the IRC and from the California franchise and/or income taxes under Section 23701(d) of the California Revenue and Taxation Code. The Trust maintains its accounts and files its tax returns using the accrual method of accounting.

Private foundations are liable for an excise tax of 2% (1% if minimum payout requirements prescribed by the IRC are met) on net investment income, excluding unrealized gains. The Trust paid the 2% rate in 2018. Deferred excise taxes arise primarily from unrealized tax basis gains on investments and are calculated at the 2% rate by the Trust.

Risks and Uncertainties

The Trust invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risk. 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 investment values reported in the statement of financial position.

Continued

STANLEY SMITH HORTICULTURAL TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2018

2. Summary of Significant Accounting Policies, continued

Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-02, *Leases*. The objective of the update is to increase transparency and comparability among organizations by recognizing lease assets and liabilities on the balance sheet for leases with a lease term of more than 12 months. In addition, the update will require additional disclosures regarding key information about leasing arrangements. Under existing guidance, operating leases are not recorded as lease assets and lease liabilities on the balance sheet. The ASU will be effective for fiscal years beginning after December 15, 2019, with early adoption permitted. The Trust is currently evaluating the impact of the adoption of this accounting guidance on its financial statements.

In June 2018, the FASB issued ASU No. 2018-08, *Not-for-Profit Entities (Topic 958): Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made*. The ASU modifies the accounting for contributions to make it more clearly in distinguishing whether grants or contracts should be accounted for as non-reciprocal contributions, or as exchange transactions that follow revenue recognition accounting. For exchange transactions, the standard clarifies when each party directly receives commensurate value in the transaction, and how to deal with third party payers to a transaction. Additionally, the criteria for determining whether a contribution is conditional has been changed from a probability-based approach to one focused on barriers in an arrangement. The changes in this standard are likely going to result in more transactions being treated as conditional contributions, including those that were previously considered earned revenue as exchange transactions. The ASU is effective for annual financial statements issued for fiscal years beginning after December 15, 2018, with early adoption permitted. The Trust is currently evaluating the effects of adopting the standard.

Change in Accounting Principle

During the year ended December 31, 2018, the Trust adopted the requirements of the FASB’s ASU No. 2016-14, *Not-for-Profit Entities: Presentation of Financial Statements of Not-for-Profit Entities* (“ASU 2016-14”), required for annual reporting periods beginning after December 31, 2017. ASU 2016-14 addresses the complexity and understandability of net asset classification, deficiencies in information about liquidity and availability of resources, and the lack of consistency in the type of information provided about expenses and investment return between not-for-profit entities. A key change required by ASU 2016-14 are the net asset classes used in these financial statements. Amounts previously reported as unrestricted net assets are now reported as net assets without donor restrictions. A footnote on liquidity and availability has also been added.

3. Fair Value Measurements and Investments

Generally accepted accounting principles establish a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

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STANLEY SMITH HORTICULTURAL TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2018

3. Fair Value Measurements and Investments, continued

The following is a brief description of these three levels:

Level 1 – Quoted prices in active markets for identical assets.

Level 2 – Observable inputs other than quoted prices in active markets for identical assets, quoted prices for identical or similar assets in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets.

Level 3 – Inputs that are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset.

Level 1 investments have been valued at the closing price on the active market on which the securities are traded as of December 31, 2018.

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STANLEY SMITH HORTICULTURAL TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2018

3. Fair Value Measurements and Investments, continued

The following table presents the Trust's investments measured at fair value on a recurring basis as of December 31, 2018:

	Quoted Prices in Active Markets (Level 1)	Total
	<u> </u>	<u> </u>
U.S. common stocks:		
Consumer discretionary	\$ 292,355	\$ 292,355
Financials	699,472	699,472
Energy	275,040	275,040
Healthcare	186,840	186,840
Industrials	579,371	579,371
Information technology	1,877,165	1,877,165
Total U.S. common stocks	<u>3,910,243</u>	<u>3,910,243</u>
U.S. preferred stocks	<u>427,875</u>	<u>427,875</u>
U.S. equity funds:		
ETF	1,893,144	1,893,144
Mutual funds	1,772,218	1,772,218
Total U.S. equity funds	<u>3,665,362</u>	<u>3,665,362</u>
International equity funds:		
ETF	804,591	804,591
Mutual funds	1,484,184	1,484,184
Total U.S. fixed income	<u>2,288,775</u>	<u>2,288,775</u>
Marketable alternatives	<u>987,984</u>	<u>987,984</u>
Money market funds	<u>370,000</u>	<u>370,000</u>
Bank deposit program funds and cash	<u>492,441</u>	<u>492,441</u>
U.S. fixed income mutual funds	<u>3,095,012</u>	<u>3,095,012</u>
Total investments by fair value level	<u>\$ 15,237,692</u>	<u>\$ 15,237,692</u>
Investments measured at the net asset value ("NAV"):		
Private equity: real estate funds		<u>336,232</u>
Total investments		<u>\$ 15,573,924</u>

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STANLEY SMITH HORTICULTURAL TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2018

3. Fair Value Measurements and Investments, continued

The Trust uses the NAV to determine the fair value of all the underlying investments which do not have readily determinable fair values and prepare their financial statements consistent with the measurement principles of an investment company, or have attributes of an investment company.

The following table lists the investment in the real estate funds as of December 31, 2018:

Investment	Strategy	NAV in Fund	Number of Funds	Remaining Life	Unfunded Commitments
Real estate fund III	Domestic real estate related assets	\$ 162,569	1	7	\$ 714,820
Real estate fund III (2)	Domestic real estate related assets	\$ 173,663	1	6	\$ 525,000

As a limited partner in these closed-end real estate funds, the Trust may not withdraw from either real estate fund prior to the fund's dissolution.

4. Covered Calls

The Trust had written covered calls as part of its investment strategy. Included in equity securities as of December 31, 2017 were short calls on various securities. The 2017 calls expired on January 19, 2018. The Trust recognized \$19,010 of net gains related to derivative activity for the year ended December 31, 2018. These net gains are reported as net realized and unrealized gain on investments in the statement of activities.

5. Net Assets

Net assets on the statements of financial position are comprised of capital contributed to the Trust and the increase in value through investment activity. Net assets are all without donor restrictions and are comprised of the following for the years ended December 31, 2018:

Contributed capital	\$ 1,600,300
Contributions	5,479,274
Grants paid and payable	(20,327,256)
Increase in value since inception of the Trust, net of operating expenses	<u>28,868,654</u>
Total net assets without donor restrictions	<u><u>\$ 15,620,972</u></u>

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STANLEY SMITH HORTICULTURAL TRUST

NOTES TO FINANCIAL STATEMENTS

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6. Functional Expense Allocation

The indirect costs associated with certain expense have been allocated on a functional basis in the statement of activities. Certain expenses are not directly identifiable with one specific function. Therefore, these expenses require allocation on a reasonable basis that is consistently applied. The expenses that are allocated include the AdminiTrust fee, professional and consultant fees, trustee fees, and other expenses, all of which are allocated on the basis of estimates of time and use. The expenses were allocated for the year ended December 31, 2018 as follows:

	Grants and Grants Management	General and Administrative	Total
Grants	\$ 678,877	\$ -	\$ 678,877
Professional and consultants	63,429	28,762	92,191
AdminiTrust fee	23,953	8,038	31,991
Trustee fees	8,452	914	9,366
Other	1,540	160	1,700
	<u>\$ 776,251</u>	<u>\$ 37,874</u>	<u>\$ 814,125</u>

7. Tax Payout Requirement

The IRC requires private foundations to annually disburse approximately 5% of the market value of investment assets, less the federal excise tax, for the current year by the end of next year. This payout requirement may be satisfied by payments for grants, program-related investments, direct conduct of charitable activities, and certain administrative expenses. The Trust has met the required minimum distributions, but has undistributed income amounts that must be distributed before the end of the next fiscal year of approximately \$837,000 as of December 31, 2018.

8. Federal Excise and Other Tax Benefit

Federal excise tax benefit was calculated at a rate of 2% in 2018 and is included in the statement of activities for the year ended December 31, 2018 as follows:

Federal excise and other taxes benefit:	
Current federal excise tax	\$ 21,057
Deferred federal excise tax benefit	(29,416)
Foreign tax	<u>6,683</u>
Total federal excise and other tax benefit	<u>\$ (1,676)</u>

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STANLEY SMITH HORTICULTURAL TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2018

9. Liquidity

The Trust has a goal to maintain financial assets, which consist of cash and short-term investments, on hand to meet one year of normal operating expenses, which are, on average, approximately \$980,000. The Trust has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. In addition, as part of its liquidity management, the Trust invests cash in excess of daily requirements in various short-term investments, including short-term treasury instruments. Certain investments, including private equity investments are subject to contractual restrictions that make them unavailable for general expenditure within one year of the balance sheet date. The Trust has the following financial assets available to meet cash needs for general expenditures within one year as of December 31, 2018:

Cash	\$ 43,365
Investments, at fair value	15,573,924
Interest, dividends, and capital gains receivable	<u>31,100</u>
Total financial assets	15,648,389
Less:	
Private equity investments in real estate	(336,232)
Private equity investments in real estate, unfunded commitments	<u>(1,239,820)</u>
Financial assets available to meet cash needs for general expenditures within one year	<u>\$ 14,072,337</u>

10. Related Parties

The Trust Instrument permits the hiring of a trustee in a professional capacity and the payment of reasonable compensation for those services. A trustee of the Trust is an owner of the company that provides investment management services to the Trust. The investment management company was paid \$105,239 in fees in 2018. The investment management company was paid commissions of \$1,769 in 2018, which are included in the price of the securities.

A trustee is the managing member of the company that provides administrative services to the Trust. Fees to the administrative services company were \$34,000 for the year ended December 31, 2018.

A trustee provides services as a grants director for the Trust. Fees to the grants director were \$60,100 for the year ended December 31, 2018.

The trustees were paid trustee fees of \$17,589 for the year ended December 31, 2018.

11. Subsequent Events

The Trust evaluated subsequent events for recognition and disclosure through June 24, 2019, the date which these financial statements were available to be issued. Management concluded that no material subsequent events have occurred since December 31, 2018 that required recognition or disclosure in such financial statements.