FINANCIAL STATEMENTS

December 31, 2019 and 2018



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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 statements of financial position as of December 31, 2019 and 2018, and the related statements of activities and changes in net assets, and cash flows for the years 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 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 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, 2019 and 2018, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

BPM LLP

San Francisco, California July 21, 2020

# STATEMENTS OF FINANCIAL POSITION

As of December 31, 2019 and 2018

ASSETS	2019	2018
Cash Investments, at fair value Interest, dividends, and capital gains receivable Prepaid federal excise and other taxes	\$ 36,375 17,894,510 39,568 12,993	\$ 43,365 15,573,924 31,100
Total assets	\$ 17,983,446	\$ 15,648,389
LIABILITIES AND NET ASSETS		
Liabilities: Accounts payable Federal excise and other taxes payable Deferred federal excise tax liability	\$ 31,834 1,427 16,422	\$ 25,080 2,337
Total liabilities	49,683	27,417
Net assets without donor restrictions	17,933,763	15,620,972
Total liabilities and net assets	\$ 17,983,446	\$ 15,648,389

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

# STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS

For the years ended December 31, 2019 and 2018

	2019	2018
Net investment gain (loss):		
Realized gains from the sale of investments, net	\$ 404,054	\$ 646,179
Unrealized gain (loss) on investments held, net	2,270,643	(2,046,326)
Dividends, interest and other income, net of investment expenses	549,973	466,813
Net investment gain (loss) before federal excise and		
other tax (expense) benefit	3,224,670	(933,334)
Federal excise and other tax (expense) benefit	(31,613)	1,676
Net investment gain (loss)	3,193,057	(931,658)
Expenses:		
Grants and grants administration	837,058	776,251
General and administrative	43,208	37,874
Total expenses	880,266	814,125
Change in net assets	2,312,791	(1,745,783)
Net assets without donor restrictions, beginning of year	15,620,972	17,366,755
Net assets without donor restrictions, end of year	\$ 17,933,763	\$ 15,620,972

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

# STATEMENTS OF CASH FLOWS

For the years ended December 31, 2019 and 2018

	2019	2018
Cash flows from operating activities:		
Change in net assets	\$ 2,312,791	\$ (1,745,783)
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Net realized and unrealized (gains) losses on investments	(2,674,697)	1,400,147
Deferred federal excise tax liability	16,422	(29,416)
Changes in operating assets and liabilities:		
Prepaid federal excise tax	(12,993)	8,122
Interest, dividends, and capital gains receivable	(8,468)	580
Accounts payable	6,754	2,294
Federal excise and other taxes payable	(910)	(934)
Net cash used in operating activities	(361,101)	(364,990)
Cash flows from investing activities: Proceeds from sale of investments	10 27( 022	10.054.071
	10,376,932	10,054,271
Purchase of investments	(10,022,821)	(9,685,407)
Net cash provided by investing activities	354,111	368,864
Change in cash	(6,990)	3,874
Cash, beginning of year	43,365	39,491
Cash, end of year	\$ 36,375	\$ 43,365
Supplemental disclosure of cash flow information: Federal excise and other taxes paid	\$ 23,537	\$ 10,643

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

## NOTES TO FINANCIAL STATEMENTS

December 31, 2019 and 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 years ended December 31, 2019 and 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, 2019 and 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 \$9,086 and \$10,234 are included in dividends, interest and other income, net of investment expenses on the statements of activities for the years ended December 31, 2019 and 2018, respectively.

#### NOTES TO FINANCIAL STATEMENTS

December 31, 2019 and 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.

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).

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, 2019 and 2018.

# 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 years ended December 31, 2019 and 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.

#### NOTES TO FINANCIAL STATEMENTS

December 31, 2019 and 2018

#### 2. Summary of Significant Accounting Policies, continued

#### Income Taxes, continued

For the years ended December 31, 2019 and 2018, 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 qualified for and paid the 1% rate in 2019. The Trust paid the 2% rate 2018.

In December 2019, the Consolidated Appropriations Act (the "2020 Act") was enacted. The 2020 Act includes a number of changes to existing U.S. tax laws that impact the Trust, most notably a flat excise tax of 1.39% will be applied to net investment income for tax years beginning after December 31, 2019. The deferred federal excise tax liability will be adjusted to a 1.39% rate beginning after December 31, 2019, to reflect the changes from the 2020 Act.

#### **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.

#### **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, 2020, with early adoption permitted. The Trust is currently evaluating the impact of the adoption of this accounting guidance on its financial statements.

#### 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.

#### NOTES TO FINANCIAL STATEMENTS

December 31, 2019 and 2018

# 2. Summary of Significant Accounting Policies, continued

#### Change in Accounting Principle, continued

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 adopted this standard for the year ended December 31, 2019. The adoption did not materially impact the Trust's financial statements.

## NOTES TO FINANCIAL STATEMENTS

December 31, 2019 and 2018

#### 3. Fair Value Measurements and Investments

The following table presents the Trust's investments measured at fair value on a recurring basis as of December 31, 2019:

December 31, 2019	Quoted Prices in Active Markets (Level 1)	Total
U.S. common stocks: Consumer discretionary Financials Energy	\$ 408,634 776,395	\$ 408,634 776,395
Healthcare Industrials Information technology Telecommunications	566,349 602,991 1,819,593 366,925	566,349 602,991 1,819,593 366,925
Total U.S. common stocks	4,540,887	4,540,887
U.S. preferred stocks		
U.S. equity funds: ETF Mutual funds	1,995,532 1,833,321	1,995,532 1,833,321
Total U.S. equity funds	3,828,853	3,828,853
International equity funds: ETF Mutual funds Total international equity funds	830,180 1,418,079 2,248,259	830,180 1,418,079 2,248,259
Marketable alternatives	914,560	914,560
Money market funds		
Bank deposit program funds and cash	606,553	606,553
U.S. fixed income mutual funds	3,164,503	3,164,503
Liabilities: Covered calls	(2,254)	(2,254)
Total investments by fair value level	\$ 15,301,361	15,301,361
Investments measured at the net asset value ("NAV"): Hedge funds Private equity: real estate funds Total investments		1,505,853 1,087,296 \$ 17,894,510

#### Continued

# NOTES TO FINANCIAL STATEMENTS

December 31, 2019 and 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:

December 31, 2018	Quoted Prices in Active Markets (Level 1)	Total
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	3,910,243	3,910,243
U.S. preferred stocks	427,875	427,875
U.S. equity funds:		
ETF	1,893,144	1,893,144
Mutual funds	1,772,218	1,772,218
		1,772,210
Total U.S. equity funds	3,665,362	3,665,362
International equity funds:		
ETF	804,591	804,591
Mutual funds	1,484,184	1,484,184
	1,101,101	1,101,101
Total U.S. fixed income	2,288,775	2,288,775
Marketable alternatives	987,984	987,984
Money market funds	370,000	370,000
Bank deposit program funds and cash	492,441	492,441
U.S. fixed income mutual funds	3,095,012	3,095,012
Total investments by fair value level	\$ 15,237,692	\$ 15,237,692
Investments measured at the net asset value ("NAV"): Private equity: real estate funds		336,232
- I		
Total investments		\$ 15,573,924

#### NOTES TO FINANCIAL STATEMENTS

December 31, 2019 and 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 tables list the investment in the real estate and hedge funds as of December 31, 2019 and 2018:

December 31, 2019						
Investment	Strategy	NAV in Fund	Number of Funds	Remaining Life	Unfunded Commitments	
Real estate funds	Domestic real estate related assets	\$ 1,087,296	2	5-6	\$ 962,072	
Hedge funds	U.S. exchange listed equity securities	1,505,853 \$ 2,593,149	1	NA	\$ 962,072	
		December 31, 20	018			
Investment	Strategy	NAV in Fund	Number of Funds	Remaining Life	Unfunded Commitments	
Real estate funds	Domestic real estate related assets	\$ <u>336,232</u> \$ <u>336,232</u>	2	6-7	\$ 1,239,820 \$ 1,239,820	

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. The hedge fund permits monthly withdrawals with 45 days prior notice.

#### 4. Covered Calls

The Trust has written covered calls as part of its investment strategy. Included in equity securities as of December 31, 2019 were short calls on various securities. The short calls constituted covered calls and entitled the holder to acquire 2,900 shares at various set prices per share for the year 2019. The 2019 calls expired on January 17, 2020.

The notional and fair value of the calls as of December 31, 2019 are as follows:

	۱	Notional		Fair
		Value		Value
Covered calls	\$	(642,000)	\$	(2,254)

#### NOTES TO FINANCIAL STATEMENTS

December 31, 2019 and 2018

#### 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 since inception through December 31, 2019 and 2018:

	2019	2018
Contributed capital	\$ 1,600,300	\$ 1,600,300
Contributions	5,479,274	5,479,274
Grants paid and payable, net of returned grants	(21,057,336)	(20,327,256)
Increase in value since inception of the Trust,		
net of operating expenses	31,911,525	28,868,654
Total net assets	\$ 17,933,763	\$ 15,620,972

#### 6. Functional Expense Allocation

The indirect costs associated with certain expenses 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, salaries, professional and consultant fees, trustee fees, travel and meetings, and other expenses, all of which are allocated on the basis of estimates of time and use. The expenses were allocated for the years ended December 31, 2019 and 2018 as follows:

	2019				_		2018		
	an	Grants d Grants ninistration		neral and ninistrative	 Total	an	Grants d Grants ninistration	 neral and ninistrative	 Total
Grants	\$	730,080	\$	-	\$ 730,080	\$	678,877	\$ -	\$ 678,877
Administrative fees		24,633		8,293	32,926		23,953	8,038	31,991
Salaries		62,000		-	62,000		-	-	-
Professional and consultants		7,153		33,976	41,129		63,429	28,762	92,191
Trustee fees		7,208		779	7,987		8,452	914	9,366
Travel and meetings		3,715		-	3,715		-	-	-
Other		2,269		160	 2,429		1,540	 160	 1,700
	\$	837,058	\$	43,208	\$ 880,266	\$	776,251	\$ 37,874	\$ 814,125

# 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 \$813,000 and \$837,000 as of December 31, 2019 and 2018, respectively.

#### NOTES TO FINANCIAL STATEMENTS

December 31, 2019 and 2018

## 8. Federal Excise and Other Tax Expense (Benefit)

Federal excise tax expense (benefit) was calculated at a rate of 1% and 2% in 2019 and 2018, respectively, and is included in the statement of activities for the years ended December 31, 2019 and 2018 as follows:

	2019		2018	
Federal excise and other tax expense (benefit): Current federal excise tax Deferred federal excise tax expense (benefit) Foreign tax UBIT	\$	8,207 16,422 5,557 1,427	\$	21,057 (29,416) 6,683
Total federal excise and other tax expense (benefit)	\$	31,613	\$	(1,676)

#### 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, 2019:

2019		2018	
Cash	\$ 36,375	Cash	\$ 43,365
Investments, at fair value	17,894,510	Investments, at fair value	15,573,924
Interest, dividends, and capital gains receivable	39,568	Interest, dividends, and capital gains receivable	31,100
Total financial assets	17,970,453	Total financial assets	15,648,389
Less:		Less:	
Hedge fund and private equity investments in real estate	(2,593,149)	Hedge fund and private equity investments in real estate	(336,232)
Unfunded commitments	(962,072)	Unfunded commitments	(1,239,820)
Financial assets available to meet cash needs for general expenditures within one year	\$ 14,415,232	Financial assets available to meet cash needs for general expenditures within one year	\$ 14,072,337

#### 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 \$103,796 and \$105,239 in fees in 2019 and 2018, respectively. The investment management company was paid commissions of \$6,215 and \$1,769 in 2019 and 2018, respectively, which are included in the price of the securities.

# NOTES TO FINANCIAL STATEMENTS

December 31, 2019 and 2018

## 10. Related Parties, continued

A trustee was the managing member of the company that provided administrative services to the Trust. Fees to the administrative services company were \$27,677 and \$34,000 for the years ended December 31, 2019 and 2018, respectively. At the end of 2019, the company was dissolved and the Trust entered into an agreement, effective October 22, 2019, to receive these administrative services from another trust with the same trustee. The terms of the agreement include a fee at a pro-rated rate of \$7,323 for the year ended December 31, 2019, \$36,050 in 2020, and \$37,132 in 2021. The agreement terminates December 31, 2021.

A trustee provides services as a grants director for the Trust. Fees to the grants director were \$62,000 and \$60,100 for the years ended December 31, 2019 and 2018, respectively.

The trustees were paid trustee fees totaling \$15,000 for the years ended December 31, 2019 and 2018, which are allocated between grants management, general and administrative, and investment related expenses on the statement of activities and changes in net assets.

# 11. Subsequent Events

In January 2020, the threat of an extraordinary event arose in the form of the COVID-19 virus and in March 2020, the threat of the virus was categorized as a worldwide pandemic by the World Health Organization and as a National Emergency by the President of the United States of America. At this time, uncertainty and a risk of loss exist as to the ongoing effects of this subsequent event which may include decreases in investment revenue and cash flow, and volatility in investment markets.

The Trust evaluated subsequent events for recognition and disclosure through July 21, 2020, the date which these financial statements were available to be issued. Management concluded that no material subsequent events have occurred since December 31, 2019 that required recognition or disclosure in such financial statements.