
HAGAN SCHOLARSHIP FOUNDATION

FINANCIAL STATEMENTS

DECEMBER 31, 2018

HAGAN SCHOLARSHIP FOUNDATION

DECEMBER 31, 2018

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INDEPENDENT AUDITORS' REPORT

To the Trustee of
Hagan Scholarship Foundation

We have audited the accompanying financial statements of **Hagan Scholarship Foundation** (the Foundation), a private foundation, which comprise the statement of net assets as of December 31, 2018, and the related statements of changes in net assets, functional expenses 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 auditor considers 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.



INDEPENDENT AUDITORS' REPORT (CONTINUED)

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of **Hagan Scholarship Foundation** as of December 31, 2018 and the changes in its net assets, functional expenses and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Kiefer Bonfanti & Co. LLP

St. Louis, Missouri
June 13, 2019

HAGAN SCHOLARSHIP FOUNDATION

STATEMENT OF NET ASSETS
DECEMBER 31, 2018

Assets

Cash and cash equivalents	\$ 31,212,832
Scholar investment accounts	5,318,827
Construction in process - Hagan Scholarship Academy	11,860,191
Investments - common stocks, at fair value	121,319,722
Investment - rental real estate operation	42,494,030
Total Assets	\$ 212,205,602

Liabilities and Net Assets

Accounts payable	\$ 201,321
Deferred federal excise taxes	205,964
Total Liabilities	407,285
Net Assets	
Without donor restrictions	211,798,317
Total Liabilities and Net Assets	\$ 212,205,602

HAGAN SCHOLARSHIP FOUNDATION

STATEMENT OF CHANGES IN NET ASSETS
YEAR ENDED DECEMBER 31, 2018

Support, Revenues and Gains (Losses) Without Donor Restrictions	
Contributions	\$ 3,367,244
Realized and change in unrealized gains on investments	(25,565,414)
Dividend and interest income	4,428,358
Rental income, net of expenses	1,614,053
Total Support, Revenues and Gains (Losses) Without Donor Restrictions	(16,155,759)
Expenses	
Program services	3,704,458
Management and general	763,156
Total Expenses	4,467,614
Decrease in Net Assets Without Donor Restrictions	(20,623,373)
Net Assets, Beginning of Year	232,421,690
Net Assets, End of Year	\$ 211,798,317

HAGAN SCHOLARSHIP FOUNDATION

STATEMENT OF FUNCTIONAL EXPENSES
YEAR ENDED DECEMBER 31, 2018

	Program Services	Management and General	Totals
Scholarship Expenditures	\$ 3,261,877	-	\$ 3,261,877
Taxes	-	661,439	661,439
Travel and conferences	411,981	-	411,981
Professional services	-	57,097	57,097
Office supplies	-	31,860	31,860
Volunteers	30,600	-	30,600
Hagan Academy	-	5,506	5,506
Information technology	-	4,083	4,083
Other	-	3,171	3,171
Total Expenses	\$ 3,704,458	763,156	\$ 4,467,614
Percentage of Total Expenses	82.9%	17.1%	100.0%

HAGAN SCHOLARSHIP FOUNDATION

**STATEMENT OF CASH FLOWS
YEAR ENDED DECEMBER 31, 2018**

Cash Flows from Operating Activities	
Decrease in net assets	\$ (20,623,373)
Adjustments:	
Decrease in unrealized gains on investments	26,636,874
Increase in investment - rental real estate operation	(1,614,052)
Decrease (increase) in assets	
Scholar investment accounts	(1,278,347)
Increase (decrease) in liabilities	
Accounts payable	1,925
Deferred excise taxes	(266,369)
Net Cash Used by Operating Activities	2,856,658
Cash Flows from Investing Activities	
Net purchases and sales of investments - common stocks	(20,807,921)
Net Cash Provided by Investing Activities	(20,807,921)
Net Decrease in Cash and Cash Equivalents	(17,951,263)
Cash and Cash Equivalents, Beginning of Year	49,164,095
Cash and Cash Equivalents, End of Year	\$ 31,212,832
Supplemental Disclosure of Cash Flow Information	
Cash paid for taxes	\$ 927,204

HAGAN SCHOLARSHIP FOUNDATION

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2018

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Purpose

Hagan Scholarship Foundation (the Foundation) provides nationwide need-based merit scholarships. Scholarship recipients will graduate from a public high school located in a county in the United States having fewer than 50,000 residents.

The Foundation was created in Missouri in 2008 as an irrevocable trust to award and to fund Hagan Scholarships in order to provide each recipient with the opportunity to obtain a four-year college education and graduate debt free, and to provide a practical understanding of important life skills not typically taught as part of the school curriculum. During 2017, the trust agreement under which the Foundation was formed was restated.

Donated assets of the Foundation are invested in accordance with requirements of the trust agreement, with earnings derived from such assets used for awards, reinvestment, and operating purposes.

Financial Statement Presentation

The Foundation reports information regarding its financial position and activities according to the following net asset classifications:

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 objective of the Foundation. 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 by the passage of time. Other donor restrictions are perpetual in nature, where by the donor has stipulated the funds be maintained in perpetuity.

Donor restricted contributions are reported as increases in net assets with donor restrictions. When a restriction expires, net assets are reclassified from net assets with donor restrictions to net assets without donor restrictions in the statement of activities. There were no net assets subject to donor-imposed specific stipulations at December 31, 2018.

The Foundation records all income or losses from its investments as changes in unrestricted net assets. These amounts are available for awards or operating

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purposes.

HAGAN SCHOLARSHIP FOUNDATION

Notes to Financial Statements (Continued)

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and Cash Equivalents

The Foundation considers all highly liquid investments with maturity terms of three months or less when acquired to be cash equivalents. Cash and cash equivalents are carried at cost, which approximates fair value.

Contributions

Contributions of marketable securities are recorded at fair market value at the date of contribution.

Investments

Equity securities with readily determinable fair market values are carried at fair values based on quoted market prices. Investments in equity securities consist only of investments in common stock of publicly traded companies.

Investment gains or losses are recognized upon realization, or when their values are deemed to have been permanently impaired. The Foundation uses the specific identification method to determine its basis, which is based on the fair value at the beginning of the period (or date of acquisition, if acquired during the year), in computing realized gains and losses. Unrealized gains and losses are recognized based on changes in fair values during the period for those securities held at the end of the period. Interest, dividends, and distributions are recognized as income when received and are available for award and operating purposes.

Investments in rental real estate are carried at fair value based on appraisal at time of contribution or on purchase price and accumulated earnings from operation.

Functional Expenses

The costs of program and supporting services activities have been summarized on a functional basis in the statement of activities. The statement of functional expenses presents the natural classification detail of expenses by function. Accordingly, certain costs have been allocated among the program and supporting services benefited. Such allocations are determined by management on an equitable basis.

HAGAN SCHOLARSHIP FOUNDATION

Expense	Method of Allocation
Scholarship Expenditures	Direct costs
Taxes	Direct costs
Travel and conferences	Direct costs
Professional services	Direct costs
Office supplies	Direct costs
Volunteers	Direct costs
Hagan Academy	Direct costs
Information technology	Direct costs
Other	Direct costs

Notes to Financial Statements (Continued)

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Tax Status

The Foundation is organized as a private foundation exempt from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code (the Code) and is classified as a private foundation as defined under Section 509 of the Code and as a "Private Operating Foundation" as defined in Section 4942(j)(3) of the Code. In accordance with the provisions of the Code, the Foundation is liable for excise tax on net investment income as defined by the Code and is subject to taxes on unrelated business income for both federal and state income tax purposes.

Deferred federal excise taxes are the result of unrealized appreciation on investments being reported for financial statement purposes in different periods than for tax purposes.

Distribution Policy

The Foundation's policy is to appropriate for award distributions each year such amounts as are determined by the Foundation's calculation for disbursements as required by Section 509(a) of the Code.

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 amounts reported in the financial statements and accompanying notes. Estimates also affect the amounts of revenue and expenses recognized during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties

The investments of the Foundation are exposed to market risks. Due to the level of risk associated with the Foundation's investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in values in the near term could affect the Foundation's investment balances and the amounts reported in the statement of changes in net assets and the statement of net assets.

HAGAN SCHOLARSHIP FOUNDATION

Although the market value of investments is subject to fluctuations on a year-to-year basis, management believes its investment policy is prudent for the long-term welfare of the Foundation.

Subsequent Events

Management has evaluated subsequent events through June 13, 2019, the date which the financial statements were available to be issued, for possible recognition or disclosure.

HAGAN SCHOLARSHIP FOUNDATION

Notes to Financial Statements (Continued)

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New Accounting Pronouncement

On August 18, 2016, FASB issued ASU 2016-14, Not-for-Profit Entities (Topic 958) – *Presentation of Financial Statements of Not-for-Profit Entities*. The update addresses the complexity and understandability of net asset classifications, deficiencies in information about liquidity and availability of resources and the lack of consistency in the type of information provided about expenses and investment returns. The pronouncement was effective for years beginning after December 15, 2017. The Foundation has adjusted the presentation of these statements accordingly.

2. LIQUIDITY AND AVAILABILITY

The Foundation's financial assets available within one year of the statement of financial position date for general expenditures are as follows:

Financial assets at December 31, 2018:

Cash and cash equivalents	\$ 31,212,832
Scholar investment accounts	5,318,827
Investments	<u>163,813,752</u>

Financial assets available to meet general expenditures over the next twelve months	<u>\$ 200,345,411</u>
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3. RENTAL REAL ESTATE

As of December 30, 2012, rental real estate was contributed in its entirety to **Hagan Scholarship Foundation** as an investment of the Foundation for its benefit. The rental real estate was recorded at fair value based on an independent appraisal. Depreciation is recorded on the straight-line basis over estimated lives of 5 to 27.5 years. During 2013, the rental real estate was conveyed to Hagan Trust for management and operation.

At December 31, 2018, rental real estate consists of the following:

Land, buildings and equipment, at cost	\$ 35,797,367
<u>Less accumulated depreciation</u>	<u>(7,662,713)</u>
<u>Land, Buildings and Equipment, Net</u>	<u>\$ 28,134,654</u>

HAGAN SCHOLARSHIP FOUNDATION

Notes to Financial Statements (Continued)

3. RENTAL REAL ESTATE (CONTINUED)

Results of rental real estate operations for the year ended December 31, 2018 consists of the following:

Rental revenue	\$ 3,517,545
<u>Less rental expenses</u>	<u>(1,903,493)</u>
<u>Net Rental Income</u>	<u>\$ 1,614,052</u>

4. HAGAN SCHOLARSHIP ACADEMY

Subsequent to December 31, 2012, the Foundation acquired real estate in Columbia, Missouri on which it intends to build a college preparatory academy for high-achieving junior- and senior-level high school students in a residential setting. In addition to classroom space, the academy facilities will include dormitories and administrative offices.

5. SCHOLAR INVESTMENT ACCOUNTS

The Foundation establishes Scholar Investment Accounts of \$10,000 for each scholarship recipient during the fall semester of their sophomore year. The recipients are permitted to invest the funds pursuant to the instructions and guidelines of the Foundation. All funds and accumulated earnings remain the property of the Foundation until the recipient graduates from college. Upon graduation from college, all earnings (dividends and appreciation in fair value) will be awarded to the recipient. Recipients will not be responsible for losses, if any, in their account. During 2018, \$226,130 was distributed to scholarship recipients upon graduation.

6. INVESTMENTS

At December 31, 2018, all common stock investments of the Foundation are managed by Hagan Trust, a trust organized by the grantor who organized **Hagan Scholarship Foundation**.

Fair value	\$ 121,319,722
<u>Cost basis</u>	<u>100,723,342</u>
<u>Unrealized Gain</u>	<u>\$ 20,596,380</u>

HAGAN SCHOLARSHIP FOUNDATION

Notes to Financial Statements (Continued)

6. INVESTMENTS (CONTINUED)

The cost basis presented above represents the historical basis for income tax purposes. Realized gains or losses for financial reporting purposes for securities sold are determined based on the fair value at the beginning of the period. (See Note 1).

Investments in common stock at December 31, 2018 are as follows:

	<u>Fair Value</u>
Allianz	\$ 14,391,794
AXA SA	8,991,678
Bank of NY Mellon	12,882,658
Bayerische Motoren	8,909,753
Franklin Resources	13,529,483
Linamar Corp	13,358,882
JP Morgan Chase & Co.	12,113,257
Lincoln National Corp	9,362,073
PNC Financial Services	10,665,757
Principal Financial	8,059,303
<u>Westlake Chemical Company</u>	<u>9,055,084</u>
Total	<u>\$ 121,319,722</u>

Investment in rental real estate at December 31, 2018 is \$42,494,030.

7. FAIR VALUE MEASUREMENTS

Financial accounting standards establish a framework for measuring fair value. That framework provides a fair value 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 inputs) and the lowest priority to unobservable inputs (level 3 inputs). The three levels of the fair value hierarchy under the standards are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

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Notes to Financial Statements (Continued)

7. FAIR VALUE MEASUREMENTS (CONTINUED)

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 Inputs to the valuation methodology are significant unobservable inputs.

The fair value measurement level of the asset or liability within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The inputs or methodologies used for valuing investments may not be an indication for the risk associated with investing in those securities. Furthermore, the Foundation believes its valuation methods are appropriate and consistent. The use of different methodologies or assumptions could result in a different fair value measurement at the reporting date. As of December 31, 2018, the fair values for all investments in common stocks were determined based on Level 1 inputs.

The Foundation's investment in rental real estate, as described in Note 2, was appraised as of the date of contribution. The appraisal is a Level 3 fair value measurement and is based on a combination of the financial performance of the rental real estate and sales of comparable properties. The investment was valued using the retrospective market value of a fee simple interest, which the Foundation believes represents the property's fair value. There are no unquantifiable measurements which contribute to the fair value of the investment in the rental real estate.

8. RELATED PARTIES

At no cost, the Foundation receives administrative services from the grantor who organized the Foundation, and investment management services from Hagan Trust, also organized by the grantor.

HAGAN SCHOLARSHIP FOUNDATION

Notes to Financial Statements (Continued)

9. TAXES

The Internal Revenue Code requires the Foundation to distribute within 12 months of the end of each year approximately two-thirds of 5% of the average fair value of its assets not used in carrying out the charitable purpose of the Foundation. The distribution requirement began after a 5-year start-up period which ended on December 31, 2013.

The Internal Revenue Code imposes an excise tax on private foundations equal to 2% of net investment income (principally interest, dividends, and net realized capital gains, less expenses incurred in the production of investment income). This tax may be reduced to 1% for foundations that meet certain distribution requirements.

The provision for federal excise tax consists of a current provision on realized net investment income and a deferred provision on net unrealized appreciation of investments.

Tax expense (benefit) for year ended December 31, 2018

Current

Federal excise taxes	\$ 201,955
Foreign income taxes	725,853
Total current tax expense	927,808

Deferred

Federal excise tax (benefits)	(266,369)
Total Tax Expense (Benefits), Net	\$ 661,439

Deferred federal excise taxes on unrealized appreciation at December 31, 2018	\$ 205,964
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Financial accounting standards for uncertain tax positions prohibit financial statement recognition of the impact of a tax position if the position is not "more likely than not" to be sustained on audit, based on the technical merits of the position. The Foundation's Form 990-PF are subject to examination by taxing authorities, generally for three years after they have been filed. As of June 13, 2019, no returns have been selected for examination.