CATHOLIC FOUNDATION OF SOUTHWESTERN MICHIGAN AND AFFILIATE

CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

For the Years Ended June 30, 2022 and 2021

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INDEPENDENT AUDITOR'S REPORT

The Most Reverend Paul J. Bradley, Bishop of Kalamazoo Catholic Foundation of Southwestern Michigan and Affiliate

Opinion

We have audited the accompanying consolidated financial statements of the Catholic Foundation of Southwestern Michigan and Affiliate (a nonprofit organization) (the "Foundation"), which comprise the consolidated statements of financial position as of June 30, 2022 and 2021, and the related consolidated statements of activities and changes in net assets, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Catholic Foundation of Southwestern Michigan and Affiliate as of June 30, 2022 and 2021, and the changes in their net assets 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 audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of the Foundation and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. 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 Consolidated Financial Statements

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 an audit conducted in accordance with generally accepted auditing standards 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 consolidated financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated 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 consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Foundation'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
 consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Foundation'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 audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating statements on pages 11 and 12 are presented for purposes of additional analysis and are not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Seber Tans, PLC

Seber Tans, PLC Kalamazoo, Michigan December 13, 2022

Catholic Foundation of Southwestern Michigan and Affiliate Consolidated Statements of Financial Position June 30, 2022 and 2021

Assets	2022	2021
Assets		
Current Assets		
Cash	\$ 3,127,797	\$ 2,790,800
Accounts receivable from related parties	-	2,474
Total Current Assets	3,127,797	2,793,274
Investments	3,744,310	241,176
Property and Equipment		
Land	1,250,442	1,250,442
Construction in progress	1,954,066	-
Total Property and Equipment	3,204,508	1,250,442
Total Assets	\$ 10,076,615	\$ 4,284,892
Liabilities and Net Assets		
Liabilities		
Accounts payable to related parties	\$ -	\$ 21,837
Other accrued liabilities	-	23,241
Deposit liabilities	3,483,555	2,898,333
Total Liabilities	3,483,555	2,943,411
Net Assets without Donor Restrictions	6,593,060	1,341,481
Total Liabilities and Net Assets	\$ 10,076,615	\$ 4,284,892

Catholic Foundation of Southwestern Michigan and Affiliate Consolidated Statements of Activities and Changes in Net Assets For the Years Ended June 30, 2022 and 2021

	2022	2021
Revenues Contribution income Investment interest and dividends	\$ 5,719,262 41,136	\$ 1,444,666 40,084
Total Revenues	5,760,398	1,484,750
Expenses Professional services Office expense Investment advisor and bank fees	22,296 23,946 748	100,401 4,058 7,721
Total Expenses	46,990	112,180
Change in Net Assets Before Other Income and Allocation of Earnings or Losses	5,713,408	1,372,570
Other Income - Net (depreciation) appreciation of investments	(574,500)	40,182
Change in Net Assets Before Allocation of Earnings or Losses	5,138,908	1,412,752
Allocation of Earnings (Losses)	(112,671)	71,271
Change in Net Assets	5,251,579	1,341,481
Net Assets at Beginning of Year	1,341,481	
Net Assets at End of Year	\$ 6,593,060	\$ 1,341,481

Catholic Foundation of Southwestern Michigan and Affiliate Consolidated Statements of Cash Flows For the Years Ended June 30, 2022 and 2021

	2022	2021
Cash Flows from Operating Activities		
Change in net assets	\$ 5,251,579	\$ 1,341,481
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:		
Net unrealized loss (gain) on investments	593,290	(105,160)
Changes in assets and liabilities which impacted cash:	333,230	(100,100)
Accounts receivable	2,474	(2,474)
Accounts payable	(21,837	, ,
Other accrued liabilities	(23,241	• • • •
Net Cash Provided by Operating Activities	5,802,265	1,210,913
Cash Flows from Investing Activities		
Purchase of property	(1,954,066	, , , ,
Sales of investments	1,499,353	5,620,772
Purchases of investments	(5,595,777)	(40,323)
Net Cash (Used in) Provided by Investing Activities	(6,050,490	4,330,007
Cash Flows from Financing Activities		
Net deposits returned to participants	585,222	(5,798,820)
Net Change in Cash	336,997	(257,900)
Cash at Beginning of Year	2,790,800	3,048,700
Cash at End of Year	\$ 3,127,797	\$ 2,790,800

NOTE A – Summary of Significant Accounting Policies

Organization Purpose and Consolidation Policy

The Catholic Foundation of Southwestern Michigan ("CFSM") and Affiliate (collectively, the "Foundation") is a not-for-profit organization established for the exclusive benefit of the Roman Catholic Diocese of Kalamazoo (the "Diocese") and its parishes, schools, and other organizations (collectively known as "Participants"). The Foundation holds funds of participating organizations, including the Diocese, and invests these funds for the benefit of the participating organizations.

The consolidated financial statements of the Foundation include the accounts of The Sanctuary at St. Ann, L3C (the "Sanctuary"), an affiliate organization controlled by CFSM's board of directors. The Sanctuary was formed on December 4, 2020 pursuant to the filling of its Articles of Incorporation with the state of Michigan. The purpose of the Sanctuary is to hold assets purchased or donated for the benefit of CFSM and its related parties. All material intercompany transactions and balances have been eliminated in consolidation.

The Foundation does not have any employees. Administrative and support services are provided by Diocesan staff. Through the date of this financial statement, the cost of these services has been borne by the Diocese. In future years, the Foundation may be charged an annual fee to reimburse the Diocese for services provided.

These consolidated financial statements are not intended to, and do not, reflect the activities of the Roman Catholic Diocese of Kalamazoo as a whole.

Basis of Presentation and Income Allocation

The financial statements of the Foundation have been prepared on the accrual basis of accounting. The net assets and revenues, expenses, gains, and losses of the Foundation are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Foundation and changes therein are classified and reported as follows:

Net Assets Without Donor Restrictions – Net assets available for use in general and not subject to donor (or certain grantor) restrictions. The Foundation has designated, from net assets without donor restrictions, funds which have been set aside for future needs of the Foundation.

Net Assets With Donor Restrictions – Net assets subject to donor-imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. Donor-imposed restrictions are released when a restriction expires, that is, when the stipulate time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both.

The majority of funds held by CFSM were deposited by participating organizations. Donor restrictions, if any, are reported at the Participant level. During the year ended June 30, 2021, the Diocese allocated a percentage of funds to CFSM at which time CFSM began to report its allocation as net assets without donor restriction.

As of June 30, 2022 and 2021, the Sanctuary had no net assets with donor restrictions.

NOTE A – Summary of Significant Accounting Policies (Continued)

Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the use of management's estimates. These estimates affect the amounts reported in the consolidated financial statements and the disclosures provided. Actual results may differ from management's estimates.

Cash Equivalents and Concentrations

For purposes of the consolidated statement of cash flows, the Foundation considers deposit accounts and instruments with original maturity of three months or less to be included with cash balances. However, cash balances held by investment managers are classified with investments in the accompanying financial statements.

The Foundation maintains most of its cash balances at one financial institution. The bank balances are insured by the Federal Deposit Insurance Corporation up to \$250,000. The Foundation had approximately \$2,818,500 in excess of the insured limits as of June 30, 2022.

Investments and Investment Income

Investments are carried at fair value, determined by quoted market prices and other relevant information generated by market transactions. Realized and unrealized gains and losses and other investment earnings are included in the statements of activities as net change in fair value of investments.

The Foundation holds funds of the participating organizations, including the Diocese, and invests these funds for their benefit. The Foundation's investments are currently held with the Mission Diocese Fund, who invests the assets at the Foundation's direction.

Property and Equipment

Land, buildings, and equipment are recorded at cost. Donations of property and equipment are recorded as support at their estimated fair value. Such donations are reported as net assets without donor restrictions unless the donor has restricted the donated asset for a specific purpose. As of June 30, 2022 and 2021, the Foundation's property and equipment consists entirely of land and construction in process, which are not depreciated under generally accepted accounting principles. Maintenance and repairs are expensed as incurred.

Deposit Liabilities

Deposit liabilities represent amounts due to participants, who receive monthly allocations of the underlying investment's net activity (income or loss). The deposits may be withdrawn by the participants at any time.

Contributions

Contributions for which the Foundation has discretion as to the use of the funds are recorded as income when an unconditional promise to give is received.

NOTE A – Summary of Significant Accounting Policies (Continued)

Allocations and Presentation of Functional Expenses

The Foundation's primary activity is the holding, investing and managing investments. Given the nature of the Foundation's activities, all costs are directly incurred for either investment related activities or for general and administrative expenses. Therefore, the Foundation does not have allocated costs. The consolidated statement of activities accordingly presents all expenses incurred by the Foundation by natural category and function. Additionally, the Diocese performs all administration for the Foundation but does not currently charge them an administrative fee (but retains the right to do so in the future).

Income Taxes

In a determination letter dated March 25, 1946, and updated annually since that time, the Internal Revenue Service ruled that all organizations listed in The Official Catholic Directory are exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. The Diocese is listed in the current edition of The Official Catholic Directory and, therefore, is exempt from federal income taxes. As a service provider to the Diocese, CFSM is exempt from federal income taxes under Section 501(c)(3). The Diocese has evaluated relevant criteria and determined that no significant contingencies exist with regard to CFSM's tax positions.

The Sanctuary is a low-profit limited liability corporation with a mission to significantly further the charitable, educational, and other exempt purposes of its tax-exempt members. As a flow-through organization, the Sanctuary is exempt from federal and state income taxes. CFSM has evaluated relevant criteria and determined that no significant contingencies exist with regard to the Sanctuary's tax positions.

Risk

The Foundation utilizes various investment instruments, which are exposed to risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in their values could occur in the near term and such changes could materially affect the amounts reported in the financial statements.

Additionally, some investments held by the Foundation are invested in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in securities of U.S. companies. These risks include devaluation of currencies, and less reliable, possible adverse, political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. companies.

NOTE B – Liquidity and Availability of Resources

The Foundation has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations are due. Financial assets available for general expenditure, without donor or other restrictions limiting their use, within one year of the consolidated statement of financial position, comprised the following as of June 30:

	_	2022			2021		
Cash Accounts receivable from related parties		\$	3,127,797		\$	2,790,800 2.474	
Investments	_		3,744,310	-		241,176	
Financial assets available to meet cash needs for general purposes within one year	_	\$	6,872,107		\$	3,034,450	

While management realizes there could be unanticipated liquidity needs, they believe that the financial assets in the table above are sufficient to meet operating needs within a minimum of one year of the statement of financial position date. Additionally, although all deposit liabilities are payable on demand, management believes it is highly unlikely that all depositors would demand repayment.

NOTE C – Investments

The markets' impact on the Foundation's investments, as presented on the consolidated statements of activities, comprises the following for the years ended June 30:

	 2021	 2020		
Net realized gain (loss) on investments sold	\$ 18,790	\$ (64,978)		
Net unrealized (loss) gain on investments held	 (593,290)	 105,160		
Net (depreciation) appreciation of investments	\$ (574,500)	\$ 40,182		

NOTE D – Financial Instruments and Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and 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). In instances whereby inputs used to measure fair value fall into different levels of the hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Foundation's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset or liability.

NOTE D - Financial Instruments and Fair Value Measurements (Continued)

Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities that the Foundation has the ability to access.

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

Fair values determined by Level 3 inputs use other inputs that are not observable due to little, if any, market activity for the related asset or liability. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques which take into account the characteristic of the asset or liability.

The Foundation's policy is to recognize transfers amongst the different levels of the fair value hierarchy as of the end of the reporting period. There were no transfers amongst the fair value classifications during the years ended June 30, 2022 and 2021.

The following table summarizes the valuation of the Foundation's financial instruments by the aforementioned valuation categories at June 30, 2022:

	Total		Quoted Prices in Active Markets (Level 1)		Prices in with Other Active Observable Markets Inputs		with Other Observable Inputs		es with servable nputs evel 3)
Funds Held by Investment Manager									
Cash and cash equivalents	\$ 10	\$	10	\$	-	\$	-		
Mutual funds:									
Blackrock Intermediate Bond	138,320		-		138,320		-		
Boyd Watterson Short Term Bond	279,714		-		279,714		-		
Diamond Hill Large Cap Value	124,587		124,587		-		-		
Lazard International	82,422		82,422		-		-		
Palisade Capital Small/Mid Cap	128,355		128,355		-		-		
William Blair Growth	115,682		115,682		-		-		
Beneficial Interests in:									
Mission Diocese Fund	206,279		-		206,279		-		
Catholic Foundation of Michigan	2,668,941		2,668,941		-		-		
Total Investments	\$ 3,744,310	\$	3,119,997	\$	624,313	\$	-		

The following table summarizes the valuation of the Foundation's financial instruments by the aforementioned valuation categories at June 30, 2021:

	 Total	Quoted Prices in Active Markets (Level 1)		Prices in with Other Active Observable Markets Inputs		Prices with Unobservable Inputs (Level 3)	
Beneficial Interests in:							
Mission Diocese Fund	\$ 241,176	\$	-	\$	241,176	\$	-

NOTE D - Financial Instruments and Fair Value Measurements (Continued)

The fair value of certain mutual funds is determined primarily based on Level 2 inputs. The Foundation estimates the fair value of these securities using quoted prices for identical or similar assets in active markets, with additional consideration to contractual cash flows, benchmark yields, and credit spreads

The Foundation holds a beneficial interest in assets held by the Mission Diocese Fund ("MDF"). The Foundation has determined the value of its interest in MDF using Level 2 inputs. The underlying assets are valued based on fair values using quoted prices but are reported to the Diocese in aggregated groups. MDF invests the balance by allocating approximately 25 percent to alternative equities, 15 percent to fixed income, 50 percent to global equities, and 10 percent to real assets. In accordance with its agreement with MDF, the Foundation may take planned distributions from the fund throughout the year of up to 5 percent of the fund's previous year-end balance. Additional unplanned distributions may be taken on a quarterly basis with a 75-day advance notice. There are no lock-up or exit restrictions.

The Foundation holds a beneficial interest in assets held by the Catholic Foundation of Michigan ("CFM"). The Foundation has determined the value of its interest in CFM using Level 1 inputs. The underlying assets are held in a designated fund established for the purpose of establishing and running the operations of the Sanctuary. Generally, CFM invests the amount in money market funds, fixed income securities, and equity instruments that are traded in the open market. Under its agreement with CFM, the Diocese is afforded the ability to redeem its beneficial interest in these assets at the market value upon request.

NOTE E – Related Party Transactions

The Foundation does not have any employees. Administrative and support services are provided by Diocesan staff. During the years ended June 30, 2022 and 2021, the cost of these services has been borne by the Diocese but not quantified. In future years, the Diocese may accumulate such costs and charge an annual fee for services provided.

The Diocese will occasionally pay certain expenses on behalf of the Foundation. As of June 30, 2021, amounts owed to the Diocese totaled \$21,837 for reimbursement of expenses. There was no such amount owed to the Diocese as of June 30, 2022.

Additionally, as of June 30, 2021, the Diocese owed the Foundation \$2,474 in investment income earned on the Foundation's behalf. There was no such amount owed to the Foundation as of June 30, 2022.

NOTE F – Subsequent Events

Management has evaluated subsequent events through December 13, 2022, the date on which the consolidated financial statements were available to be issued.



Catholic Foundation of Southwestern Michigan and Affiliate Consolidating Statement of Financial Position June 30, 2022

Assets	Catholic Foundation of Southwestern Michigan	The Sanctuary at St. Ann	Eliminations	Consolidated Total
Current Assets Cash Accounts receivable from related parties	\$ 3,068,527	\$ 59,270 -	\$ -	\$ 3,127,797
Total Current Assets	3,068,527	59,270	-	3,127,797
Investments	1,075,369	3,304,225	(635,284)	3,744,310
Property and Equipment Land Construction in progress Total Property and Equipment	- - -	1,250,442 1,954,066 3,204,508	- - -	1,250,442 1,954,066 3,204,508
Total Assets	\$ 4,143,896	\$ 6,568,003	\$ (635,284)	\$ 10,076,615
Liabilities and Net Assets				
Liabilities Accounts payable to related parties	\$ -	\$ -	\$ -	\$ -
Other accrued liabilities Deposit liabilities	4,118,839	<u> </u>	(635,284)	3,483,555
Total Liabilities	4,118,839	-	(635,284)	3,483,555
Net Assets without Donor Restrictions	25,057	6,568,003		6,593,060
Total Liabilities and Net Assets	\$ 4,143,896	\$ 6,568,003	\$ (635,284)	\$10,076,615

Catholic Foundation of Southwestern Michigan and Affiliate Consolidating Statement of Activities and Changes in Net Assets For the Year Ended June 30, 2022

	Catholic Foundation of Southwestern Michigan	The Sanctuary at St. Ann	Eliminations	Consolidated Total
Revenues	* 0.000		•	A 5.740.000
Contribution income Investment interest and dividends	\$ 6,392 9,147	\$ 5,712,870 32,040	\$ - (51)	\$ 5,719,262 41,136
Total Revenues	15,539	5,744,910	(51)	5,760,398
Expenses				
Professional services	22,198	98	-	22,296
Office expense Investment advisor and bank fees	3,571 380	20,375 368	-	23,946 748
investment advisor and bank lees				
Total Expenses	26,149	20,841		46,990
Change in Net Assets Before Other Income and Allocation of Earnings or Losses	(10,610)	5,724,069	(51)	5,713,408
Other Income - Net (depreciation) appreciation of investments	(120,791)	(453,709)		(574,500)
Change in Net Assets Before Allocation of Earnings or Losses	(131,401)	5,270,360	(51)	5,138,908
Allocation of Earnings (Losses)	(112,620)		(51)	(112,671)
Change in Net Assets	(18,781)	5,270,360	-	5,251,579
Net Assets at Beginning of Year	43,838	1,297,643		1,341,481
Net Assets at End of Year	\$ 25,057	\$ 6,568,003	\$ -	\$ 6,593,060