THEODORE R. AND VIVIAN M. JOHNSON SCHOLARSHIP FOUNDATION, INC.

REPORT ON AUDITS OF FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

THEODORE R. AND VIVIAN M. JOHNSON SCHOLARSHIP FOUNDATION, INC.

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& COMPANY
Certified Public Accountants and Consultants

Report of Independent Auditors

To the Board of Directors of
Theodore R. and Vivian M. Johnson Scholarship Foundation, Inc.

We have audited the accompanying financial statements of Theodore R. and Vivian M. Johnson Scholarship Foundation, Inc. (a private foundation), which comprise the statements of net assets – modified cash basis as of December 31, 2016 and 2015, and the related statements of changes in net assets – modified cash basis and cash flows – modified cash basis 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 the modified cash basis of accounting as described in Note 1; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's 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 of 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 auditor's 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.

Opinion

In our opinion, the financial statements referred to in the first paragraph present fairly, in all material respects, the assets, liabilities, and net assets of Theodore R. and Vivian M. Johnson Scholarship Foundation, Inc. as of December 31, 2016 and 2015, and the changes in its net assets and its cash flows for the years then ended in accordance with the modified cash basis of accounting described in Note 1.

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Basis of Accounting

We draw attention to Note 1 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Templeton & Company, LLP

West Palm Beach, Florida
August 17, 2017

THEODORE R. AND VIVIAN M. JOHNSON SCHOLARSHIP FOUNDATION, INC.

STATEMENTS OF NET ASSETS – MODIFIED CASH BASIS
December 31, 2016 and 2015

	2016	2015
ASSETS		
Cash and cash equivalents	$ 753,544	$ 1,165,362
Investments, at fair value	157,746,522	156,939,000
Total assets	$ 158,500,066	$ 158,104,362
LIABILITIES AND NET ASSETS		
Liabilities	$ -	$ -
Net assets - temporarily restricted	158,500,066	158,104,362
Total liabilities and net assets	$ 158,500,066	$ 158,104,362

See accompanying notes to financial statements.

THEODORE R. AND VIVIAN M. JOHNSON SCHOLARSHIP FOUNDATION, INC.

STATEMENTS OF CHANGES IN NET ASSETS – MODIFIED CASH BASIS
For the Years Ended December 31, 2016 and 2015

	2016	2015
Temporarily restricted net assets:		
Revenue, net of investment advisory fees:		
Net realized gain on sales of investments	$ 860,130	$ 15,032
Net unrealized appreciation (depreciation) on investments	4,081,646	(7,304,505)
Interest, dividends and distributions	4,188,991	6,145,870
Total revenue, net of investment advisory fees	9,130,767	(1,143,603)
Expenses:		
Scholarships and grants distributed	7,022,529	6,971,584
Management and general expenses	1,749,643	1,773,217
Federal excise and other taxes, net of refunds	(37,109)	228,394
Total expenses	8,735,063	8,973,195
Increase (decrease) in temporarily restricted net assets	395,704	(10,116,798)
Net assets, beginning of year	158,104,362	168,221,160
Net assets, end of year	$ 158,500,066	$ 158,104,362

See accompanying notes to financial statements.

THEODORE R. AND VIVIAN M. JOHNSON SCHOLARSHIP FOUNDATION, INC.

STATEMENTS OF CASH FLOWS –
MODIFIED CASH BASIS
For the Years Ended December 31, 2016 and 2015

	2016	2015
Cash flows from operating activities:		
Increase (decrease) in temporarily restricted net assets - modified cash basis	$ 395,704	$ (10,116,798)
Adjustments to reconcile increase (decrease) in temporarily restricted net assets to net cash used in operating activities:		
Net realized gain on sales of investments	(860,130)	(15,032)
Net unrealized (appreciation) depreciation on investments	(4,081,646)	7,304,505
Net cash used in operating activities	(4,546,072)	(2,827,325)
Cash flows from investing activities:		
Purchases of investments	(11,279,900)	(4,682,152)
Proceeds from sales of investments	15,414,154	7,051,268
Net cash provided by investing activities	4,134,254	2,369,116
Decrease in cash and cash equivalents	(411,818)	(458,209)
Cash and cash equivalents, beginning of year	1,165,362	1,623,571
Cash and cash equivalents, end of year	$ 753,544	$ 1,165,362

See accompanying notes to financial statements.

Note 1 – Nature of Operations and Summary of Significant Accounting Policies

Organization and purpose

The Theodore R. and Vivian M. Johnson Scholarship Foundation, Inc. (the Foundation) provides educational scholarships and grants.

The Foundation was incorporated in the State of Florida in 1998 and received all of the assets of the Theodore R. and Vivian M. Johnson Scholarship Foundation, a private foundation trust, (the Foundation Trust) on December 31, 2001 in a tax-free transfer and operates as its successor.

Donated assets of the Foundation are invested in accordance with donor intention, with earnings derived from such assets used for grant, reinvestment, and operating purposes.

Basis of accounting

The Foundation prepares its financial statements on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States. Revenue is recognized when collected and expenses are recorded when paid, rather than when due or the commitment or obligation is incurred.

Assets and liabilities generally arise from cash transactions, except for non-cash contributions of investments, which are recorded, when received, at their fair values. No such non-cash contributions occurred during the years ended December 31, 2016 and 2015.

Classification of net assets

The Foundation records all income or losses from its investments as temporarily restricted net assets. These amounts are subject to donor-imposed restrictions that permit the Foundation to use or expend the assets for grant or operating purposes. The donor restrictions expire when payments are made for grant or operating purposes.

Permanently restricted net assets contain donor-imposed restrictions that stipulate the resources be maintained permanently, unless needed to meet the Internal Revenue Service (IRS) distribution requirements, but permit the Foundation to use or expend all of the income derived from the donated assets for grant or operating purposes. There were no permanently restricted net assets or donations during 2016 or 2015.

Cash and cash equivalents

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

Investments

Equity securities with readily determinable fair market values and all debt securities are carried at fair values based on quoted market prices. The values of certain investments are estimated by management of the investee in the absence of readily determinable fair market values.

Investment gains or losses are recognized upon realization, or when the investment values are deemed to have been permanently impaired. The Foundation uses the specific identification method to determine its historical basis, which is based on the fair value at the beginning of the period, 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 restricted for grant and operating purposes.

Note 1 – Nature of Operations and Summary of Significant Accounting Policies, Continued

Income taxes

The Foundation is incorporated 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(a) of the Code. In accordance with the provisions of the Code, the Foundation is liable for excise tax of up to 2% on net investment income as defined by the Code and is taxed on unrelated business income for both federal and state income tax purposes. With regard to unrelated business income, for federal tax purposes the Foundation is subject to federal corporate tax rates of up to 38% and, for state tax purposes, tax rates range from 4% to 9.8% of allocable taxable income.

Management analyzes tax positions in jurisdictions where it is required to file income tax returns. Based on its evaluation, management did not identify any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly increase or decrease. The Foundation is no longer subject to income tax examinations for years prior to 2013.

Use of estimates

The preparation of financial statements in conformity with the modified cash basis of accounting 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 various risks, such as market, geographic, interest rate, foreign currency, and credit 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 risks in the near-term would materially affect the Foundation’s investment balances and the amounts reported in the statements of changes in net assets – modified cash basis and the statements of net assets – modified cash basis.

Financial instruments that potentially subject the Foundation to a concentration of credit risk include the Foundation’s cash and cash equivalent accounts. The Foundation maintains its cash and cash equivalents with high credit-quality financial institutions. Such balances may exceed the FDIC federally insured limits. Cash and cash equivalents exceeded the FDIC limit by $503,544 and $915,362 as of December 31, 2016 and 2015, respectively.

The Foundation has significant investments in equities, fixed income securities, private equity partnerships, and mutual funds and is therefore subject to concentrations of investment risk. Investments are generally made by investment managers engaged by the Foundation and the investments are monitored on behalf of the Foundation by an independent investment adviser. Although the market value of investments is subject to fluctuations on a year-to-year basis, management believes the investment policy is prudent for the long-term welfare of the Foundation and its beneficiaries.

Approximately 33% of the Foundation’s investments are subject to foreign currency risk, with the remaining 67% of the portfolio being held in U.S. dollar-denominated investments. Economic pressures from numerous factors could contribute to significant foreign currency volatility across the globe. As a result, foreign currency risk could impact investment performance, both short-term and over time.

Note 1 – Nature of Operations and Summary of Significant Accounting Policies, Continued

Risks and uncertainties, continued

Published market quotations do not necessarily represent realizable values, particularly where sizable holdings of a fund's unit shares or a company's stock exist. In addition, certain private equity and venture capital fund investment agreements restrict the timing and amounts of fund shares that may be redeemed. Management frequently evaluates various risks related to the Foundation's investments

Portfolio investment concentrations

At December 31, 2016 and 2015, approximately 28% and 29%, respectively, of the Foundation's investments were invested in private funds, which are considered to be alternative investments. These alternative investment funds invest primarily in domestic and foreign private equity partnerships and other alternative investment funds. The fair values of alternative investment funds have been estimated by the Foundation's management in the absence of readily ascertainable market values. The Foundation may liquidate a portion or all of its investments in the private funds at the then net asset value in a manner provided for under the partnership or investment agreements. These agreements generally provide for exit fees and lock-up periods, as well as restrictions for liquidity positions of the alternative investment funds, thus making the investments non-marketable. Therefore, the values of such funds are not necessarily indicative of the amounts that could be realized in a current transaction.

Note 2 – Investments

The cost, fair value, and unrealized appreciation or (depreciation) attributable to the Foundation's investments at December 31, 2016 and 2015 are presented below:

	Cost	Fair Value	Unrealized Appreciation (Depreciation)
December 31, 2016:			
United States equities	$ 18,080,129	$ 31,180,996	$ 13,100,867
Non-United States equities	37,688,327	33,078,779	(4,609,548)
Alternative non-marketable equity entities	23,133,577	25,204,414	2,070,837
Private equity entities and venture capital	13,757,425	18,798,436	5,041,011
Inflation protection managers	15,513,616	20,551,823	5,038,207
Fixed income	33,665,735	28,932,074	(4,733,661)
	$ 141,838,809	$ 157,746,522	$ 15,907,713
December 31, 2015:			
United States equities	$ 16,054,354	$ 29,477,739	$ 13,423,385
Non-United States equities	39,000,893	33,780,424	(5,220,469)
Alternative non-marketable equity entities	22,383,886	25,667,314	3,283,428
Private equity entities and venture capital	13,609,206	19,657,815	6,048,609
Inflation protection managers	17,820,604	19,144,162	1,323,558
Fixed income	31,170,472	29,211,546	(1,958,926)
	$ 140,039,415	$ 156,939,000	$ 16,899,585

Note 2 – Investments, Continued

The cost presented above represents the historical cost 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).

Investment advisory fees are recorded as reductions to the net realized gain on sales of investments in the accompanying statements of changes in net assets – modified cash basis in the amount of $809,577 and $710,774 for the years ended December 31, 2016 and 2015, respectively.

The following is a list of investments representing more than 5% of the total fair value of investments at December 31, 2016 and 2015:

Investment	2016	2015
Vanguard Intermediate-Term Treasury Shares	$ 20,349,473	$ 20,571,729
Adage Capital Partners	20,027,089	18,789,260
Silchester International Value Equity Trust	15,227,779	15,237,613
Forester Offshore Ltd.	10,344,674	11,560,007
Semper Vic	8,069,440	7,874,362
Other (below 5%)	83,728,067	82,906,029
	$ 157,746,522	$ 156,939,000

Note 3 – Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 820, *Fair Value Measurement*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The three levels of the fair value hierarchy are described below:

Level 1 inputs consist of quoted prices that are available in active markets for identical investments as of the reporting date. Investments included in Level 1 include listed U.S. and non-U.S. equity securities and listed debt instruments and derivatives.

Level 2 inputs consist of direct or indirect observable inputs other than quoted prices for identical investments, and fair value is determined through the use of models and other valuation methodologies.

Level 3 inputs have the lowest priority and consist of unobservable inputs that are significant to the fair value of the investments. Level 3 inputs require significant management judgment or estimation. Investments which are generally included in this category include venture capital investments in equity or equity-oriented securities of privately held entities.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The Foundation's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the investment.

Note 3 – Fair Value Measurements, Continued

The Foundation assesses the fair value classification of each investment at the end of each year, and any transfers between levels are recognized on the date of the event or change in circumstances that caused the transfer. Two investments in non-United States equities valued at $18,620,884 were moved from Level 1 to Level 2 as of December 31, 2016 based on the valuation methodology utilized by management. The comparative information presented as of December 31, 2015 has been reclassified for consistency in presentation.

Investments in private partnerships and companies are recorded at an estimate of fair value using metrics such as security prices of comparable public companies, discounted cash flow models, and original investment purchase price multiples, while also incorporating a portfolio company's financial performance and specific factors. The following table summarizes the Foundation's investments based on the valuation methodology applied by the Foundation as of December 31, 2016 and 2015:

	December 31, 2016			
	Level 1: Quoted prices in markets for identical assets	Level 2: Significant other observable inputs	Level 3: Significant unobservable inputs	Total
United States equities	$ 3,084,468	$ 28,096,528	$ -	$ 31,180,996
Non-United States equities	4,770,169	28,308,610	-	33,078,779
Alternative non-marketable equity entities	-	14,459,515	10,744,898	25,204,413
Private equity entities and venture capital	-	-	18,798,436	18,798,436
Inflation protection managers	-	7,220,477	13,331,347	20,551,824
Fixed income	20,349,473	8,582,601	-	28,932,074
	$ 28,204,110	$ 86,667,731	$ 42,874,681	$ 157,746,522

	December 31, 2015			
	Level 1: Quoted prices in markets for identical assets	Level 2: Significant other observable inputs	Level 3: Significant unobservable inputs	Total
United States equities	$ 2,814,117	$ 26,663,622	$ -	$ 29,477,739
Non-United States equities	4,913,698	28,866,726	-	33,780,424
Alternative non-marketable equity entities	-	13,736,325	11,930,989	25,667,314
Private equity entities and venture capital	-	-	19,657,815	19,657,815
Inflation protection managers	-	8,363,040	10,781,122	19,144,162
Fixed income	20,571,732	8,639,814	-	29,211,546
	$ 28,299,547	$ 86,269,527	$ 42,369,926	$ 156,939,000

Note 3 – Fair Value Measurements, Continued

The following is a schedule of Level 3 investment activity for the years ended December 31, 2016 and 2015 measured on a recurring basis using significant unobservable inputs:

	Alternative Non-Marketable Equity Entities	Private Equity Entities and Venture Capital	Inflation Protection Managers	Total
Balance as of January 1, 2016	$ 11,930,989	$ 19,657,815	$ 10,781,122	$ 42,369,926
Net unrealized appreciation (depreciation) included in the statement of changes in net assets – modified cash basis	74,220	(2,450,311)	597,162	(1,778,929)
Net realized gains (losses) included in the statement of changes in net assets – modified cash basis	(297,811)	(167,035)	(21,937)	(486,783)
Sales and return of capital	(1,000,000)	(186,876)	-	(1,186,876)
Purchases	37,500	1,944,843	1,975,000	3,957,343
Balance as of December 31, 2016	$ 10,744,898	$ 18,798,436	$ 13,331,347	$ 42,874,681

	Alternative Non-Marketable Equity Entities	Private Equity Entities and Venture Capital	Inflation Protection Managers	Total
Balance as of January 1, 2015	$ 12,025,935	$ 21,563,717	$ 9,198,950	$ 42,788,602
Net unrealized depreciation included in the statement of changes in net assets – modified cash basis	(43,678)	(3,720,798)	(1,007,684)	(4,772,160)
Net realized losses included in the statement of changes in net assets – modified cash basis	-	(216,904)	(644)	(217,548)
Sales and return of capital	(51,268)	-	-	(51,268)
Purchases	-	2,031,800	2,590,500	4,622,300
Balance as of December 31, 2015	$ 11,930,989	$ 19,657,815	$ 10,781,122	$ 42,369,926

The Foundation's investments in United States equities consist of publicly traded United States equities with no unfunded commitments to United States equity managers as of December 31, 2016 and 2015.

Note 3 – Fair Value Measurements, Continued

The Foundation's investments in non-United States equities consist of publicly traded funds and limited partnerships with redemption restrictions ranging from 30 to 60 days in applicable lock-up periods. The Foundation had no unfunded commitments with respect to its non-United States equity managers as of December 31, 2016 and 2015.

The Foundation's investments in alternative non-marketable equity entities consist of investments in hedge funds, primarily limited partnerships and fund of fund investments that invest in multi-strategy funds. The alternative non-marketable equity entities require a sixty to ninety day notice in order to redeem the investment balances with redemption restrictions in place at year end. There were no unfunded commitments to alternative non-marketable equity entities as of December 31, 2016 and 2015.

The Foundation's investments in private equity entities and venture capital consist of limited partnership interests and interests in closed-end funds that primarily invest in United States and non-United States fund of fund investments in venture capital and private equity capital. The Foundation had $9,503,399 and $7,921,092 in related unfunded commitments as of December 31, 2016 and 2015, respectively.

The Foundation's investments in inflation protection managers consist primarily of limited partnership interests that invest in fund of fund energy and real estate securities as well as other direct investments in real estate and energy related ventures. The Foundation had $2,240,508 and $2,014,500 in related unfunded commitments as of December 31, 2016 and 2015, respectively.

Note 4 – Foundation Funds

The Foundation's funds are established for the purposes expressed in the Foundation's charter. The Foundation's funds consist of donor-restricted funds and funds designated by the Board of Directors to function as restricted funds. The Foundation's net assets are classified and reported based on the existence or absence of donor-imposed restrictions.

<u>Interpretation of relevant law</u>

The Board of Directors have interpreted the current law, Uniform Prudent Management of Institutional Funds Act (UPMIFA), which became effective in the State of Florida on July 1, 2012, as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Foundation will classify as permanently restricted net assets: (a) the original value of gifts donated to the permanent endowment; (b) the original value of the subsequent gifts to the endowment; (c) accumulations of the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulations are added to the fund. Endowment balances are classified as temporarily restricted net assets and consist solely of accumulated instrument return that has yet to be expended in accordance with the terms of the donor agreement. Due to the purpose of the Foundation, all endowment balances are classified as temporarily restricted net assets.

<u>Funds with deficiencies</u>

From time to time, the fair value of assets associated with individual donor-restricted funds may fall below the level that the donor requires the Foundation to retain as a fund of perpetual duration. There were no such funds with deficiencies as of December 31, 2016.

Note 4 – Foundation Funds, Continued

Return objectives and risk parameters

The Foundation has adopted investment and spending policies for fund assets that attempt to provide a predictable stream of funding to grant programs supported by its funds while seeking to maintain purchasing power of the assets.

Under this policy, as approved by the Board of Directors, the assets are invested in a manner that is intended to produce results that exceed the price and yield results of multiple benchmarks based on the type of investment while assuming a moderate level of investment risk. The Foundation expects that its funds, over time, will provide an average rate of return of approximately 5% annually after adjusting for inflation. Actual returns in any given year may vary from this amount.

Strategies employed to achieve objectives

To satisfy its long-term rate of return objectives, the Foundation relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Foundation targets a diversified allocation to achieve its long-term return objectives within prudent risk constraints.

Spending policy

The Foundation's policy is to appropriate for distribution each year such amounts as are determined by the Foundation's calculation for disbursements as determined by Section 509(a) of the Code. Accordingly, over the long-term, the Foundation expects the current spending policy to allow its assets to grow at an annual rate that is equal to or greater than the rate of inflation. This is consistent with the Foundation's objective to maintain the purchasing power of the assets.

Changes in net assets for the year ended December 31, 2016 follow:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Balance as of January 1, 2016	$ -	$ 158,104,362	$ -	$ 158,104,362
Investment return (loss):				
Interest, dividends, and distributions	-	4,188,991	-	4,188,991
Net appreciation (realized and unrealized)	-	4,941,776	-	4,941,776
Total investment return	-	9,130,767	-	9,130,767
Appropriations for distributions and expenditures	-	(8,735,063)	-	(8,735,063)
Balance as of December 31, 2016	$ -	$ 158,500,066	$ -	$ 158,500,066

Note 5 – Expenses

Expenses for the years ended December 31, 2016 and 2015 are presented as follows:

	2016	2015
Scholarships and grants distributed:		
Scholarship America	$ 1,297,813	$ 1,347,500
Palm Beach Atlantic University	1,205,000	907,500
Gallaudet University	500,000	500,000
Florida School for the Deaf and the Blind	500,000	500,000
Florida State University System	475,000	475,000
Take Stock in Children	297,500	421,469
Pathways to Education Canada	240,000	250,000
University of Central Florida Foundation	222,500	225,500
Gonzaga University	215,000	165,000
University of Florida Foundation	200,000	200,000
Northern Arizona University Foundation	189,410	87,964
Dalhousie Foundation	165,144	-
Landmark College	100,000	100,000
Providence St. Mel School	100,000	100,000
CAPE	93,410	25,010
American Indian College Fund	91,636	33,364
Oklahoma State University Foundation	80,000	70,000
The School District of Palm Beach County	78,000	58,675
Perkins	75,000	-
Maricopa County Community College Foundation	68,500	90,000
Northwest Indian College	64,261	65,000
Heritage University	50,000	50,000
Olmsted Center	50,000	35,000
Valencia State College Foundation	50,000	50,000
Little Big Horn College	48,500	56,200
Blackfeet Com College	46,462	36,750
Northeastern State University Foundation	45,000	60,000
Eye to Eye	36,250	85,000
Aaniiih Nakoda College	36,000	-
Institute of American Indian Art	29,750	48,125
Florida Atlantic University Foundation	25,800	29,700
Brevard Community College Foundation	20,000	20,000
Foundation of Seminole State College	20,000	20,000
Other	306,593	858,827
	7,022,529	6,971,584

Note 5 – Expenses, Continued

	2016	2015
Management and general expenses:		
Salaries and benefits	$ 714,750	$ 696,931
Scholarship administrative expenses	307,237	339,014
Investment consultant fees and expenses	318,248	333,553
Office expenses	146,391	152,289
Professional fees	57,957	39,370
Directors' consulting fees	105,060	97,060
Directors' fees	100,000	115,000
	1,749,643	1,773,217
Federal excise and other taxes:		
Federal excise tax (refund)	(38,506)	231,904
Various other state excise tax	1,397	(3,510)
	(37,109)	228,394
	$ 8,735,063	$ 8,973,195

During 2016 and 2015, the Foundation received refunds of certain federal and state excise taxes paid in prior years. Such amounts were offset against expense in 2016 and 2015 under the modified cash basis of accounting.

Note 6 – Lease Agreement

The Foundation leases its premises located in West Palm Beach, Florida pursuant to a non-cancelable operating lease. The following table presents future minimum base rent payments due under the operating lease as of December 31, 2016:

Year Ending December 31,	Amount
2017	$ 58,324
2018	60,077
2019	35,650
Total	$ 154,051

Rent expense for the years ended December 31, 2016 and 2015 totaled $56,626 and $55,116, respectively.

Note 7 – Defined Contribution Plan and Deferred Compensation Agreement

The Foundation has established a qualified cash or deferred compensation plan (the Plan) under Section 401(k) of the Code for the benefit of qualified employees. Under the terms of the Plan, qualified employees may elect to defer a portion of their salary, subject to Internal Revenue Service limits or may elect to make after tax contributions to their Roth 401(k). The Foundation makes a discretionary match as well as a discretionary contribution. The Foundation's contributions for the years ended December 31, 2016 and 2015 totaled $39,371 and $47,289, respectively.

Note 7 – Defined Contribution Plan and Deferred Compensation Agreement, Continued

The Foundation has established a deferred compensation agreement under which an employee is due to receive earned compensation in future years. Deferred compensation payable amounted to $270,251 and $171,065 as of December 31, 2016 and 2015, respectively. Per the executed deferred compensation agreement, payment to the CEO and President of any amount accrued after December 31, 2014 is contingent upon the Foundation's total assets being at least $150 million at the time of his retirement.

Note 8 – Trust Beneficiary

The Foundation is named as the sole beneficiary of the Theodore R. Johnson Charitable Remainder Unitrust (CRUT). As of December 31, 2016 and 2015, the CRUT's net asset value approximated $50,000,000 and $51,000,000, respectively. The value of this beneficial interest is not reflected in the accompanying statements of net assets – modified cash basis due to the Foundation's accounting method.

Note 9 – Grants

The Board of Directors grants awards, contingent on the Foundation's financial performance, to recipient organizations on both a single-year and long-term basis. Such grants are recorded as an expense when the award is disbursed to the recipient in the accompanying financial statements under the modified cash basis of accounting. The minimum future grant award commitments in each of the five years subsequent to December 31, 2016 based on the projected rate of return of 5% per year are as follows:

Years Ending December 31,	Amount
2017	$ 6,508,428
2018	$ 6,566,661
2019	$ 6,546,006
2020	$ 6,554,849
2021	$ 6,563,028

Note 10 – Subsequent Events

Subsequent to year-end, Deerfield Private Design Fund IV, a ten year private equity fund, became involved in a federal probe involving two of its employees. The Foundation will be monitoring the situation as it unfolds. The Foundation's investment adviser and Investment Committee are in agreement that a secondary market sale of the investment at a significant discount is not warranted based upon the facts and circumstances known at this time. This fund's fair value was $36,557 as of December 31, 2016. The Foundation has unfunded commitments of $1,462,500 related to this fund as of December 31, 2016.

Management evaluated activity of the Foundation subsequent to December 31, 2016 through August 17, 2017, the date on which the financial statements were available to be issued, for events that require recognition in the financial statements or disclosure in the notes thereto. There were no additional subsequent events, other than disclosed above, that required adjustment to or disclosure in the financial statements.