Financial statements of:

THE TIWAHE FOUNDATION

Years ended December 31, 2016 and 2015

THE TIWAHE FOUNDATION

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INDEPENDENT AUDITOR'S REPORT

Board of Directors
The Tiwahe Foundation
Minneapolis, Minnesota

We have audited the accompanying financial statements of The Tiwahe Foundation (a nonprofit organization) which comprise the statements of financial position as of December 31, 2016 and 2015, and the related statements of activities and change in net assets, functional expenses 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.

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 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 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 above present fairly, in all material respects, the financial position of The Tiwahe Foundation 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 accounting principles generally accepted in the United States of America.

June 14, 2017

Schechter Dakker Carter Andrew & Seleer Ltd.

	2016	2015		
Assets:				
Current assets:				
Cash	\$ 298,189	\$ 613,993		
Certificates of deposit	752,803	856,508		
Pledges and grants receivable, net	196,396	156,422		
Prepaid expense	700	700		
Total current assets	1,248,088	1,627,623		
Other assets:				
Investments	3,520,439	2,439,101		
Pledges and grants receivable,				
net of current portion	274,217	393,354		
	3,794,656	2,832,455		
Total assets	\$ 5,042,744	\$ 4,460,078		
Liabilities and net assets: Current liabilities:				
Accounts payable	\$ 19,442	\$ 5,698		
Accrued expenses	4,869	2,634		
Total current liabilities	24,311	8,332		
Unearned revenue	501,098	608,233		
Total liabilities	525,409	616,565		
Net assets:				
Unrestricted	983,020	792,102		
Temporarily restricted	700,168	507,176		
Permanently restricted	2,834,147	2,544,235		
Total net assets	4,517,335	3,843,513		
Total liabilities and net assets	\$ 5,042,744	\$ 4,460,078		

THE TIWAHE FOUNDATION

	2016							
			Temporarily		Permanently			
	Un	restricted	restricted		restricted			Total
Support and revenue:								
Foundations	\$	11,000	\$	559,500	\$	107,335	\$	677,835
In-kind		8,413						8,413
Individual donations		1,924		2,000		182,577		186,501
Investment income (loss)		207,024						207,024
Special event, less costs of direct								
benefits to donors of \$28,052 and								
\$20,796 for 2016 and 2015, respectively		14,303						14,303
Special projects								
Net assets released from restrictions		368,508		(368,508)				
Total support and revenue		611,172		192,992		289,912	:	1,094,076
5								
Expenses:		202.056						202.056
Program services		202,056						202,056
Management and general		87,712						87,712
Fundraising		130,486	-					130,486
Total expenses		420,254						420,254
Change in net assets		190,918		192,992		289,912		673,822
Net assets, beginning		792,102		507,176		2,544,235		3,843,513
Net assets, ending	\$	983,020	\$	700,168	\$	2,834,147	\$ 4	4,517,335

2015

			20	115		
		Temporarily		Pe	ermanently	
Un	restricted	r	estricted	I	restricted	Total
\$	-	\$	503,000	\$	101,767	\$ 604,767
	24,785					24,785
	990				513,170	514,160
	(20,430)					(20,430)
	18,107					18,107
	20					20
	355,455		(355,455)			
	378,927		147,545		614,937	1,141,409
	222.446					222.4.46
	232,146					232,146
	82,929					82,929
	94,486					 94,486
	400 FC1					400 F.C1
	409,561					 409,561
	(30,634)		147,545		614,937	731,848
	(30,034)		147,343		014,537	731,040
	822,736		359,631		1,929,298	 3,111,665
\$	792,102	\$	507,176	\$	2,544,235	\$ 3,843,513

THE TIWAHE FOUNDATION

	2016								
		S	upport services						
	Program services	Management and general	Fundraising	Total support services	Total expenses				
Expenses:									
Salaries	\$ 35,723	\$ 40,166	\$ 60,504	\$ 100,670	\$ 136,393				
Payroll taxes	3,166	3,392	4,559	7,951	11,117				
Employee benefits	3,685	4,099	6,026	10,125	13,810				
Grants to individuals	90,319				90,319				
Professional fees	46,210	20,222	37,890	58,112	104,322				
Supplies	6	1,327		1,327	1,333				
Memberships/dues	853	99	133	232	1,085				
Occupancy	3,154	3,380	4,542	7,922	11,076				
Equipment rental/office expense	5	5	7	12	17				
Telephone	809	867	1,165	2,032	2,841				
Postage	750	311	418	729	1,479				
Printing	1,041	808	1,086	1,894	2,935				
Database/website	2,692	17	1,388	1,405	4,097				
Travel/meetings	6,196	4,887	143	5,030	11,226				
Special events			231	231	231				
Insurance	872	934	1,256	2,190	3,062				
Miscellaneous	6,575	7,198	11,138	18,336	24,911				
Total expenses	202,056	87,712	130,486	218,198	420,254				
Special event - costs of direct									
benefits to donors			28,052	28,052	28,052				
Total functional expenses	\$ 202,056	\$ 87,712	\$ 158,538	\$ 246,250	\$ 448,306				

					t services					
			S							
							Total			
Program	า	Ma	nagement			S	upport	Tota	I	
services	5	an	d general	Fui	ndraising	S	ervices	expens	ses	
\$ 58,05	9	\$	29,607	\$	43,089	\$	72,696	\$ 130,7	755	
5,35	0		1,886		2,623		4,509	9,8	359	
3,06	52		1,944		2,883		4,827	7,8	389	
80,87	'6							80,8	376	
51,02	29		37,714		34,078		71,792	122,8	321	
6	52		1,138				1,138	1,2	200	
1,54	2		55		77 132			.32 1,6		
5,04	17		1,779		2,475		4,254	9,3	301	
2	24		8		12		20		44	
1,09	2	385			536		921	2,0	013	
76	64	259			361		620	1,3	384	
2,76	57	374 520		520		894	3,6	661		
1,74	1		17		1,322		1,339	3,0	080	
10,20)7		3,824		235		4,059	14,2	266	
1,70	00		599		833		1,432	3,1	132	
8,82	24		3,340		5,442		8,782	17,6	506	
232,14	16		82,929		94,486		177,415	409,5	561	
					20,796		20,796	20,7	796	
							-			
\$ 232,14	6	\$	82,929	\$	115,282	\$	198,211	\$ 430,3	357	

	2016			2015
Cash flows from operating activities:				
Change in net assets	\$	673,822	\$	731,848
Adjustments to reconcile change in net assets to net cash provided by				
operating activities:				
Unrealized (gains) losses on investments		(204,292)		21,344
Non-cash service fees incurred		20,647		13,837
Permanently restricted contributions		(289,912)		(614,937)
(Increase) decrease in assets:				
Pledges and grants receivable		(20,000)		144,500
Prepaid expenses		-		(700)
Increase (decrease) in liabilities:				
Accounts payable		13,744		2,307
Accrued expenses		2,235		1,042
				<u> </u>
Net cash provided by operating activities		196,244		299,241
Cash flows used in investing activities:				
Purchase of endowment investments		(977,739)		(459,711)
Distribution of endowment investments		80,046		51,000
Net sale (purchase) of certificates of deposit		103,705		(600,602)
Net cash used in investing activities		(793,988)	(1,009,313)
Cash flows provided by financing activities				
Permanently restricted contributions		281,940		267,997
Unearned revenue received		-		700,000
Martin and the Control of State		204.040		067.007
Net cash provided by financing activities		281,940		967,997
Net (decrease) increase in cash		(315,804)		257,925
Net (decrease) merease in easi		(313,004)		237,323
Cash, beginning		613,993		356,068
		,		
Cash, ending	\$	298,189	\$	613,993
Supplemental non-cash financing activities				
Recognition of unearned revenue based on match	\$	107,135	\$	91,767
-	<u> </u>		<u> </u>	

1. Summary of significant accounting policies:

Nature of organization:

The mission of the Tiwahe Foundation (the Foundation) is to be a resource for giving and strengthening American Indian communities by building capacity through leadership, culture, values and vision.

Description of programs:

American Indian Family Empowerment Program (AIFEP) — The AIFEP program operates as a grant making program with the intent to reflect, preserve, and perpetuate a respect for American Indian cultures and values, as a means to strengthen Native youth and families making a positive difference in their own lives, and in doing so, a difference in the well being of the Native community. The Foundation will carry forth the vision of the AIFEP and expand its work to further philanthropy in the Native community in the future.

Minnesota Native Alumni Network Program - The Minnesota Native Alumni Network Program was built on our self-determined leadership AIFEP micro grants. This network is a collaborative effort with six organizations and provides a resource across urban, tribal and rural Native leaders to access broader networks through an on-line platform tool, provide skill building trainings, connections to leadership programs, micro grants and project grants for small alumni led projects. There are over 2,000 alumni leadership in the collaborative and our goal is to network leaders to build relationships, skills and develop grassroots projects that address social change and innovation.

Basis of presentation:

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.

Net assets classifications:

The Foundation reports information regarding its financial position and activities according to three classes of net assets:

- Unrestricted net assets are not subject to donor-imposed restrictions and represent funds that are fully
 available, at the discretion of management and the Board of Directors, for the Foundation to utilize for
 any of its programs or supporting services.
- Temporarily restricted net assets are comprised of funds that are restricted by donors for specific purposes or time periods.
- Permanently restricted net assets are subject to the donor-imposed restriction that they may be maintained permanently by the Foundation.

Certificates of deposit:

Certificates of deposit consist of instruments having an original maturity of three months or greater and are stated at cost plus accrued interest.

Concentrations:

The Foundation maintains its cash in one financial institution located in Minnesota. At times, bank balances may be in excess of the FDIC insurance limit. The Foundation has not experienced any loss associated with this practice.

At December 31, 2016 and 2015, approximately 61% and 70% of pledges and grants receivable were from two donors.

1. Summary of significant accounting policies (continued):

Fair value measurements:

The Foundation measures fair value using a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

The objective of a fair value measurement is to determine the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). Accordingly, the fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The Foundation uses valuation techniques consistent with the market, income and cost approaches to measure fair value.

The inputs used to measure fair value are categorized into the following three categories:

Level 1 – Inputs that reflect unadjusted quoted prices in active markets for identical investments, such as stocks, corporate and government bonds that the Foundation has the ability to access as of the measurement date.

Level 2 – Inputs, other than quoted prices, that are observable for the asset or liability either directly or indirectly, including inputs from markets that are not considered to be active.

Level 3 – Inputs that are unobservable. Unobservable inputs reflect the Foundation's own assumptions about the factors market participants would use in pricing an investment, and is based on the best information available in the circumstances.

Receivables:

Pledge and grants receivable are reported at fair value at the date the promise is received. Pledges and grants that are expected to be collected within one year are recorded at their net realizable value. Those that are expected to be collected in future years are recorded at the present value of the amount to be collected. The discounts on those amounts are computed using an imputed interest rate applicable to the year in which the pledge is received. Conditional pledges and grants are not included as support until such time as the conditions are substantially met.

Allowance for doubtful accounts:

The carrying amount of operating pledges is reduced by a valuation allowance that reflects management's best estimate of the amounts that will not be collected. Management estimates this allowance based on historical collection trends. Management also individually reviews all delinquent balances for significant pledges which are potentially uncollectible. After all attempts to collect a pledge have failed, the receivable is written-off against the allowance.

1. Summary of significant accounting policies (continued):

Investments:

At December 31, 2016 and 2015, investments consisted mainly of an endowment fund held at the Minneapolis Foundation. In general, investments are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect investment balances and the amounts reported in the balance sheet. Investment income or loss (including interest and dividends and realized gains and losses) and unrealized gains and losses are recorded in the statement of activities, and classified by net asset class based on the existence of any restrictions.

Unearned revenue:

Unearned revenues arise when conditional contributions are received before the related conditions are satisfied. These unearned revenues will be recognized as contributions revenue as the applicable conditions are met.

Revenue recognition:

Revenues and public support are reported as an increase in unrestricted net assets unless use of the related asset is limited by donor-imposed restrictions. Expenses are reported as decreases in unrestricted net assets. Gains and losses on investments and other assets or liabilities are reported as an increase or a decrease in unrestricted net assets unless their use is restricted by explicit donor stipulations. Expirations of temporary restrictions on net assets are reported as net assets released from restrictions.

Contributions:

All contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Donor restricted contributions, the restriction of which are met in the same year as the contributions are made, are reported as unrestricted contributions.

Functional expenses:

The majority of expenses are directly identified with the program or supporting services to which they relate. Expenses not directly identifiable are allocated to program and supporting services on the basis of salaries and other basis as determined by management.

Income tax:

The Foundation has been recognized by the Internal Revenue Service (IRS) as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code (the Code) and, accordingly, is generally not subject to income taxes, except for taxes pertaining to unrelated business income. The Foundation is exempt from state taxes under Minnesota Statute 290.05. Therefore, there is no provision for income taxes. The Organization is not a private foundation under the Internal Revenue Code and charitable contributions by donors are tax deductible.

The Foundation has not identified any uncertainties in federal or state income taxes for any open tax years as of December 31, 2016 and 2015.

1. Summary of significant accounting policies (continued):

Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Reclassifications:

Certain minor reclassifications have been made to the 2015 financial statements to conform to the 2016 presentation.

Subsequent events:

Management has evaluated for subsequent events through June 14, 2017, the date the financial statements were available for issuance.

2. Pledges and grants receivable:

Unconditional promises are recorded as contributions receivable and revenue of the appropriate net asset category. Long-term contributions receivable are expected to be collected through 2025. The discount rate used on pledges was 4%.

Promises to give at December 31, 2016 and 2015 are as follows:

		2016	 2015
Pledges Operating grants receivable Less discounts to net present value	\$	378,451 110,500 (10,969)	\$ 497,626 90,500 (30,127)
Pledges and grants receivable Less allowance for doubtful accounts		477,982 (7,369)	 557,999 (8,22 <u>3</u>)
Pledges and grants receivable, net	<u>\$</u>	470,613	\$ 549,776
Amounts due in: Less than one year One to five years Over five years	\$	196,396 272,858 1,359	\$ 156,422 393,354
	\$	470,613	\$ 549,776

2015

3.	Investment income:	
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Investment income is comprised of the following for the year ended December 31, 2016 and 2015:

		2016	_	2015
Interest and dividends Unrealized gains (losses) from Minneapolis Foundation holdings	\$	2,732 204,292	\$	914 (21,344)
	<u>\$</u>	207,024	\$	(20,430)

All increases in investment income gains or losses are recorded as unrestricted.

4. Fair value:

The Foundation uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. For additional information on how the Foundation measures fair value refer to Note 1 – Summary of Significant Accounting Policies.

The following table presents the fair value hierarchy for the balances of the assets of the Foundation measured at fair value on a recurring basis as of December 31, 2016 and 2015.

	2016					
	Level 1	Level 2	Level 3	Total		
Minneapolis Foundation holdings	<u>\$ 0</u>	\$ 3,520,439	<u>\$ 0</u>	\$ 3,520,439		
		20)15			
	Level 1	Level 2	Level 3	Total		
Minneapolis Foundation holdings	<u>\$ 0</u>	\$ 2,439,101	<u>\$ 0</u>	<u>\$ 2,439,101</u>		

The investments are held at the Minneapolis Foundation. The assets are held and invested in the social impact growth strategy fund. The Foundation records the value of the investments based on information received from the Minneapolis Foundation.

In-kind support:	
	In-kind support:

The Foundation received donated accounting services and recognized in-kind revenue and professional fees totaling \$8,413 and \$24,785 for the years ended December 31, 2016 and 2015, respectively.

6. Temporarily restricted net assets:

Temporarily restricted net assets as of December 31, 2016 and 2015 are available for the following purposes or periods:

		<u>6</u> 2015
AIFEP	\$ 40	0,385 \$ 43,704
Alumni Network Program	199	9,854 136,420
Time restricted, operations	459	9,929 327,052
	<u>\$ 70</u> 0	0,168 \$ 507,176

Net assets were released from donor restrictions by incurring expenses satisfying the restricted purpose or lapse of time restrictions.

	20	<u>16</u> <u>20</u>	15
Time restriction Purpose restriction	•	•	06,631 48,824
	\$ 3	68,508 \$ 3	<u>55,455</u>

7. Leases:

The Foundation has a lease agreement for office space, with minimum monthly rental payments of \$895 plus common area maintenance (CAM) charges through September 30, 2017, as amended. The total future minimum rental commitments as of December 31, 2016, are as follows:

Year ending			
December 31	Amount		
2017	\$	8,334	

Total rent expense in connection with office rental was \$11,076 and \$9,283 for the years ended December 31, 2016 and 2015, respectively.

8. Endowment and permanently restricted net assets:

The Foundation's endowment consists of contributions established for the AIFEP operations and leadership initiatives. As required by generally accepted accounting principles, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

The State of Minnesota enacted the Uniform Prudent Management of Institutional Funds Act of 2006 (UPMIFA) effective August 1, 2008, the provisions of which apply to endowment funds existing on or established after that date. The Foundation's Board of Directors has determined that the majority of the Foundation's permanently restricted net assets meet the definition of endowment funds under UPMIFA. Based on the Foundation's interpretation of UPMIFA, the Foundation has reviewed all of its endowment funds.

The Board of Directors of the Foundation has interpreted the UPMIFA as requiring the preservation 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 classifies as permanently restricted net assets (a) the original value of gifts to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. In accordance with UPMIFA, the Foundation considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds: (1) the duration and preservation of the various funds, (2) the purposes of the donor-restricted endowment funds, (3) general economic conditions, (4) the possible effect of inflation and deflation, (5) the expected total return from income and the appreciation of investments, (6) other resources of the Foundation, and (7) the Foundation's investment policies.

Investment return objectives, risk parameters and strategies:

The Foundation has adopted investment and spending policies, approved by the Board of Directors, for endowment assets that attempt to provide a predictable stream of funding to support payments for the program supported by the endowment funds while also maintaining the purchasing power of those endowment assets over the long-term. Accordingly, the investment process seeks to achieve an after-cost total real rate of return, including investment income as well as capital appreciation, which exceeds the annual distribution with acceptable levels of risk. Endowment assets are invested in a well diversified asset mix, which includes equity and debt securities that is intended to result in a consistent inflation-protected rate of return that has sufficient liquidity to make an annual distribution of 2-3% of the annualized market value of the endowment principal, while growing the funds if possible.

Therefore, the Foundation expects its endowment assets, over time, to produce an average rate of return equal to or greater than the CPI plus the 2-3% spending policy rate over a rolling ten year period. Actual returns in any given year may vary from this amount. Investment risk is measured in terms of the total endowment fund; investment assets and allocation between asset classes and strategies are managed to not expose the fund to unacceptable levels of risk.

8. Endowment and permanently restricted net assets (continued):

Spending policy:

The Foundation has a policy of appropriating for distribution each year 2-3% of the annualized market value of the endowment principal. In establishing this policy, the Foundation considered the long-term expected return on its investment assets, the nature and duration of the endowment funds, all of which must be maintained in perpetuity because of donor restrictions, and the possible effects of inflation. The Foundation expects the current spending policy to allow its endowment funds to grow at an average rate greater than the CPI plus the 2-3% spending policy, annually. This is consistent with the Foundation's objective to maintain the purchasing power of the endowment assets as well as to provide additional real growth through new gifts and investment return.

Endowment net asset composition by type for December 31, 2016 and 2015, are as follows:

	<u>Un</u>	<u>restricted</u>	rmanently restricted	Total
Endowment net assets, January 1, 2015	\$	288,596	\$ 1,929,298	\$ 2,217,894
Contributions			614,937	614,937
Unrealized losses		(21,344)		(21,344)
Service support fees		(13,837)	 	(13,837)
Endowment net assets, December 31, 2015		253,415	2,544,235	2,797,650
Contributions			289,912	289,912
Unrealized gains		204,292		204,292
Service support fees		(20,647)	 	(20,647)
Endowment net assets, December 31, 2016	\$	437,060	\$ 2,834,147	\$ 3,271,207

9. Related party:

During 2015, two members of the Foundation's endowment committee entered into consulting agreements to provide fundraising services to the Foundation. The Foundation paid \$31,569 and \$28,994 for services rendered by these committee members for the years ended December 31, 2016 and 2015, respectively.

Payables to these members were recorded in the amounts of \$2,700 and \$1,400 as of December 31, 2016 and 2015, respectively.