



**THE RHODE ISLAND COMMUNITY FOUNDATION,
THE RHODE ISLAND CHARITIES TRUST, INC.,
THE HAFFENREFFER FAMILY FUND,
THE DOWNCITY PARTNERSHIP, INC.,
THE JEWISH FEDERATION FOUNDATION OF GREATER RHODE
ISLAND, AND JUNE ROCKWELL LEVY FOUNDATION, INC.
(COLLECTIVELY, THE FOUNDATION)**

Independent Auditors' Reports, as Required by Title 2
U.S. Code of Federal Regulations Part 200, *Uniform Administrative
Requirements, Cost Principles, and Audit Requirements for Federal
Awards and Government Auditing Standards* and Related Information

Year Ended December 31, 2022

**THE RHODE ISLAND COMMUNITY FOUNDATION,
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KPMG LLP
One Financial Plaza, Suite 2300
Providence, RI 02903

Independent Auditors' Report

The Board of Directors

The Rhode Island Community Foundation,
The Rhode Island Charities Trust, Inc.,
The Haffenreffer Family Fund,
The Downcity Partnership, Inc.,
The Jewish Federation Foundation of Greater Rhode Island, and
June Rockwell Levy Foundation, Inc.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of The Rhode Island Community Foundation, The Rhode Island Charities Trust, Inc., The Haffenreffer Family Fund, The Downcity Partnership, Inc., The Jewish Federation Foundation of Greater Rhode Island, and June Rockwell Levy Foundation, Inc. (collectively, the Foundation), which comprise the consolidated statements of financial position as of December 31, 2022 and 2021, and the related consolidated statements of activities, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Foundation as of December 31, 2022 and 2021, and the changes in its net assets and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. 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 audits. 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 the consolidated financial statements in accordance with U.S. generally accepted accounting principles, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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 for one year after the date 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 GAAS and *Government 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 GAAS and *Government 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 audits, significant audit findings, and certain internal control related matters that we identified during the audits.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated July 13, 2023 on our consideration of the Foundation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Foundation's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Foundation's internal control over financial reporting and compliance.

KPMG LLP

Providence, Rhode Island
July 13, 2023

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Consolidated Statements of Financial Position

December 31, 2022 and 2021

Assets	2022	2021
Cash	\$ 418,844	1,043,820
Investments (note 3)	1,266,819,322	1,454,731,089
Charitable trusts and other assets (notes 5 and 7)	15,839,118	20,320,010
Other receivables, net (note 4)	4,727,668	5,747,565
Fixed assets, net (note 8)	2,676,685	2,722,889
Assets held for sale (note 8)	—	841,418
Loans and note receivable (less allowance for doubtful accounts of \$483,266 for 2022 and 2021) (note 6)	3,148,180	5,260,356
Total assets	<u>\$ 1,293,629,817</u>	<u>1,490,667,147</u>
Liabilities and Net Assets		
Liabilities:		
Accounts payable and accrued expenses (note 11)	\$ 3,726,534	2,860,801
Grants payable	4,255,788	3,852,294
Grant advance	9,252,500	—
Charitable trusts (note 7)	4,326,430	6,311,692
Liability for funds held as agency endowments (note 10)	123,349,191	130,007,670
Total liabilities	<u>144,910,443</u>	<u>143,032,457</u>
Commitments and contingencies (note 11)		
Net assets:		
Without donor restrictions:		
Designated for long-term investment (note 15)	1,110,711,238	1,296,090,846
With donor restrictions (note 16)	38,008,136	51,543,844
Total net assets	<u>1,148,719,374</u>	<u>1,347,634,690</u>
Total liabilities and net assets	<u>\$ 1,293,629,817</u>	<u>1,490,667,147</u>

See accompanying notes to consolidated financial statements.

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Consolidated Statements of Activities

Years ended December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Change in net assets without donor restrictions:		
Revenues and investment activity:		
Contributions	\$ 37,387,114	75,098,672
Change in value of investments held in trust	715,388	—
Investment returns, net	(155,926,619)	212,996,607
Royalties and other income (note 5)	3,207,219	1,729,544
Net assets released from restrictions	21,787,821	12,656,465
Total revenues and investment activity	<u>(92,829,077)</u>	<u>302,481,288</u>
Expenses:		
Net grants appropriated	78,668,474	70,702,133
Program services (note 13)	4,160,512	3,760,319
Management and general (note 13)	7,800,551	7,505,228
Fundraising (note 13)	1,920,994	1,672,860
Total expenses	<u>92,550,531</u>	<u>83,640,540</u>
Increase (decrease) in net assets without donor restrictions	<u>(185,379,608)</u>	<u>218,840,748</u>
Change in net assets with donor restrictions:		
Contributions	1,887,964	6,387,831
Grant revenue	10,741,500	5,418,125
Change in value of investments held in trust	(1,836,578)	905,118
Investment returns, net	(2,540,773)	5,757,181
Net assets released from restrictions	(21,787,821)	(12,656,465)
Increase (decrease) in net assets with donor restrictions	<u>(13,535,708)</u>	<u>5,811,790</u>
Change in net assets	<u>(198,915,316)</u>	<u>224,652,538</u>
Net assets, beginning of year	<u>1,347,634,690</u>	<u>1,122,982,152</u>
Net assets, end of year	<u>\$ 1,148,719,374</u>	<u>1,347,634,690</u>

See accompanying notes to consolidated financial statements.

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Consolidated Statements of Cash Flows

Years ended December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Cash flows from operating activities:		
Change in net assets	\$ (198,915,316)	224,652,538
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:		
Depreciation	205,010	209,013
Realized gains on investments	(23,152,763)	(92,189,560)
Net unrealized losses (gains) on investments	206,513,393	(134,144,725)
Gain on sale of land and building	(1,184,636)	—
Change in other assets	4,480,892	(1,628,338)
Change in other receivables	1,019,897	(614,022)
Change in accounts payable and accrued expenses	865,733	1,337,100
Change in grants payable	403,494	(1,096,855)
Change in grant advance	9,252,500	—
Change in liability as trustee for charitable trusts	(1,985,262)	(211,924)
Change in liability for funds held as agency endowments	(6,658,479)	24,962,898
Net cash provided by (used in) operating activities	<u>(9,155,537)</u>	<u>21,276,125</u>
Cash flows from investing activities:		
Purchases of investments	(139,570,376)	(310,446,732)
Proceeds from sales and maturities of investments	144,077,064	288,496,864
Proceeds from sale of land and building	2,000,000	—
Change in cash held in investments	260	1,072
Principal payments on loans receivable	2,112,176	626,644
Additions to fixed assets	(132,752)	(81,672)
Net cash provided by (used in) investing activities	<u>8,486,372</u>	<u>(21,403,824)</u>
Cash flows from financing activities:		
Contributions restricted for long-term investment	44,449	12,204
Net cash provided by financing activities	<u>44,449</u>	<u>12,204</u>
Net change in cash	(624,716)	(115,495)
Cash, beginning of year	<u>1,812,976</u>	<u>1,928,471</u>
Cash, end of year	<u>\$ 1,188,260</u>	<u>1,812,976</u>

See accompanying notes to consolidated financial statements.

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Notes to Consolidated Financial Statements

December 31, 2022 and 2021

(1) Summary of Significant Accounting Policies

(a) *Nature of the Business*

The Rhode Island Foundation (the Foundation) is a community foundation formed in 1916 by a group of prominent local leaders in conjunction with Rhode Island Hospital Trust National Bank. The mission of the Foundation is to be a proactive community and philanthropic leader dedicated to meeting the needs of the people of Rhode Island.

The Rhode Island Community Foundation (the Community Foundation) was formed in 1984 as a nonprofit corporation with the same board of directors and management as The Rhode Island Foundation. The Community Foundation has similar charitable purposes as The Rhode Island Foundation, but the Community Foundation has funds that benefit charities both within and outside of Rhode Island.

On April 1, 2000, The Rhode Island Foundation dissolved the trust relationship with BankBoston. The assets of The Rhode Island Foundation were merged with The Rhode Island Community Foundation. The surviving entity is a nonprofit corporation, The Rhode Island Community Foundation, doing business as The Rhode Island Foundation.

The Haffenreffer Family Fund and June Rockwell Levy Foundation, Inc. became supporting organizations of The Rhode Island Community Foundation in 1987 and 2011, respectively. The board of directors of the Rhode Island Community Foundation appoints a majority of the directors of the governing bodies of each organization. These supporting organizations have charitable purposes similar to The Rhode Island Foundation.

In 1991, The Rhode Island Charities Trust, Inc., a not-for-profit corporation, became a supporting organization of The Rhode Island Community Foundation. The board of directors is the same as the membership of the Board for The Rhode Island Community Foundation. The income of The Rhode Island Charities Trust is designated for the United Way of Rhode Island.

In 2001, the Foundation set aside \$9,000,000 to invest in the future of Providence's downcity neighborhoods through a separate nonprofit, The Downcity Partnership, Inc. The mission of The Downcity Partnership, Inc. is focused on the revitalization of downtown Providence (Downcity), acting as a catalyst for development and new initiatives to benefit Downcity neighborhoods. The Downcity Partnership, Inc. will coordinate with other public, private, and nonprofit organizations, acting as the primary impetus for revitalization efforts.

On October 4, 2018, The Jewish Federation Foundation of Greater Rhode Island (JFF) became a supporting organization of The Rhode Island Community Foundation. The board of directors of the Rhode Island Community Foundation appoints a majority of the directors of the governing body of this

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organization. JFF promotes the welfare of the Jewish community through the support of charitable, cultural, educational and religious organizations, including the Jewish Alliance of Greater Rhode Island.

The accompanying consolidated financial statements as of December 31, 2022 and 2021 include the accounts of The Rhode Island Community Foundation, The Rhode Island Charities Trust Inc., The Haffenreffer Family Fund, The Downcity Partnership, Inc., The Jewish Federation Foundation of Greater Rhode Island, and June Rockwell Levy Foundation, Inc. (collectively referred to herein as the Foundation). All material inter-entity activity has been eliminated in the consolidated financial statements.

(b) Net Asset Classification

The Foundation has classified its net assets as follows:

Net assets without donor restrictions are not subject to donor-imposed stipulations but may be designated for specific purposes by the board of directors.

Net assets with donor restrictions consist of pooled income funds, irrevocable charitable trusts, pledges and other contributions with purpose or time restrictions.

(c) Investments Held in Trust by Others

Investments held in trust by others are recorded at present value of expected net proceeds ultimately payable to the Foundation. These assets are adjusted annually to fair value, and any gain or loss is reflected in the consolidated statements of activities as investment income or losses. Investments held in trust by others are included in charitable trusts and other assets.

(d) Fixed Assets

Fixed assets include land, building, computer and automotive equipment, furniture and fixtures, and leasehold improvements. The fixed assets are stated at cost. The fixed assets are being depreciated on a straight-line basis and the useful lives of the assets are as follows:

Classification	Useful lives
Computer and automotive equipment	4 years
Furniture, fixtures, and other equipment	7 years
Building and building improvements	4–40 years

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(e) *Grants Payable*

The Foundation records grants as expenses when all conditions stipulated by the grant have been substantially met by the grantee. Grants issued with future payment dates and without substantive conditions are accrued and expensed when approved. Grants payable are generally expended in the subsequent year.

(f) *Investments and Investment Income*

Investments are reported at fair value. Fair value represents the price that would be received upon the sale of an asset or paid upon the transfer of a liability in an orderly transaction between market participants as of the measurement date. Financial instruments that are measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1 – quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2 – observable prices that are based on inputs not quoted in active markets, but corroborated by market data; and

Level 3 – unobservable inputs are used when little or no market data is available. Significant professional judgment is used in determining the fair value assigned to such assets or liabilities. This category includes financial instruments whose value is determined using pricing models, discounted cash flow methodologies or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

Investments measured at net asset value as a practical expedient to estimate fair value are not categorized in the fair value hierarchy.

(g) *Use of Estimates*

The management of the Foundation has made a number of estimates and assumptions relating to the reporting of assets and liabilities, and the disclosure of contingent assets and liabilities, to prepare these consolidated financial statements in conformity with U.S. generally accepted accounting principles. Actual results could differ from those estimates.

(h) *Fair Value of Financial Instruments*

The fair values of the financial instruments as of December 31, 2022 and 2021, represents management's best estimates of the amounts that would be received to sell those assets or that would be paid to transfer those liabilities in an orderly transaction between market participants at that date. Those fair value measurements maximize the use of observable inputs. However, in situations where there is little, if any, market activity for the asset or liability at the measurement date, the fair value

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measurement reflects the Foundation's own judgments about the assumptions that market participants would use in pricing the asset or liability. Those judgments are developed by the Foundation based on the best information available in the circumstances.

(i) Agency Endowment Funds

The Foundation follows generally accepted accounting principles (GAAP) regarding the treatment of transactions in which the Foundation accepts a contribution from a donor and agrees to transfer those assets, the return on investment of those assets, or both to another entity that is specified by the donor.

GAAP requires that if a Not-for-Profit Organization (NPO) establishes a fund at a community foundation with its own funds and specifies itself as the beneficiary of that fund, the community foundation must account for the transfer of such assets as a liability. The Foundation refers to such funds as agency endowments. In accordance with GAAP, a liability has been established for the fair value of the funds, which is generally equivalent to the present value of future payments expected to be made to the NPOs.

(j) Cash and Cash Equivalents

For the purpose of the statement of cash flows, the Foundation considers all highly liquid debt instruments purchased with an original maturity date of three months or less to be cash equivalents, except for long-term investments.

The following table provides a reconciliation of cash within the consolidated statements of financial position that sums to the total of such amounts as shown in the consolidated statements of cash flows as of December 31:

	<u>2022</u>	<u>2021</u>
Cash as reported in the consolidated statements of financial position	\$ 418,844	1,043,820
Cash included in investments on the consolidated statements of financial position	<u>769,416</u>	<u>769,156</u>
Total cash as shown in the consolidated statements of cash flows	<u>\$ 1,188,260</u>	<u>1,812,976</u>

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(k) Revenue

(i) Revenue from Grants and Contracts

Grants and contracts awarded by federal and other sponsors, which generally are considered nonexchange transactions restricted by sponsors for certain purposes, are recognized as revenue when qualifying expenditures are incurred or other conditions under the agreements are met.

(ii) Revenue from Contributions

Contributions, including unconditional promises to give, are recognized at fair value and increase net assets in the period received. Written promises to give that are scheduled to be received after the balance sheet date are shown as increases in net assets with donor restrictions and are reclassified to net assets without donor restrictions when the purpose or time restrictions are met. Promises to give subject to donor-imposed stipulations that the corpus be maintained permanently are recognized as increases in net assets with donor restrictions. Contributions are considered conditional when the underlying agreement includes a performance barrier and a right of return or a right to release promised assets exists. Conditional promises to give are not recognized as revenue until the performance barrier and the right of return or release have been overcome. Contributions to be received after one year are discounted at rates commensurate with the estimated risk of receipt of the pledge. Amortization of the discount is recorded as additional contribution revenue in the appropriate net asset category.

(2) Liquidity

As of December 31, financial assets and liquidity resources available within one year for general expenditure including operating expenses and grant disbursements were as follows:

	<u>2022</u>	<u>2021</u>
Financial assets:		
Cash	\$ 418,844	1,043,820
Pledges and other receivables due in one year	388,798	448,289
Estimated appropriation for spending rate for upcoming fiscal year	<u>81,933,542</u>	<u>78,736,486</u>
Total financial assets available within one year	<u>\$ 82,741,184</u>	<u>80,228,595</u>

The Foundation's Board of Directors approves the annual spending rate from the endowment. Under the provision of the spending rule, for the years ending December 31, 2022 and 2021, the board approved an endowment appropriation ranging from 5% to 6.53%. Additionally, the Foundation has board designated funds of approximately \$334,567,461 and \$388,304,016 as of December 31, 2022 and 2021, respectively. Although the Foundation does not intend to spend from its board designated endowment funds other than

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amounts appropriated for operation, amounts could be made available if necessary. To manage liquidity, the Foundation's investment policy includes a periodic review of total endowment fund liquidity.

(3) Investments

(a) *Investments and Spending Policy*

The Foundation's portfolio is managed by outside investment managers who invest according to the investment guidelines established by the Investment Committee of the Board. The investment portfolio is allocated approximately 55% equity investments, 40% alternative investments, and 5% fixed income investments. The equity investments are further diversified into domestic, international and emerging markets. The alternative investments are further diversified into private equity, real assets and hedge/absolute return strategies. Additionally, the entire portfolio is diversified across economic sectors, geographic locations and industries.

(b) *Strategies Employed for Achieving 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 Investment Committee is responsible for establishing an asset allocation policy. The asset allocation policy is designed to attempt to achieve diversity among capital markets and within capital markets, by investment discipline and management style. The Investment Committee designs a policy portfolio in light of the endowment's needs for liquidity, preservation of purchasing power and risk tolerances. This policy is reviewed on an ongoing basis by the Investment Committee. There is no limitation on the types of investments in which the endowment fund may be invested, and it is intended that the Board of Directors and the Investment Committee have the broadest flexibility as to the selection of investments for the endowment fund.

Realized and unrealized investment gains or losses are determined by comparison of the asset cost basis to net proceeds received at the time of disposition (trade date) on an average cost basis (realized) and comparison of the difference between market values and the cost basis (unrealized), respectively. Dividend and interest income is recognized when earned.

(c) *Return Objectives and Risk Parameters*

The primary investment objective of management is to maintain and grow the fund's real value by generating average annual real returns that meet or exceed the spending rate, after inflation, management fees and administrative costs. Consistent with this goal, the Board of Directors and the Investment Committee intend that the investments be managed with an intention to: maximize total returns consistent with prudent levels of risk; reduce portfolio risk through asset allocation and diversification. The Foundation manages its investment income spending policy by the "total return" method, which utilizes a Board-approved prudent spending rate percentage applied against a sixteen-quarter average investment portfolio market value. This method allows for the investments to

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be invested over the long term in order to achieve its primary investment objective. The Foundation's spending rate percentage ranged from 5% to 6.53% in 2022 and 2021.

The Foundation invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the consolidated financial statements.

Following is a description of the valuation methodologies used for assets at fair value:

Cash and cash equivalents: Money market funds are valued at the net asset value (NAV) reported by the financial institution.

Mutual funds, common stocks and equities: Valued at the closing price reported on an active market on which the individual securities are traded.

Fixed income: Invested principally in fixed income instruments and debt instruments and are primarily valued using market quotations or prices obtained from independent pricing sources which may employ various pricing methods to value the investments including matrix pricing.

Private equities, hedge funds, and real assets: The estimation of fair value of investments in investment companies for which investment does not have a readily determinable value is made using the NAV per share or its equivalent as a practical expedient as reported by the fund manager.

The Foundation owns interests in alternative investment funds that are generally reported at the net assets value (NAV) reported by the fund managers, unless the fund has a readily determinable fair value, which is used as a practical expedient to estimate the fair value of the Foundation's interest therein, unless it is probable that all or a portion of the investment will be sold for an amount different from NAV. Such valuations are determined by fund managers and generally consider variables such as operating results, comparable earnings multiples, projected cash flows, recent sales prices, and other pertinent information, and may reflect discounts for the illiquid nature of certain investments held. As of December 31, 2022 and 2021, the Foundation had no plans or intentions to sell investments at amounts different from NAV.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Foundation believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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The following tables summarize the Foundation's investments, other than those recorded at NAV, by major category within the fair value hierarchy as of December 31, 2022 and 2021.

The following table summarizes Level 1 investments in the fair value hierarchy:

		Level 1 December 31	
		2022	2021
Short term investments:			
Cash and cash equivalents	\$	55,366,598	87,864,877
Mutual and comingled funds – fixed income		35,532,268	32,646,299
Mutual funds and common trust funds:			
Equity		249,332,953	337,625,712
Common stock and bonds:			
Common stock		28,414,022	42,775,656
U.S. Treasury bond		—	416,653
International funds:			
Emerging markets equity		34,831,997	38,795,948
Developed markets equity		255,265,237	282,921,299
Real estate		13,208,693	22,541,399
Total Level 1 investments, in the fair value hierarchy		\$ <u>671,951,768</u>	<u>845,587,843</u>

The following table summarizes Level 2 investments in the fair value hierarchy:

		Level 2 December 31	
		2022	2021
Bonds:			
International bonds	\$	2,365,000	1,875,000
U.S. Treasury		15,280,523	12,353,347
Corporate		20,035,760	19,297,747
Asset-backed securities		23,656,282	19,699,327
Municipal		637,967	640,526
Total Level 2 investments, in the fair value hierarchy		\$ <u>61,975,532</u>	<u>53,865,947</u>

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The following table reconciles NAV-measured investments to investments reported in the consolidated statements of the Foundation as of December 31, 2022 and 2021.

	Year ended December 31		Redemption or liquidation	Days' notice
	2022	2021		
Hedge funds/flexible capital:				
Multiple strategies	\$ 309,615,693	332,896,569	Quarterly – Illiquid (1)	45–95
Private equity:				
Private equity and venture capital funds	180,584,971	182,029,623	Illiquid (2)	—
Real assets/inflation hedging:				
Real estate and natural resources	36,441,890	34,489,886	Illiquid (2)	—
Impact investments	6,249,468	5,861,221	Illiquid (2)	—
Total investments measured at NAV	532,892,022	555,277,299		
Investments in the fair value hierarchy	733,927,300	899,453,790		
Total investments	\$ 1,266,819,322	1,454,731,089		

(1) Redemption or liquidation is quarterly to illiquid. Depending on the age of the fund, funds are expected to liquidate in 1 to 25 years. Balances of \$2,192,768 and \$2,698,314 are illiquid as of December 31, 2022 and 2021, respectively.

(2) Balances of \$223,276,329 and \$273,380,730 are illiquid as of December 31, 2022 and 2021, respectively.

(4) Other Receivables

Other receivables consist primarily of pledges and the Foundation's remainder interest in charitable remainder trusts where the Foundation is not the trustee.

The Foundation's net interest in charitable remainder trusts as of December 31, 2022 and 2021 was \$3,664,492 and \$4,206,822, respectively. The Foundation's net interest in these charitable remainder trusts represents the fair value of assets in the trusts less the present value of payments expected to be made to other beneficiaries. Pledge receivables as of December 31, 2022 and 2021 were \$1,019,682 and \$1,442,455, respectively.

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(5) Land

Included in charitable trusts and other assets are land and a mining lease held by The Rhode Island Charities Trust Inc., in Sandersville, Georgia. The land is valued at cost and has been under lease to mining companies since 1963. The carrying value of the land at December 31, 2022 and 2021 is \$1 and the carrying value of the mining lease is \$1. The lease provides for a royalty based on a fixed price, adjusted annually for inflation, per wet ton of crude kaolin mined and removed from the property. The royalty income in 2022 and 2021 was \$152,675 and \$313,826, respectively.

(6) Loans and Note Receivable

At December 31, loans and notes receivable consisted of the following:

A promissory note dated May 16, 2007 in the amount of \$2,360,109 from Rhode Island Public Radio, a nonprofit corporation. The principal balance of this note is due and payable on May 17, 2024. Interest is 0.86% and is payable quarterly. The balance at December 31, 2022 and 2021 was \$326,012.

Promissory notes receivable from the Providence Revolving Fund, Inc., a nonprofit corporation, matured during 2018. Upon maturity, a principal payment of \$1,357,318 was received and the underlying loans held by the Providence Revolving Fund, Inc., were assigned over to The Rhode Island Community Foundation. At December 31, 2022 and 2021, the loan balances totaled \$3,305,434 and \$5,417,610, respectively, with interest rates ranging from 4% to 5.5% and maturity dates ranging from January 2024 through December 2025.

The Foundation has established an allowance on the above noted notes receivable totaling \$483,266 at December 31, 2022 and 2021.

(7) Charitable Trusts

The fair values of the charitable remainder trusts, charitable gift annuities and pooled income funds are as follows and are included in charitable trusts and other assets:

	<u>2022</u>	<u>2021</u>
Charitable remainder trusts	\$ 2,556,348	3,332,938
Charitable gift annuities	5,803,085	8,057,874
Pooled income funds	<u>7,053,648</u>	<u>8,681,231</u>
Total	<u>\$ 15,413,081</u>	<u>20,072,043</u>

When the Foundation acts as trustee, a liability is recorded for the amount due to income beneficiaries of charitable gift annuities and charitable remainder trust, and for deferred revenue on pooled income funds. The present value of the estimated future payments to be distributed during the beneficiaries' expected

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lives is recorded as a liability using the current discount rate of 5.2% and 1.6% in 2022 and 2021, respectively.

(8) Fixed Assets

Fixed assets consisted of the following as of December 31:

	2022	2021
Land	\$ 306,143	450,000
Building	2,794,877	4,108,201
Building improvements	2,142,184	2,307,366
Furniture and fixtures	541,709	576,984
Equipment	813,428	721,400
	<u>6,598,341</u>	<u>8,163,951</u>
Less accumulated depreciation and amortization	<u>(3,921,656)</u>	<u>(4,599,644)</u>
	<u><u>\$ 2,676,685</u></u>	<u><u>3,564,307</u></u>

Depreciation expense was \$205,010 and \$209,013 for the years ended December 31, 2022 and 2021, respectively.

In August 2022, the Foundation sold a portion of its land and building for \$2,000,000 and recognized a corresponding gain of \$1,184,636, which is included in royalties and other income in the accompanying consolidated statement of activities. The land and building were included in assets held for sale at December 31, 2021 with a net realizable value of \$841,418.

(9) Retirement Plan

The Foundation sponsors a defined contribution retirement plan in which contributions are based upon a specified percentage of salary. All employees are eligible after six months of service. There is a 4-year vesting schedule for the employer contribution as follows: 25% after year 1, 50% after year 2, 75% after year 3, and 100% after year 4. Retirement plan expense was \$462,969 and \$520,545 for 2022 and 2021, respectively. Employees also have the option to contribute to this plan through salary reductions. These funds are managed exclusively by third-party administrators.

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(10) Liability for Funds Held as Agency Endowments

At December 31, 2022 and 2021, the Foundation held agency endowment funds and certain other designated funds, which it accounts for as a liability. The following summarizes activity in such liability accounts during the years then ended:

	2022	2021
Beginning liability for funds held as agency endowments	\$ 130,007,670	105,044,772
Contributions	13,544,697	8,515,452
Investment income	1,409,787	1,427,435
Unrealized and realized gains (losses), net	(15,720,463)	20,589,550
Foundation support fees	(1,051,000)	(952,563)
Grants	(4,841,400)	(4,616,976)
Ending liability for funds held as agency endowments	<u>\$ 123,349,291</u>	<u>130,007,670</u>

During 2022 and 2021, the Foundation, as a fiscal agent, received funds designated for specific organizations in the amount of \$2,526,988 and \$3,279,818, respectively. Included in accounts payable and accrued expenses is the Foundation's net fiscal agent liability from these funds which was \$3,010,770 and \$1,526,205 at December 31, 2022 and 2021, respectively.

(11) Commitments and Contingencies

(a) Investments

Private equity and real asset investments are generally made through limited partnerships. Under the terms of these agreements, the Foundation is obligated to remit additional funding periodically as capital or liquidity calls are exercised by the manager. These partnerships have a limited existence, generally ten years, and such agreements may provide for annual extensions for the purpose of disposing portfolio positions and returning capital to investors. However, depending on market conditions, the inability to execute the fund's strategy, and other factors, a manager may extend the terms of a fund beyond its originally anticipated existence or may wind the fund down prematurely. The Foundation cannot anticipate such changes because they are based on unforeseen events, but should they occur they may result in less liquidity or return from the investment than originally anticipated. As a result, the timing and amount of future capital or liquidity calls expected to be exercised in any particular future year is uncertain. The aggregate amount of unfunded commitments associated with private equity and real asset investments as of December 31, 2022 and 2021 were \$128,244,469 and \$107,474,046.

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(b) Loan Guarantees

The Foundation is also a limited liability guarantor of a promissory note from RBS Citizens, National Association to the Rhode Island Philharmonic Orchestra for up to 50% of the principal balance. The guarantee at December 31, 2022 and 2021 is \$1,605,000 and \$1,728,807, respectively. This guaranty will remain in effect until June 2024.

The Jewish Federation Foundation is a limited liability guarantor of a promissory note from BankRI to Alliance Realty, Inc. Alliance Realty, Inc. owns the land and building from which the Jewish Alliance operates. The guarantee at December 31, 2022 and 2021 is \$2,227,669 and \$2,328,009, respectively. This guaranty will remain in effect until July 21, 2027.

(12) Tax Status

Each of the entities comprising the Foundation is a tax-exempt organization as described in Section 501(c)(3) of the Internal Revenue Code (the Code) and is generally exempt from income taxes pursuant to Section 501(a) of the Code.

The Foundation maintains its tax-exempt status by fulfilling its mission and the vast majority of its operations and revenue are exempt from income tax liability. Management asserts that no such uncertain tax position exists for the Foundation at December 31, 2022.

The Foundation's long-term investments include alternative investments, such as hedge funds and venture capital funds that generate unrelated business income per Section 514 of the Internal Revenue Code. The Foundation reports applicable unrelated business income by filing the applicable U.S. and state income tax returns.

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(13) Functional Classification of Expenses

For the year ended December 31, 2022, total expenses of the Foundation were classified by function as follows:

	Program services	Management and general	Fundraising	Total
Salaries	\$ 1,748,036	2,993,949	1,206,184	5,948,169
Employee benefits	484,462	1,008,590	284,354	1,777,406
Marketing	52,795	251,939	186,679	491,413
Conferences and meetings	119,585	17,674	21,371	158,630
Insurance	—	99,314	—	99,314
Purchased services	1,480,201	1,520,217	194,801	3,195,219
Supplies and general	275,433	984,055	27,605	1,287,093
Building maintenance	—	719,803	—	719,803
Depreciation	—	205,010	—	205,010
	<u>\$ 4,160,512</u>	<u>7,800,551</u>	<u>1,920,994</u>	<u>13,882,057</u>

For the year ended December 31, 2021, total expenses of the Foundation were classified by function as follows:

	Program services	Management and general	Fundraising	Total
Salaries	\$ 1,626,992	3,007,910	1,063,354	5,698,256
Employee benefits	465,381	1,010,512	281,068	1,756,961
Marketing	72,350	280,477	219,715	572,542
Conferences and meetings	20,153	13,413	7,223	40,789
Insurance	—	88,257	—	88,257
Purchased services	1,353,579	1,275,102	79,940	2,708,621
Supplies and general	221,864	907,434	21,560	1,150,858
Building maintenance	—	713,110	—	713,110
Depreciation	—	209,013	—	209,013
	<u>\$ 3,760,319</u>	<u>7,505,228</u>	<u>1,672,860</u>	<u>12,938,407</u>

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(14) Endowment

The Foundation's endowment as of December 31, 2022 and 2021, respectively, consists of a number of individual funds established for a variety of purposes. Endowment net assets consist of the following grouped by the fund type that determines how the annual spendable amounts may be utilized:

	Without donor restrictions	With donor restrictions	Total
As of December 31, 2022:			
Discretionary	\$ 370,610,434	—	370,610,434
Donor designated	295,685,897	—	295,685,897
Donor advised	351,903,888	—	351,903,888
Supporting organizations	63,151,101	21,651,143	84,802,244
Total endowment net assets	<u>\$ 1,081,351,320</u>	<u>21,651,143</u>	<u>1,103,002,463</u>
	Without donor restrictions	With donor restrictions	Total
As of December 31, 2021:			
Discretionary	\$ 436,873,784	—	436,873,784
Donor designated	344,823,048	—	344,823,048
Donor advised	406,993,105	—	406,993,105
Supporting organizations	76,286,289	25,005,264	101,291,553
Total endowment net assets	<u>\$ 1,264,976,226</u>	<u>25,005,264</u>	<u>1,289,981,490</u>

GAAP provides guidance on the net asset classification of donor-restricted endowment funds for a not-for-profit organization that is subject to an enacted version of the Uniform Prudent Management of Institutional Funds Act (UPMIFA) and requires comprehensive disclosures regarding donor-restricted endowment funds.

The Foundation is incorporated in and subject to the laws of Rhode Island, which contain the provisions outlined in the Uniform Prudent Management of Institutional Funds Act (UPMIFA). UPMIFA permits the Foundation to appropriate for expenditure or accumulate so much of an endowment fund as the Foundation determines to be prudent for the uses, benefits, purposes and duration for which the endowment fund is established. Seven criteria are to be used to guide the Foundation in its yearly expenditure decisions:

1) duration and preservation of the endowment fund; 2) the purposes of the Foundation and the endowment fund; 3) general economic conditions; 4) possible effects of inflation or deflation; 5) the

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expected total return from income and the appreciation of investments; 6) other resources of the Foundation; and 7) the investment policy of the Foundation.

As a result of market declines, the fair value of certain endowments with donor restrictions may fall below original contributed value. As of December 31, 2022, funds with an original gift value of \$229,850 were underwater by \$17,993. As of December 31, 2021, there were no funds underwater. These unrealized losses have been recorded as reductions in net assets with donor restrictions.

Changes in endowment net assets for the years ended December 31, 2022 and 2021 are as follows:

	Without donor restrictions	With donor restrictions	Total
Endowment net assets, December 31, 2020	\$ 1,050,693,407	21,498,814	1,072,192,221
Contributions received	74,796,786	12,204	74,808,990
Investment returns, net	209,139,426	4,377,437	213,516,863
Grants and transfers	(69,653,393)	—	(69,653,393)
Net assets released from restriction	—	(883,191)	(883,191)
Endowment net assets, December 31, 2021	1,264,976,226	25,005,264	1,289,981,490
Contributions received	35,402,627	44,449	35,447,076
Investment returns, net	(150,326,733)	(2,540,773)	(152,867,506)
Grants and transfers	(68,700,800)	—	(68,700,800)
Net assets released from restriction	—	(857,797)	(857,797)
Endowment net assets, December 31, 2022	\$ <u>1,081,351,320</u>	<u>21,651,143</u>	<u>1,103,002,463</u>

(15) Net Assets without Donor Restriction

Net assets without donor restriction consisted of the following at December 31, 2022 and 2021:

	2022	2021
Discretionary	\$ 378,687,628	441,898,836
Donor designated	292,998,798	346,891,723
Donor advised	351,903,888	406,993,105
Split interest agreements	3,094,912	—
Supporting organizations	84,026,012	100,307,182
Total	\$ <u>1,110,711,238</u>	<u>1,296,090,846</u>

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(16) Net Assets with Donor Restriction

Net assets with donor restriction consisted of the following at December 31, 2022 and 2021:

	2022	2021
Split interest agreements	\$ 11,493,109	18,163,240
Pledges	1,019,682	1,442,455
Designated purpose	3,844,202	6,932,885
Funds restricted for long-term investment	21,651,143	25,005,264
Total	<u>\$ 38,008,136</u>	<u>51,543,844</u>

Net assets released from restriction consisted of the following at December 31, 2022 and 2021:

	2022	2021
Split interest agreements	\$ 4,833,552	201,368
Pledges	450,000	515,000
Designated purpose	4,689,194	5,481,399
Grant revenue	10,741,500	5,616,882
Funds restricted for long-term investment	1,073,575	841,816
Total	<u>\$ 21,787,821</u>	<u>12,656,465</u>

(17) Related Parties

Members of the Foundation's Board of Directors and senior management may, from time to time, be associated, either directly or indirectly, with companies doing business with the Foundation. The Foundation's conflict of interest policy requires, among other things, that no member of the Board of Directors or its committees can participate in any decision in which he or she (or an immediate family member) has a material financial interest. For members of the Board of Directors and senior management, the Foundation requires an annual disclosure of significant financial interests in, or employment or consulting relationships with, entities doing business with the Foundation. When such relationships exist, measures are taken to address the actual or perceived conflict to ensure the best interests of the Foundation and ensure compliance with relevant conflict of interest laws or policy.

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(18) Subsequent Events

The Foundation considers events or transactions that occur after the statement of financial position date, but before the financial statements are issued, to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. These financial statements were available to be issued on July 13, 2023, and subsequent events have been evaluated through that date.

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Schedule of Expenditures of Federal Awards

Year ended December 31, 2022

<u>Federal grantor/pass-through grantor/program title</u>	<u>Assistance listing number</u>	<u>Passed through to subrecipients</u>	<u>Federal expenditures</u>
United States Department of the Treasury			
Pass-through State of Rhode Island:			
COVID-19 Coronavirus State and Local Fiscal Recovery Funds	21.027	\$ —	10,741,500
Total United States Department of the Treasury		—	10,741,500
Total expenditures of federal awards		\$ —	10,741,500

See accompanying notes to schedule of expenditures of federal awards.

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Notes to Supplementary Schedule of Expenditures of Federal Awards
Year ended December 31, 2022

(1) Basis of Presentation

The accompanying supplementary schedule of expenditures of federal awards (the Schedule) summarizes the expenditures of The Rhode Island Community Foundation, The Rhode Island Charities Trust, Inc., The Haffenreffer Family Fund, The Downcity Partnership, Inc., The Jewish Federation Foundation of Greater Rhode Island, and June Rockwell Levy Foundation, Inc. (collectively, the Foundation) under programs of the federal government for the year ended December 31, 2022. The information in the Schedule is presented in accordance with the requirements of Title 2 U.S. Code of Federal Regulations, Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*. Because the Schedule presents only a selected portion of the operations of the Foundation, it is not intended to and does not present the financial position, changes in net assets or cash flows of the Foundation. The Foundation has not elected to utilize the 10% de minimis indirect cost allowed under the Uniform Guidance.

For purposes of the Schedule, federal awards include all grants, contracts, and similar agreements entered into directly between the Foundation and agencies and departments of the federal government and all subawards to the Foundation by nonfederal organizations pursuant to federal grants, contracts and similar agreements. The Foundation did not pass through any amounts to sub-recipients for the year ended December 31, 2022.

(2) Basis of Accounting

The accompanying Schedule is presented using the accrual basis of accounting. Such expenditures are recognized following cost principles contained in Title 2 U.S. Code of Federal Regulations, Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* wherein certain types of expenditures are not allowable or are limited as to reimbursement when applicable.



KPMG LLP
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**Independent Auditors' Report on Internal Control Over Financial Reporting and on
Compliance and Other Matters Based on an Audit of Financial Statements Performed in
Accordance With Government Auditing Standards**

The Board of Directors

The Rhode Island Community Foundation,
The Rhode Island Charities Trust, Inc.,
The Haffenreffer Family Fund,
The Downcity Partnership, Inc.,
The Jewish Federation Foundation of Greater Rhode Island, and
June Rockwell Levy Foundation, Inc.

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the consolidated financial statements of The Rhode Island Community Foundation, The Rhode Island Charities Trust, Inc., The Haffenreffer Family Fund, The Downcity Partnership, Inc., The Jewish Federation Foundation of Greater Rhode Island, and June Rockwell Levy Foundation, Inc. (collectively, the Foundation), which comprise the Foundation's consolidated statement of financial position as of December 31, 2022, and the related consolidated statements of activities, and cash flows for the year then ended, and the related notes to the consolidated financial statements, and have issued our report thereon dated July 13, 2023.

Report on Internal Control Over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered the Foundation's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Foundation's internal control. Accordingly, we do not express an opinion on the effectiveness of the Foundation's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that were not identified.



Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Foundation's consolidated financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of This Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

KPMG LLP

Providence, Rhode Island
July 13, 2023



KPMG LLP
One Financial Plaza, Suite 2300
Providence, RI 02903

Independent Auditors' Report on Compliance for Major Federal Program; Report on Internal Control Over Compliance; and Report on Schedule of Expenditures of Federal Awards Required by the Uniform Guidance

The Board of Directors

The Rhode Island Community Foundation,
The Rhode Island Charities Trust, Inc.,
The Haffenreffer Family Fund,
The Downcity Partnership, Inc.,
The Jewish Federation Foundation of Greater Rhode Island, and
June Rockwell Levy Foundation, Inc.

Report on Compliance for Major Federal Program

Opinion on Major Federal Program

We have audited The Rhode Island Community Foundation's, The Rhode Island Charities Trust, Inc., The Haffenreffer Family Fund, The Downcity Partnership, Inc., The Jewish Federation Foundation of Greater Rhode Island, and June Rockwell Levy Foundation, Inc. (collectively, the Foundation's) compliance with the types of compliance requirements identified as subject to audit in the *OMB Compliance Supplement* that could have a direct and material effect on the Foundation's major federal program for the year ended December 31, 2022. The Foundation's major federal program is identified in the summary of auditors' results section of the accompanying schedule of findings and questioned costs.

In our opinion, the Foundation complied, in all material respects, with the compliance requirements referred to above that could have a direct and material effect on its major federal program for the year ended December 31, 2022.

Basis for Opinion on Major Federal Program

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America (GAAS); the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. Code of Federal Regulations Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Our responsibilities under those standards and the Uniform Guidance are further described in the Auditors' Responsibilities for the Audit of Compliance section of our report.

We are required to be independent of the Foundation and to meet our other ethical responsibilities, in accordance with 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 opinion on compliance for the major federal program. Our audit does not provide a legal determination of the Foundation's compliance with the compliance requirements referred to above.

Responsibilities of Management for Compliance

Management is responsible for compliance with the requirements referred to above and for the design, implementation, and maintenance of effective internal control over compliance with the requirements of laws,



statutes, regulations, rules and provisions of contracts or grant agreements applicable to the Foundation's federal program.

Auditors' Responsibilities for the Audit of Compliance

Our objectives are to obtain reasonable assurance about whether material noncompliance with the compliance requirements referred to above occurred, whether due to fraud or error, and express an opinion on the Foundation's compliance based on our audit. 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 GAAS, *Government Auditing Standards*, and the Uniform Guidance will always detect material noncompliance when it exists. The risk of not detecting material noncompliance resulting from fraud is higher than for that resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Noncompliance with the compliance requirements referred to above is considered material if there is a substantial likelihood that, individually or in the aggregate, it would influence the judgment made by a reasonable user of the report on compliance about the Foundation's compliance with the requirements of the major federal program as a whole.

In performing an audit in accordance with GAAS, *Government Auditing Standards*, and the Uniform Guidance, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material noncompliance, 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 Foundation's compliance with the compliance requirements referred to above and performing such other procedures as we considered necessary in the circumstances.
- Obtain an understanding of the Foundation's internal control over compliance relevant to the audit in order to design audit procedures that are appropriate in the circumstances and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of the Foundation's internal control over compliance. Accordingly, no such opinion is expressed.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and any significant deficiencies and material weaknesses in internal control over compliance that we identified during the audit.

Report on Internal Control Over Compliance

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A material weakness in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. A significant deficiency in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the Auditors' Responsibilities for the Audit of Compliance section above and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies in internal control over compliance. Given these limitations, during our audit we did not identify any deficiencies in internal control



over compliance that we consider to be material weaknesses, as defined above. However, material weaknesses or significant deficiencies in internal control over compliance may exist that were not identified.

Our audit was not designed for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, no such opinion is expressed.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

Report on Schedule of Expenditures of Federal Awards Required by the Uniform Guidance

We have audited the consolidated financial statements of the Foundation as of and for the year ended December 31, 2022, and have issued our report thereon dated July 13, 2023, which contained an unmodified opinion on those consolidated financial statements. Our audit was performed for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by the Uniform Guidance and is 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 and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with GAAS. In our opinion, the schedule of expenditures of federal awards is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

KPMG LLP

Providence, Rhode Island
August 10, 2023

**THE RHODE ISLAND COMMUNITY FOUNDATION,
THE RHODE ISLAND CHARITIES TRUST, INC.,
THE HAFFENREFFER FAMILY FUND,
THE DOWNCITY PARTNERSHIP, INC.,
THE JEWISH FEDERATION FOUNDATION OF GREATER RHODE ISLAND, AND
JUNE ROCKWELL LEVY FOUNDATION, INC.
(COLLECTIVELY, THE FOUNDATION)**

Schedule of Findings and Questioned Costs

Year ended December 31, 2022

(1) Summary of Auditors' Results

Financial Statements:

- a) Type of report issued on whether the financial statements were prepared in accordance with U.S. generally accepted accounting principles: **Unmodified**
- b) Internal control deficiencies over financial reporting disclosed by the audit of the financial statements:
 - Material weaknesses: **No**
 - Significant deficiencies: **None reported**
- c) Noncompliance material to the financial statements: **No**

Federal Awards:

- d) Internal control deficiencies over major program disclosed by the audit:
 - Material weaknesses: **No**
 - Significant deficiencies: **None reported**
- e) Type of report issued on compliance for major program: **Unmodified**
- f) Audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)?: **No**
- g) Major program:
 - COVID-19 Coronavirus State and Local Fiscal Recovery Fund – 21.027
- h) Dollar threshold used to distinguish between Type A and Type B programs: **\$750,000**
- i) Auditee qualified as a low-risk auditee: **Yes**

(2) Findings Relating to the Financial Statements Reported in Accordance with *Government Auditing Standards*

None.

(3) Findings and Questioned Costs Relating to Federal Awards

None.