



GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION, INC.

FINANCIAL STATEMENTS

December 31, 2020 and 2019

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FINANCIAL STATEMENTS
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INDEPENDENT AUDITOR'S REPORT

Board of Directors
Grayson-Jockey Club Research Foundation, Inc.
New York, New York

Report on the Financial Statements

We have audited the accompanying financial statements of Grayson-Jockey Club Research Foundation, Inc., which comprise the statements of financial position as of December 31, 2020 and 2019, and the related statements of activities 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 Grayson-Jockey Club Research Foundation, Inc. as of December 31, 2020 and 2019, 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.



Crowe LLP

New York, New York
June 24, 2021

GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION, INC.
STATEMENTS OF FINANCIAL POSITION
December 31, 2020 and 2019

	<u>2020</u>	<u>2019</u>
ASSETS		
Cash and cash equivalents	\$ 1,527,233	\$ 890,395
Investments at fair value	38,672,635	32,521,424
Contributions receivable	184,743	266,887
Prepaid expenses	44,629	8,003
Fixed assets, net	<u>671</u>	<u>3,095</u>
	<u>\$ 40,429,911</u>	<u>\$ 33,689,804</u>
LIABILITIES AND NET ASSETS		
Liabilities		
Accounts payable and accrued liabilities	\$ 82,011	\$ 86,355
Total liabilities	<u>82,011</u>	<u>86,355</u>
Net Assets		
Without donor restrictions	22,544,220	18,933,953
With donor restrictions	<u>17,803,680</u>	<u>14,669,496</u>
Total net assets	<u>40,347,900</u>	<u>33,603,449</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 40,429,911</u>	<u>\$ 33,689,804</u>

See accompanying notes to financial statements.

GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION, INC.
STATEMENT OF ACTIVITIES
Year ended December 31, 2020

	Without Donor <u>Restrictions</u>	With Donor <u>Restrictions</u>	<u>Total</u>
REVENUE			
Contributions and membership dues	\$ 1,368,004	\$ 132,127	\$ 1,500,131
Proceeds from fundraisers	6,879	-	6,879
Investment income, net	136,270	106,364	242,634
Net realized and unrealized gains from investments	4,048,653	3,017,057	7,065,710
Other	2,103	-	2,103
Net assets released from restrictions	121,364	(121,364)	-
Total revenue	<u>5,683,273</u>	<u>3,134,184</u>	<u>8,817,457</u>
EXPENDITURES			
Grants	1,397,502	-	1,397,502
Professional fees	564,620	-	564,620
Travel and meetings	58,571	-	58,571
Seminars and summits	1,500	-	1,500
General and administrative	50,813	-	50,813
Total expenditures	<u>2,073,006</u>	<u>-</u>	<u>2,073,006</u>
CHANGE IN NET ASSETS	3,610,267	3,134,184	6,744,451
NET ASSETS, BEGINNING OF PERIOD	<u>18,933,953</u>	<u>14,669,496</u>	<u>33,603,449</u>
NET ASSETS, END OF PERIOD	<u>\$ 22,544,220</u>	<u>\$ 17,803,680</u>	<u>\$ 40,347,900</u>

See accompanying notes to financial statements.

GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION, INC.
STATEMENT OF ACTIVITIES
Year ended December 31, 2019

	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
REVENUE			
Contributions and membership dues	\$ 1,539,070	\$ 240,000	\$ 1,779,070
Proceeds from fundraisers	155,801	-	155,801
Investment income, net	230,480	199,159	429,639
Net realized and unrealized gains from investments	2,960,158	2,270,685	5,230,843
Other	37,246	-	37,246
Net assets released from restrictions	214,159	(214,159)	-
Total revenue	<u>5,136,914</u>	<u>2,495,685</u>	<u>7,632,599</u>
EXPENDITURES			
Grants	1,338,858	-	1,338,858
Professional fees	605,808	-	605,808
Travel and meetings	75,581	-	75,581
Seminars and summits	10,375	-	10,375
Fundraising expenses	12,194	-	12,194
General and administrative	59,534	-	59,534
Total expenditures	<u>2,102,350</u>	<u>-</u>	<u>2,102,350</u>
CHANGE IN NET ASSETS	3,034,564	2,495,685	5,530,249
NET ASSETS, BEGINNING OF PERIOD	<u>15,899,389</u>	<u>12,173,811</u>	<u>28,073,200</u>
NET ASSETS, END OF PERIOD	<u>\$ 18,933,953</u>	<u>\$ 14,669,496</u>	<u>\$ 33,603,449</u>

See accompanying notes to financial statements.

GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION, INC.
 STATEMENTS OF CASH FLOWS
 Years ended December 31, 2020 and 2019

	<u>2020</u>	<u>2019</u>
Cash flows from operating activities		
Change in net assets	\$ 6,744,451	\$ 5,530,249
Adjustments to reconcile change in net assets to net cash (used in) provided by operating activities		
Depreciation	2,418	3,589
Net realized and unrealized gains from investments	(7,065,710)	(5,230,843)
Changes in assets and liabilities		
Contributions receivable	82,144	(226,584)
Other receivables	-	39,977
Prepaid expenses	(36,626)	(64)
Accounts payable and accrued liabilities	(4,344)	(26,351)
Net cash (used in) provided by operating activities	<u>(277,667)</u>	<u>89,973</u>
Cash flows from investing activities		
Proceeds from sales of securities	1,156,880	17,548,628
Purchases of securities	<u>(242,375)</u>	<u>(17,758,612)</u>
Net cash provided by (used in) investing activities	<u>914,505</u>	<u>(209,984)</u>
Net change in cash and cash equivalents	636,838	(120,011)
Cash and cash equivalents, beginning of period	<u>890,395</u>	<u>1,010,406</u>
Cash and cash equivalents, end of period	<u>\$ 1,527,233</u>	<u>\$ 890,395</u>

See accompanying notes to financial statements.

GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2020 and 2019

NOTE 1 - ORGANIZATION

On August 3, 1989, Grayson Foundation merged with The Jockey Club Research Foundation to create the Grayson-Jockey Club Research Foundation, Inc. (the "Foundation"). The purpose of this organization is to further research and education in the equine industry. The Foundation is exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code and is also exempt from state and local income taxes.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Net Assets

The accounts of the Foundation are maintained on the basis of net assets without donor restrictions and with donor restrictions. Net assets without donor restrictions are available to support research programs approved by the Board of Directors (the "Board") and to fund general operations. Net assets with donor restrictions relate to donations that have been either pledged but not yet received and/or subject to donor restrictions. Related gains of the endowment fund are also subject to donor restrictions and are reclassified to net assets without donor restrictions once the restriction has been released.

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 impact the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents consist of short term, highly liquid investments which are readily convertible into cash and have original maturities of three months or less when purchased. The Foundation maintains amounts on deposit with various financial institutions, which may, at times, exceed Federally insured limits. The Foundation periodically evaluates the creditworthiness of those institutions, and the Foundation has not experienced any losses on such deposits.

Investments

Investments are reported at fair value. The fair value of such investments is based on quoted market prices.

Fixed Assets

Fixed assets are comprised of office and computer equipment. Depreciation is calculated using the straight-line method over the estimated useful life of the assets ranging from three to five years.

Revenue Recognition

Contributions are recorded when an unconditional promise to give is made by the donor. As of December 31, 2020 and 2019, contributions receivable as reported on the Statements of Financial Position are all due within one to three years. Included within contribution receivable on the Statement of Financial Position is \$184,743 that is to be received over two years with \$109,743 due in 2021 and \$75,000 due in 2022.

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NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued)

Grants

Grant expenses are recorded on an accrual basis, which is generally when the funds are awarded.

Professional Services

The management and staff of the Foundation are contracted from The Jockey Club and related compensation and benefits are billed to the Foundation pursuant to agreements between the parties. These costs totaled \$443,311 and \$493,974 in 2020 and 2019, respectively, and are included in professional fees in the accompanying Statements of Activities. Additionally, certain administrative services (e.g., accounting and certain office space in New York) are provided by The Jockey Club. These services are not reflected in the accompanying financial statements since such amounts would not be material.

Functional Allocation of Expenses

The costs of providing the program and administrative functions have been summarized on a functional basis in Note 7. Accordingly, certain costs have been allocated between program services, fundraising services and management and general based principally on specific identification and cost allocations based upon estimates by the Foundation. These estimates are based upon time reporting for the various functional categories.

Income Taxes

Accounting principles generally accepted in the United States of America prescribes recognition thresholds and measurement attributes for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Tax benefits will be recognized only if the tax position is more likely than not sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized will be the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the more likely than not test, no tax benefit will be recorded. For the years ended December 31, 2020 and 2019, no income tax liability has been recognized related to uncertain tax provisions in the accompanying Financial Statements.

If an uncertain tax position was recognized, the Foundation would accrue interest and penalties associated with the uncertain tax position. For the Foundation's major tax jurisdictions, the 2017, 2018, and 2019 tax years remain subject to examination. The Foundation does not expect significant changes in unrecognized tax benefits in the next twelve months.

COVID-19 Risk Factors

The novel coronavirus ("COVID-19") has been declared a pandemic by the World Health Organization and the Centers for Disease Control and Prevention and has spread globally, with resulting business and social disruption. The effects of the continued outbreak of COVID-19 and related government responses could include reduced labor availability and productivity and a prolonged reduction in economic activity. While the Foundation expects that the COVID-19 outbreak may adversely impact the Foundation's 2021 operating results, the Foundation cannot at this time accurately predict the full extent to which COVID-19 outbreak will affect the Foundation's finances and operations. However, overall, the Foundation has strong net asset position and has been able to sustain operations throughout the COVID-19 pandemic.

GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2020 and 2019

NOTE 3 - INVESTMENTS

Investments at fair value as of December 31, consist of the following:

	<u>2020</u>	<u>2019</u>
Mutual funds	\$ 38,669,220	\$ 32,512,097
U.S. common stocks	<u>3,415</u>	<u>9,327</u>
	<u>\$ 38,672,635</u>	<u>\$ 32,521,424</u>

Interest and dividend earnings on these investments were \$242,634 and \$429,639 in 2020 and 2019, respectively. Net realized and unrealized gains from investments reported in the accompanying Statements of Activities totaled \$7,065,710 and \$5,230,843 in 2020 and 2019, respectively.

NOTE 4 - FAIR VALUE MEASUREMENTS

ASC 820-10 establishes a hierarchal disclosure framework which prioritizes and ranks the level of market price observability used in measuring investments at fair value. Market price observability is impacted by a number of factors, including the type of investment and the characteristics specific to the investments. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market observability and a lesser degree of judgment used in measuring fair value.

Investments measured and reported at fair value are classified and disclosed in one of the following categories:

Level I - Quoted prices are available in active markets for identical investments as of the reporting date.

Level II - Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies.

Level III - Pricing inputs are unobservable and include situations where there is little, if any, market activity for the investment. Fair value for these investments is determined using valuation methodologies that consider a range of factors, including but not limited to the price at which the investment was acquired, the nature of the investment, local market conditions, trading values on public exchanges for comparable securities, current and projected operating performance and financing transactions subsequent to the acquisition of the investment. The inputs into the determination of fair value require significant judgment. Due to the inherent uncertainty of these estimates, these values may differ materially from the values that would have been used had a ready market for these investments existed.

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

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GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2020 and 2019

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The following tables summarize the valuation of the Foundation's investments by the ASC 820-10 fair value hierarchy as of December 31:

	2020			
	Total	Level I	Level II	Level III
Mutual funds				
U.S. equities	\$ 21,844,254	\$ 21,844,254	\$ -	\$ -
Fixed income	7,515,293	7,515,293	-	-
Global	6,556,416	6,556,416	-	-
High yield	2,753,257	2,753,257	-	-
U.S. common stocks	3,415	3,415	-	-
	\$ 38,672,635	\$ 38,672,635	\$ -	\$ -
	2019			
	Total	Level I	Level II	Level III
Mutual funds				
U.S. equities	\$ 17,970,542	\$ 17,970,542	\$ -	\$ -
Fixed income	7,294,004	7,294,004	-	-
Global	4,611,573	4,611,573	-	-
High yield	2,635,978	2,635,978	-	-
U.S. common stocks	9,327	9,327	-	-
	\$ 32,521,424	\$ 32,521,424	\$ -	\$ -

In 2020, equities included in mutual funds or separate accounts totaling \$38,672,635 were diversified among the following asset classes: 56.5% domestic growth, 17.0% global growth, 19.4% small/mid cap and 7.1% high yield. In 2019, similar equities totaling \$32,521,424 were diversified among the following asset classes: 55.27% domestic growth, 0.03% domestic value, 14.2% global growth, 22.4% small/mid cap and 8.1% high yield.

The fair values of mutual fund and U.S. equity investments are determined by obtaining quoted prices on nationally recognized securities (Level I inputs).

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GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2020 and 2019

NOTE 5 - NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions consisted of the following at December 31:

	<u>2020</u>	<u>2019</u>
Donations pledged not yet received and / or subject to donor restrictions	\$ 804,424	\$ 687,027
Endowment net assets	<u>16,999,256</u>	<u>13,982,469</u>
	<u>\$ 17,803,680</u>	<u>\$ 14,669,496</u>

NOTE 6 - ENDOWMENTS

The Foundation's net assets with donor restrictions consist of donor restricted investments to be held indefinitely, with the income therefrom expendable to support the purpose of the Foundation and its operations. As required by applicable standards, net assets associated with endowment funds, including funds designated by the Board of Directors to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

The composition of net assets with donor restrictions by type of endowment fund at December 31 was:

	<u>2020</u>	<u>2019</u>
Accumulated earnings on original gift	\$ 11,089,971	\$ 8,073,184
Original gift restricted in perpetuity	<u>5,909,285</u>	<u>5,909,285</u>
Total	<u>\$ 16,999,256</u>	<u>\$ 13,982,469</u>

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GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2020 and 2019

NOTE 6 - ENDOWMENTS (Continued)

Changes in endowment net assets with donor restrictions for the years ended December 31, 2020 and 2019:

Net assets, January 1, 2019	\$ 11,711,784
Investment return	
Investment income	199,159
Net realized and unrealized	
gains from investments	<u>2,270,685</u>
Total investment return	2,469,844
Appropriation of assets for expenditure	<u>(199,159)</u>
Net assets, December 31, 2019	13,982,469
Investment return	
Investment income	106,364
Net realized and unrealized	
gains from investments	<u>3,017,057</u>
Total investment return	3,123,421
Appropriation of assets for expenditure	<u>(106,634)</u>
Net assets, December 31, 2020	<u><u>\$ 16,999,256</u></u>

Interpretation of UPMIFA

The Foundation follows the State of New York's version of the Uniform Prudent Management of Institutional Funds Act ("UPMIFA") and has interpreted UPMIFA as requiring the preservation of the fair value of the original and subsequent gifts 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 net assets with donor restrictions restricted in perpetuity

- (a) the original value of the principal designated as an endowment,
- (b) the original value of the principal of subsequent gifts to the endowment, and
- (c) the 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.

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GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2020 and 2019

NOTE 6 - ENDOWMENTS (Continued)

The remaining portion of the donor-restricted endowment fund that is not classified in net assets with donor restrictions restricted in perpetuity is classified as net assets with donor restrictions restricted by purpose or passage of time until those amounts are appropriated for expenditure by the Foundation in a manner consistent with the standard prudence prescribed by UPMIFA. 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 fund
2. The purposes of the organization and the donor-restricted endowment fund
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
7. The investment policies of the Foundation

Return Objectives and Risk Parameters

The Foundation has adopted investment and spending policies for endowment assets that attempt to provide predictable streams of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that the Foundation must hold in perpetuity or for a donor-specified period as well as Board-designated funds. Under this policy, as approved by the Board, the Foundation relies on a total return strategy in which investment returns are achieved through capital appreciation (realized and unrealized) and current yield (interest and dividends). The Foundation targets a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term return objectives within prudent risk constraints.

Strategies Employed for Achieving Objectives

The purpose of the endowment fund is to facilitate donors' desires to make substantial long-term gifts to the Foundation to develop a new and significant source of revenue for the Foundation. In so doing, the endowment fund will provide a secure, long-term source of funds to (a) carry out the Foundation's purpose of furthering research and education in the equine industry or, (b) support the operational expenses of the Foundation as deemed appropriate.

Spending Policy and How the Investment Objectives Relate to the Spending Policy

The distribution rate is based upon withdrawing the investment income for spending each year and allowing capital appreciation to be reinvested in the fund. For the years ended December 31, 2020 and 2019, \$106,364 and \$199,159, respectively, of investment income from the endowment fund was spent and none of the capital appreciation was spent. The spending is determined by the Foundation's management, who may elect to make no distributions from the fund in any given year.

Funds with Deficiencies

From time to time, the fair value of assets associated with donor-restricted endowment funds may fall below the level that the donor or UPMIFA requires the Foundation to retain as a fund of perpetual donation. Deficiencies of this nature that are reported in net assets with donor restrictions. There were no such deficiencies as of December 31, 2020 and 2019.

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GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2020 and 2019

NOTE 7 - FUNCTIONAL CLASSIFICATION OF EXPENSES

The Statements of Activities report certain categories of expenses attributable to grants, programs and general and administrative functions of the Foundation and are categorized by natural classification for the years ended December 31, as follows:

	2020			
	Program Services	Management and General	Fundraising Services	Total
Grants	\$ 1,397,502	\$ -	\$ -	\$ 1,397,502
Professional fees	86,048	58,462	420,110	564,620
Travel and meetings	57,350	304	917	58,571
Printing	1,679	336	14,779	16,794
Seminars and summits	1,500	-	-	1,500
Other	410	26,942	6,667	34,019
	\$ 1,544,489	\$ 86,044	\$ 442,473	\$ 2,073,006
	2019			
	Program Services	Management and General	Fundraising Services	Total
Grants	\$ 1,338,858	\$ -	\$ -	\$ 1,338,858
Professional fees	80,192	57,466	468,150	605,808
Travel and meetings	57,200	3,347	15,034	75,581
Printing	1,842	368	16,212	18,422
Seminars and summits	10,375	-	-	10,375
Fundraising expenses	-	-	12,194	12,194
Members reception	-	-	2,515	2,515
Other	591	28,900	9,106	38,597
	\$ 1,489,058	\$ 90,081	\$ 523,211	\$ 2,102,350

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GRAYSON-JOCKEY CLUB RESEARCH FOUNDATION, INC.
NOTES TO FINANCIAL STATEMENTS
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NOTE 8 - LIQUIDITY AND AVAILABILITY

The Foundation's financial assets available within one year of the Statements of Financial Position date for general expenditure are as follows:

	<u>2020</u>	<u>2019</u>
Cash	\$ 1,527,233	\$ 890,395
Investments at fair value	38,672,635	32,521,424
Contributions receivable	109,743	116,887
Less: Donor restricted funds	<u>(17,803,680)</u>	<u>(14,669,496)</u>
	<u>\$ 22,505,931</u>	<u>\$ 18,859,210</u>

As part of the Foundation's liquidity management, the Foundation maintains cash to be available as its general expenditures, liabilities, and other obligations become due.

NOTE 9 - SUBSEQUENT EVENTS

The Foundation has evaluated subsequent events through the date the accompanying financial statements were available to be issued, which was June 24, 2021. No subsequent events have been identified that are required to be accounted for or disclosed.