YEARS ENDED DECEMBER 31, 2021 AND 2020

YEARS ENDED DECEMBER 31, 2021 AND 2020

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Independent Auditors' Report

Board of Directors and Management Research Corporation for Science Advancement Tucson, Arizona

Opinion

We have audited the accompanying financial statements of Research Corporation for Science Advancement, which comprise the statements of financial position as of December 31, 2021 and 2020, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Research Corporation for Science Advancement as of December 31, 2021 and 2020, and the results of its operations and its cash flows for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Research Corporation for Science Advancement 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 Financial Statements

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the 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 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 Research Corporation for Science Advancement'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 financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial
 doubt about Research Corporation for Science Advancement's ability to continue as a going concern for a reasonable
 period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Black Fleischman PLLC

Tucson, Arizona May 13, 2022

STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2021 AND 2020

ASSETS

	_	2021	_	2020
Cash and cash equivalents	\$	3,930,582	\$	3,537,791
Investments		237,480,742		213,041,083
Grants and other receivables		317,675		3,281
Other assets		242,045		145,592
Property and equipment, net of accumulated depreciation				
(\$827,076, 2021; \$822,025, 2020)		37,100		42,151
	\$	242,008,144	\$	216,769,898
LIABILITIES AND NET ASSETS				
LIADILITIES AND NET ASSETS				
Accounts payable and accrued expenses	\$	68,464	\$	41,921
Grants and awards payable		2,087,383		340,000
Other liabilities		801,040		827,355
		2,956,887		1,209,276
Commitments and contingencies				
Net assets:				
Without donor restrictions	_	239,051,257		215,560,622
	<u>\$</u>	242,008,144	<u>\$</u>	216,769,898

STATEMENTS OF ACTIVITIES

YEARS ENDED DECEMBER 31, 2021 AND 2020

	 2021	 2020
Changes in net assets without donor restrictions: Revenues and support:		
Net investment income: Net capital gains Interest and dividend income	\$ 30,287,063 1,533,635	\$ 33,594,284 1,386,773
	31,820,698	34,981,057
Other support	 2,442,683	 385,655
	 34,263,381	 35,366,712
Expenses:		
Program services	9,689,699	7,180,978
General and administrative	 1,083,047	 1,107,972
	 10,772,746	 8,288,950
Change in net assets without donor restrictions	23,490,635	27,077,762
Net assets without donor restrictions, beginning	215,560,622	188,482,860
Net assets without donor restrictions, ending	\$ 239,051,257	\$ 215,560,622

STATEMENT OF FUNCTIONAL EXPENSES

YEAR ENDED DECEMBER 31, 2021

Program services

	(Grants and awards	Conferences and convening		 munications d outreach	Тс	tal program services	_	eneral and ministrative	Total expenses	
Grants and awards	\$	7,591,129	\$	-	\$ -	\$	7,591,129	\$	-	\$	7,591,129
Salaries		576,930		285,044	207,080		1,069,054		584,320		1,653,374
Employee benefits		245,283		118,273	77,710		441,266		233,564		674,830
Conferences and meetings		-		160,054	-		160,054		4,213		164,267
Consultants and other		110,112		15,331	40,947		166,390		134,205		300,595
Professional services		76,594		-	-		76,594		42,215		118,809
Rent and occupancy		107,436		50,829	26,947		185,212		82,481		267,693
Taxes					 				2,049		2,049
	\$	8,707,484	\$	629,531	\$ 352,684	\$	9,689,699	\$	1,083,047	\$	10,772,746

STATEMENT OF FUNCTIONAL EXPENSES

YEAR ENDED DECEMBER 31, 2020

Program services

		Grants and awards	Conferences and convening		 munications doutreach	To	otal program services	_	eneral and ministrative	Total expenses	
Grants and awards	\$	5,306,030	\$	-	\$ -	\$	5,306,030	\$	-	\$	5,306,030
Salaries		577,042		211,565	193,738		982,345		570,681		1,553,026
Employee benefits		259,798		83,356	64,894		408,048		226,886		634,934
Conferences and meetings		43,880		35,036	18,789		97,705		46,320		144,025
Consultants and other		114,505		31,588	26,737		172,830		87,352		260,182
Professional services		60,615		-	-		60,615		44,102		104,717
Rent and occupancy		94,829		8,880	49,696		153,405		130,291		283,696
Taxes		-		-	 		-		2,340		2,340
	<u>\$</u>	6,456,699	\$	370,425	\$ 353,854	\$	7,180,978	\$	1,107,972	\$	8,288,950

STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2021 AND 2020

	2021	2020
Cash flows from operating activities:		
Change in net assets	\$ 23,490,635	\$ 27,077,762
Adjustments to reconcile change in net assets to net cash used in		
operating activities:		
Depreciation	5,051	8,863
Net realized and unrealized gains on investments	(35,962,010)	(37,679,982)
Changes in operating assets and liabilities:		
Grants and other receivables	(314,394)	-
Other assets	(96,453)	38,072
Accounts payable and accrued expenses	26,543	(105,811)
Grants and awards payable	1,747,383	(165,000)
Other liabilities	(26,315)	(38,267)
Net adjustments	(34,620,195)	(37,942,125)
Net cash used in operating activities	(11,129,560)	(10,864,363)
Cash flows from investing activities:		
Purchases of investments	(39,113,632)	(36,970,000)
Proceeds from sale/maturity of investments	50,635,983	46,812,285
Net cash provided by investing activities	11,522,351	9,842,285
Net increase (decrease) in cash and cash equivalents	392,791	(1,022,078)
Cash and cash equivalents, beginning	3,537,791	4,559,869
Cash and cash equivalents, ending	\$ 3,930,582	\$ 3,537,791

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2021 AND 2020

1. Description of organization and summary of significant accounting policies:

Organization:

Research Corporation is a tax-exempt private operating foundation incorporated in New York doing business as Research Corporation for Science Advancement (the Foundation). The Foundation provides catalytic funding for innovative scientific research and the development of academic scientists in the physical sciences at universities and colleges in the United States and Canada.

COVID-19:

In 2020 and 2021, the novel coronavirus (COVID-19) pandemic caused havoc around the world and in particular to the colleges and universities that the Foundation supports. As of December 31, 2021, the Foundation's financial position has not been adversely affected by the pandemic. All of the Foundation's programs were affected as all conferences were either deferred or held virtually. Any savings from conferences not being held or awards being deferred were repurposed into temporary initiatives to address COVID-19 or its impacts, or used to increase other award spending. The final impact on the Foundation's financial statements from COVID-19 remains uncertain.

Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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 and assumptions.

Net assets:

Net assets, support, gains, and losses are classified based on the existence or absence of donor or grantor imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

- Net assets without donor restrictions Net assets available for use in general operations and not subject to donor restrictions.
- Net assets with donor restrictions Net assets subject to donor-imposed time and/or purpose restrictions.

Cash and cash equivalents:

All highly liquid debt instruments purchased with a maturity of three months or less are considered to be cash equivalents. All cash and cash equivalents are placed with various credit institutions. At times, such amounts may be in excess of the FDIC and SIPC insurance limits; however, management does not believe they are exposed to any significant credit risk on cash and cash equivalents.

Investments:

Investments are carried at fair value. All of the Foundation's investments are held in professionally managed mutual funds, unconsolidated limited partnerships or special purpose entities.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2021 AND 2020

1. Description of organization and summary of significant accounting policies (continued):

Investments (continued):

Investment transactions are recorded on the trade date. Investment gains and losses include both realized and unrealized gains and losses and are included in the change in net assets in the accompanying statements of activities as increases or decreases in net assets without donor restrictions unless their use is temporarily or permanently restricted by explicit donor-imposed stipulations or legal requirements net of related investment fees. Realized gains or losses are recognized in the period sales or other transactions occur and are computed using the first-in, first-out method. Dividends and interest income are accrued when earned. Investments are considered to be impaired when a decline in fair value is judged to be other-than-temporary.

Fair value measurements:

Fair value is defined as the price to sell an asset or transfer a liability between market participants in an orderly exchange in the principal or most advantageous market for that asset or liability. Mutual funds are valued at quoted market prices. The fair value for the commingled funds and qualifying alternative investments is determined based on the investment's net asset value as a practical expedient. Considerable judgment is required in interpreting market data used to develop the estimates of fair value. Accordingly, the estimates presented in the financial statements are not necessarily indicative of the amounts that could be realized in a current market exchange. The use of different market assumptions and estimation methodologies may have a material effect on the estimated fair value.

Fair value financial instruments:

The Foundation's cash and cash equivalents, receivables, payables and other financial assets and liabilities not remeasured at fair value are carried at cost, which approximates fair value. These assets and liabilities are valued based on quoted prices for similar assets, quoted interest rates and other readily available market information (level 1 inputs). There have been no changes in the valuation methods or significant assumptions used to estimate the fair value. The fair value measurements for assets remeasured at fair value in the accompanying financial statements are disclosed in Note 3.

Other support:

Other support consists of funding from other foundations and government awards all earmarked for use by the Foundation in funding its programs.

Programs:

The Foundation has two major programs – the Cottrell Scholars program and the Scialog conference program. The Scialog program consists of multi-year thematic conferences administered by the Foundation and generally conducted with the participation of other private foundations and/or governmental agencies as collaborators and funders. Scialog collaborators have the option of participating in the conferences and 1) administering their own grants or 2) providing funding to the Foundation and having the Foundation administer the grants. In those conferences where the Foundation administers the grants, the accompanying financial statements present the outside funding as other support and the related grants are included in program services in the statement of activities. Outside funding received for which program expenditures have not yet been approved or incurred are presented as part of other liabilities in the accompanying statement of financial position.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2021 AND 2020

1. Description of organization and summary of significant accounting policies (continued):

Grants and awards payable:

The Foundation accounts for its unconditional promises to give, which are normally in the form of grants or awards, as an expense in the year the unconditional promise is made. Any unpaid promises to give are reported as grants and awards payable.

Program expense allocation:

Expenses that can be identified with a specific program or supporting service are charged directly according to their natural expense classification. Costs incurred that share a common purpose are allocated based upon estimates made by management of time spent by employees on various activities. Investment expenses include an allocation of internal expenses, such as compensation and occupancy costs, for the Foundation's staff as well as amounts paid to third parties.

Income taxes:

The Foundation qualifies as a tax-exempt private operating foundation under Internal Revenue Code Section 4940(d). Income from certain activities not directly related to the Foundation's tax-exempt purpose may be subject to taxation as unrelated business taxable income (UBTI).

From time to time, the Foundation may be subject to penalties and interest assessed by various taxing authorities, which are classified as general and administrative expenses, if they occur.

Subsequent events:

The Foundation's management has evaluated the events that have occurred subsequent to December 31, 2021 through May 13, 2022, the date that the financial statements were available to be issued. Management has no responsibility to update these financial statements for events and circumstances occurring after this date.

2. Liquidity and availability of financial assets:

The Foundation manages its liquidity by maintaining adequate working capital, allocating a portion of its investments equal to 2 years of operating cash needs in highly liquid investments, and maintaining an available line of credit with a financial institution (see Note 4). The following table shows a determination of the Foundation's financial assets that are available to meet cash needs for program and general expenditures within one year:

	 2021	_	2020
Cash and cash equivalents	\$ 3,930,582	\$	3,537,791
Investments (less outstanding commitments of \$27,875,000 and \$14,062,500)	105,398,298		111,266,029
Grants and other receivables	 317,675		3,281
	\$ 109,646,555	\$	114,807,101

2024

2020

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2021 AND 2020

3. Investments and fair value measurements:

The investment goal of the Foundation is to maintain or grow its spending power in real (inflation adjusted) terms with risk at a level appropriate to the Foundation's programmatic spending and objectives. The Foundation diversifies its investments among various financial instruments and asset categories, including both active and passive approaches. The investments of the Foundation are managed by external management firms. The cost presented in the following tables consists of cash invested less cash returned.

ASC 820 Fair Value Measurement establishes a fair value disclosure framework, which prioritizes and ranks the level of observable inputs used in measuring investments at fair value. The levels of the fair value hierarchy are as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Foundation has the ability to access.

Level 2 - Inputs to the valuation methodology include the following items. If the asset has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets or active markets that the Foundation does not have access to;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Practical Expedient - Investments for which fair value is measured at net asset value per share (or its equivalent). 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. Investments that are included in this category generally include private fund investment structures and limited party interest, without quoted prices.

The investment's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2021 AND 2020

3. Investments and fair value measurements (continued):

At December 31, 2021, the Foundation's investments consist of the following (in thousands):

	Cost	Fai	ir value	Practical expedient	Level 1	Unfunded mmitments	Redemption frequency	Redemption notice period
Global equity: Mutual funds Equity investment funds (a)	\$ 53,805 17,000	•	101,774 47,729	\$ - 47,729	\$ 101,774	\$ - -	3-year lock	N/A
Private equity fund	3,735		4,873	4,873	-	6,225	None	N/A
Global fixed income: Money market funds Limited partnerships (c)	21,517 7,738		31,499 11,529	- 11,529	31,499 -	- 18,450	None	N/A
Diversifying strategy: Open-ended multi strategy fund (b)	-		5,204	5,204	-	-	Annually	90 days
Long Short Hedge Funds (a) Limited partnerships (c)	15,000 5,668		19,168 7,739	19,168 7,739	-	600	3-year lock None	N/A N/A
Real assets: Limited partnerships (c)	 5,168		7,966	7,966		 2,600	None	N/A
	\$ 129,631	\$ 2	237,481	\$ 104,208	\$ 133,273	\$ 27,875		

At December 31, 2020, the Foundation's investments consist of the following (in thousands):

	_	Cost	Fair value	Practical expedient		Level 1	 nfunded nmitments	Redemption frequency	Redemption notice period
Global equity:									
Mutual funds	\$	55,752	\$ 104,567	\$ -	\$	104,567	\$ -		
Equity investment funds (a)		17,000	38,829	38,829		-	-	3-year lock	N/A
Private equity fund		1,800	1,878	1,878		-	8,200	None	N/A
Global fixed income:									
Money market fund		12,676	13,327	-		13,327	-		
Limited partnerships (c)		10,873	14,929	14,929		-	2,138	None	N/A
Diversifying strategy:									
Open-ended multi-strategy									
fund (b)		-	11,178	11,178		-	-	Annually	90 days
Long Short Hedge									
Funds (a)		15,000	19,845	19,845		-	-	3-year lock	N/A
Real assets:									
Limited partnerships (c)	_	4,596	8,488	 8,488	_		 3,725	None	N/A
	\$	117,697	\$ 213,041	\$ 95,147	\$	117,894	\$ 14,063		

⁽a) This category consists of offshore investment funds that invest in global public equities on a long/short basis in a highly concentrated fashion or in a very targeted sector fashion. The funds have a lock-up period of 2-3 years after which each has various liquidity or redeemability features.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2021 AND 2020

- 3. Investments and fair value measurements (continued):
 - (b) This category consists of an open-end fund, which invests in various strategies including investments in special situations, financially distressed issuers, convertible hedging and real estate. The fund has been in liquidation during 2021 and 2020.
 - (c) This category consists of various closed-end limited partnerships with finite lives up to 15 years, which do not permit redemption before termination. These investments consist of various debt related strategies and other equity-like strategies not considered correlated with the broader market. The debt related strategies include whole loan origination, commercial and residential mortgage backed securitized lending, European real estate and key facility corporate lease lending. The other strategies include music, film and similar royalties, and crypto related strategies. Substantially all of the value of the investments in this category cannot be redeemed until distributions are received through the liquidation of the underlying assets of the funds. It is estimated that the underlying assets will be liquidated over the next 10 years.

The Foundation's equity investments are invested with independent managers with a global strategy, including exposure to emerging markets.

Net capital gains consists of the following:

	_	2021	_	2020
Net realized and unrealized gains on investments Investment advisory fees Internal investment management costs	\$	35,962,010 (5,471,994) (202,953)	\$	37,679,982 (3,889,757) (195,941)
	<u>\$</u>	30,287,063	\$	33,594,284

Line of credit: 4.

The Foundation had a \$5,000,000 uncollateralized revolving line of credit with a major commercial bank with interest at the daily one-month LIBOR (.14% at December 31, 2020) plus 1.5%. The Foundation borrowed and repaid \$5,000,000 in 2020 and incurred interest expense of \$45,363. There were no borrowings or repayments on the line in 2021. The line expired in February 2021 and was not renewed.

The Foundation has a \$7,500,000 uncollateralized revolving line of credit with a major commercial bank with interest at the Daily Simple SOFR (.07% at December 31, 2021) plus 1.5%. The Foundation borrowed and repaid \$3,000,000 during 2021 and incurred interest of \$45,363. The line expires in May 2022.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2021 AND 2020

5. Benefit plans:

Defined contribution plan:

The Foundation has a noncontributory defined contribution plan for all eligible employees. The Foundation makes fully vested contributions ranging from 10% - 15% of compensation, based on years of service. The Foundation incurred defined contribution plan expense of \$192,712 and \$160,530 for 2021 and 2020.

Flexible benefits plan:

The Foundation has a flexible benefits plan whereby it contributes 10% of compensation for eligible employees to be used for medical, retirement, education and other expenses. The Foundation contributed \$168,415 and \$158,353 to the plan for 2021 and 2020.

Postretirement benefits plan:

The Foundation maintains a postretirement benefit plan, which provides certain health care benefits to retired employees and their spouses, as defined by the plan. During 2006, the Foundation froze eligibility for participation in its postretirement benefit plan to those employees hired before June 1, 2005. The Foundation made contributions and the Plan paid benefits of \$44,447 and \$38,660 during 2021 and 2020. The Foundation's estimated remaining obligation under this plan is included in other liabilities on the statements of financial position.

6. Commitments and contingencies:

Large binocular telescope project:

Through December 31, 2018, the Foundation had a 12.5% interest in the Large Binocular Telescope (LBT) project. In connection with its LBT interest, the Foundation had sold or granted to other universities, under various agreements, all of its viewing rights in the LBT along with the obligation to pay the related operating costs associated with those rights. The Foundation transferred its interest in the LBT to The Ohio State University along with the underlying viewing rights contracts for three other universities. One of the other universities has not signed an agreement recognizing the transfer and relieving the Foundation of any further obligation. Accordingly, the Foundation remains contingently liable under that institution's original contract and has accrued its best estimate of this liability, which is included in other liabilities on the statements of financial position.

Legal contingency:

From time to time, the Foundation may be party to certain pending or threatened lawsuits arising out of or incident to the ordinary course of business for which it carries general liability and other insurance coverages. In the opinion of management and based upon consultation with legal counsel, resolution of any pending or threatened lawsuits will not have a material adverse effect on the Foundation's financial statements.

Operating leases:

The Foundation leases its office space under a noncancelable operating lease expiring in 2024. Rental expense was \$206,956 and \$206,865 in 2021 and 2020.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2021 AND 2020

6. Commitments and contingencies (continued):

Operating leases (continued):

Future minimum rental payments under the lease at December 31, 2021 are as follows:

Year ending		
December 31,		
2022	\$	216,079
2023		222,366
2024		228,822
	<u> </u>	667.267

7. Pending pronouncement:

In February 2016, the FASB issued ASU 2016-02 "Leases." ASU 2016-02 requires a lessee to recognize in the statement of financial position a liability to make lease payments and a right-of-use asset representing its right to use the underlying asset for the lease term, along with additional qualitative and quantitative disclosures. ASU 2016-02 is effective for reporting periods beginning after December 15, 2021, with early adoption permitted. Management is currently evaluating the effect that this standard will have on the financial statements.

8. Reclassifications:

The 2020 financial statements have been reclassified in order to conform to the 2021 financial statement presentation. The reclassifications had no effect on net assets at December 31, 2020 or on changes in net assets for the year then ended.

9. Subsequent event:

Subsequent to year end, the Foundation committed to subscription agreements for an additional \$10 million with investment managers.