

Independent Auditors' Report

FINANCIAL STATEMENTS

Year Ended June 30, 2017

The Commonwealth Fund

We have audited the accompanying financial statements of The Commonwealth Fund (the "Fund") which comprise the statement of position as of June 30, 2017 and the related statements of activities and of cash flows for the year 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit 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 auditors' 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 such an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Commonwealth Fund as of June 30, 2017 and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited The Commonwealth Fund's June 30, 2016 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated November 7, 2016. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2016 is consistent, in all material respects, with the audited financial statements from which it has been derived.

PKF O'Connor Davies, LLP

PKF O'Connor Davies, LLP
New York, New York

November 13, 2017

THE COMMONWEALTH FUND

STATEMENT OF FINANCIAL POSITION

JUNE 30, 2017 with comparative totals for JUNE 30, 2016

	2017	2016
ASSETS		
Cash	\$ 1,383,065	\$ 1,834,237
Investments - At fair value (Notes 1, 3, and 4)	740,297,773	694,920,758
Interest and dividends receivable	220,197	111,317
Proceeds receivable from security sales, net	3,048,011	999,106
Taxes refundable	50,423	31,413
Prepaid insurance and other assets	265,089	89,879
Landmark property at 1 East 75th Street - At appraised value during 1953, the date of donation	275,000	275,000
Furniture, equipment and building improvements - At cost, net of accumulated depreciation of \$3,539,110 at June 30, 2017 (Note 2)	<u>4,740,955</u>	<u>4,357,770</u>
TOTAL ASSETS	<u>\$ 750,280,513</u>	<u>\$ 702,619,480</u>
LIABILITIES AND NET ASSETS		
LIABILITIES:		
Accounts payable and accrued expenses	\$ 2,228,981	\$ 907,799
Program authorizations payable, net (Note 5)	19,752,276	19,062,714
Accrued postretirement benefits (Note 6)	5,776,204	7,356,415
Deferred tax liability (Note 7)	<u>82,993</u>	<u>1,564,651</u>
Total liabilities	<u>27,840,454</u>	<u>28,891,579</u>
NET ASSETS - Unrestricted	<u>722,440,059</u>	<u>673,727,901</u>
Total net assets	<u>722,440,059</u>	<u>673,727,901</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 750,280,513</u>	<u>\$ 702,619,480</u>

See notes to financial statements.

THE COMMONWEALTH FUND

STATEMENT OF ACTIVITIES

YEAR ENDED JUNE 30, 2017 with comparative totals for year ended JUNE 30, 2016

	2017	2016
INVESTMENT GAINS, LOSSES, REVENUES AND OTHER:		
Net realized gains on investments	\$ 154,800,868	\$ 30,221,979
Change in unrealized appreciation of investments	(75,071,980)	(61,158,647)
Interest and dividends	5,549,319	2,228,064
	<u>85,278,207</u>	<u>(28,708,604)</u>
Less: Investment expenses	(4,170,089)	(3,538,918)
Tax benefit (Note 7)	334,037	456,827
	<u>81,442,155</u>	<u>(31,790,695)</u>
Net investment gains (losses)	81,442,155	(31,790,695)
Partner grants, royalties and other	12,075	934,124
	<u>81,454,230</u>	<u>(30,856,571)</u>
EXPENSES:		
Program authorizations	20,495,434	21,467,875
Operating programs (Note 8)	11,169,958	9,520,663
General administration	2,388,202	2,404,290
Retirement and other postretirement (Note 6)	(1,311,522)	997,085
	<u>32,742,072</u>	<u>34,389,913</u>
CHANGES IN UNRESTRICTED NET ASSETS	48,712,158	(65,246,484)
Net assets, beginning of year	<u>673,727,901</u>	<u>738,974,385</u>
Net assets, end of year	<u>\$ 722,440,059</u>	<u>\$ 673,727,901</u>

See notes to financial statements.

THE COMMONWEALTH FUND

STATEMENT OF CASH FLOWS

YEAR ENDED JUNE 30, 2017 with comparative totals for year ended JUNE 30, 2016

	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash provided (used) by interest and dividends	\$ 5,440,439	\$ 2,199,211
Cash provided (used) by royalties and other	12,075	934,124
Cash provided (used) to pay grants	(19,805,872)	(22,252,421)
Cash provided (used) to pay program expenses	(9,848,776)	(9,298,918)
Cash provided (used) to pay administrative expenses	(2,563,412)	(2,235,762)
Cash provided (used) to pay taxes	353,047	(703,534)
Cash provided (used) to pay investment expenses	(4,170,089)	(3,538,918)
Cash provided (used) to pay unfunded retirement expenses	(268,689)	(100,486)
Net cash used by operating activities	<u>(30,851,277)</u>	<u>(34,996,704)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of furniture, equipment and building improvements, net	(383,188)	(637,842)
Purchase of investments	(492,149,464)	(90,143,167)
Proceeds from the sale of investments	522,932,757	124,689,448
Net cash provided by investing activities	<u>30,400,105</u>	<u>33,908,439</u>
Net (decrease) in cash	(451,172)	(1,088,265)
Cash, beginning of year	<u>1,834,237</u>	<u>2,922,502</u>
Cash, end of year	<u>\$ 1,383,065</u>	<u>\$ 1,834,237</u>

See notes to financial statements.

THE COMMONWEALTH FUND

NOTES TO FINANCIAL STATEMENTS YEAR ENDED JUNE 30, 2017

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Commonwealth Fund (the “Fund”) is a private foundation supporting independent research on health and social issues.

- a. *Investments* - Investments in equity securities with readily determinable fair values and all investments in debt securities are carried at fair value, which approximates market value. Assets with limited marketability, such as alternative asset limited partnerships, are stated at the Fund’s equity interest in the underlying net assets of the partnerships, which are stated at fair value as reported by the partnerships. Realized gains and losses on dispositions of investments are determined on the following bases: FIFO for actively managed equity and fixed income, average cost for commingled mutual funds, and specific identification basis for alternative assets.
- b. *Fixed Assets* - Furniture, equipment, and building improvements are capitalized at cost and depreciated using the straight-line method over their estimated useful lives. The landmark property is recorded at fair value at date of donation and is not depreciated but subject to impairment testing.
- c. *Grants, Promises to Give, and Net Asset Classifications* - Grants are recognized in the period received. Grants are recorded as a receivable and revenue when a written agreement is received. The Fund reports grants as restricted if received with a donor stipulation that limits the use of the donated assets.* Unconditional promises to give for future periods are recorded when authorized by the Board and are presented as program authorizations payable on the statement of financial position, which includes a discount for present value.
- d. *Use of Estimates* - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (US GAAP) requires the Fund’s 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. Estimates also affect the reported amounts of revenues and expenses from the statement of activities. The calculation of the present value of program authorizations payable, present value of accumulated postretirement benefits, deferred Federal excise taxes and the depreciable lives of fixed assets requires the significant use of estimates. Actual results could differ from those estimates.
- e. *Cash* – Cash consists of all checking accounts and petty cash. At times the Fund’s cash exceeds federally insured limits. This risk is managed by using only large, established financial institutions.
- f. *Notes* – The financial statements present summarized comparative information as of and for the year ended June 30, 2016, and the notes are only presented for the current year. Such information does not constitute a presentation in conformity with US GAAP. Accordingly, such information should be read in conjunction with the financial statements as of and for the year ended June 30, 2016.

*Accordingly, net assets and changes therein are reported as an increase in unrestricted net assets. There are no temporarily or permanently restricted net assets as of June 30, 2017.

2. FIXED ASSETS

Fixed assets at June 30, 2017 were comprised of the following:

	Cost	Accumulated Depreciation	Book Value	Useful Life
Building improvements	\$ 7,198,570	\$ 2,864,570	\$ 4,334,000	7-40 years
Computers and related	245,030	149,145	95,885	3-10 years
Furniture, fixtures and equipment	<u>836,465</u>	<u>525,395</u>	<u>311,070</u>	5-20 years
Total	<u>\$ 8,280,065</u>	<u>\$ 3,539,110</u>	<u>\$ 4,740,955</u>	

3. INVESTMENTS

Investments at June 30, 2017 comprised the following:

	Fair Value	Cost
Global Equity	\$ 355,842,429	\$ 335,685,978
Alternative Equity	43,798,373	43,295,215
Private Partnerships	241,886,983	258,735,810
Fixed Income	58,733,530	55,711,861
Cash and Miscellaneous	<u>40,036,458</u>	<u>40,036,458</u>
	<u>\$ 740,297,773</u>	<u>\$ 733,465,322</u>

At June 30, 2017, the Fund had total unexpended investment commitments of approximately \$74 million in private partnerships.

Fair Value Measurements

The Fund follows US GAAP guidance on Fair Value Measurements which defines fair value and establishes a fair value hierarchy organized into three levels based upon the input assumptions used in pricing assets. Level 1 inputs have the highest reliability and are related to assets with unadjusted quoted prices in active markets. Level 2 inputs relate to assets with other than quoted prices in active markets which may include quoted prices for similar assets or liabilities or other inputs which can be corroborated by observable market data. Level 3 inputs are unobservable inputs and are used to the extent that observable inputs do not exist.

Pursuant to US GAAP guidance investments measured using net asset value (NAV) are not categorized within the fair value hierarchy.

INVESTMENTS (continued)

Investments Valuation

Investments, other than cash held for investment, are carried at fair value. The fair value of alternative investments has been estimated using the NAV as reported by the management of the respective alternative investment fund. US GAAP guidance provides for the use of NAV as a “Practical Expedient” for estimating fair value of alternative investments. NAV, member’s capital, partner’s capital, or any investor ownership amount reported by each alternative investment fund is used as a practical expedient to estimate the fair value of the Fund’s interest therein.

Investments Risks and Uncertainties

Alternative investments consist of non-traditional, not readily marketable investments, some of which may be structured as offshore limited partnerships, venture capital funds, hedge funds and private equity funds. The underlying investments of such funds, whether invested in stock or other securities, are generally not currently traded in a public market and typically are subject to restrictions on resale. Values determined by investment managers and general partners of underlying securities that are thinly traded or not traded in an active market may be based on historical cost, appraisals, a review of the investees’ financial results, financial condition and prospects, together with comparisons to similar companies for which quoted market prices are available or other estimates that require varying degrees of judgment.

Because of the inherent uncertainty of valuations, the estimated fair values may differ significantly from the values that would have been used had a ready market for such investments existed or had such investments been liquidated, and those differences could be material. It is estimated that the limited partnerships will be liquidated over the next 5-7 years.

The following tables summarize investments valued at fair value on a recurring basis at June 30, 2017 grouped by the fair value hierarchy, for those investments subject to categorization within such hierarchy:

	Fair Value Measurements Using		
		Quoted in Active Markets For Identical Assets	Significant Other Observable Inputs
	Fair Value	Level 1	Level 2
Global equity–Preferred stock	\$ 121,120	\$ 121,120	
Fixed income–US Treasuries	29,688,717	29,688,717	
Fixed income–Funds	29,044,813		\$ 29,044,813
Total	<u>\$ 58,854,650</u>	<u>\$ 29,809,837</u>	<u>\$ 29,044,813</u>

There were no transfers between level 1 and 2 of the fair value hierarchy during the year ended June 30, 2017.

INVESTMENTS (continued)

Total investments at June 30, 2017 include those classified within the fair value hierarchy, as well as those measured using NAV as a practical expedient and cash held for reinvestment, as follows:

Investments included in fair value hierarchy	\$ 58,854,650
Nonpublic investments measured using net asset value	
Global equity	355,842,429
Alternative equity	43,798,373
Private partnerships:	
Private equity	195,073,155
Real assets	20,471,091
Venture capital	26,342,737
Cash	<u>39,915,338</u>
 Total investments	 <u><u>\$ 740,297,773</u></u>

Information regarding alternative investments valued at NAV using the practical expedient at June 30, 2017 is as follows:

	Fair value	Unfunded Commitments	Redemption frequency	Notice period
Global equity	\$ 355,842,429		Monthly, Quarterly	100, 120 days
Alternative equity	43,798,373		Quarterly	90 days
Private partnerships:		\$ 74,000,000	N/A	
Private equity	195,073,155			
Real assets	20,471,091			
Venture capital	<u>26,342,737</u>			
	<u><u>\$ 641,527,785</u></u>			

Private partnerships have no redemption provisions and distributions are made as assets are sold. They generally have a duration of 10 years from initial investment to final distribution.

4. FAIR VALUE OF FINANCIAL INSTRUMENTS

The estimated fair value amounts have been determined by the Fund, using available market information and appropriate valuation methodologies. However, considerable judgment is necessarily required in interpreting market data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts that the Fund could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

All Financial Instruments Other Than Investments - The carrying amounts of these items are a reasonable estimate of their fair value.

Investments - For marketable securities held as investments, fair value equals quoted market price, if available. If a quoted market price is not available, fair value is estimated using quoted market price for similar securities. For alternative asset limited partnerships held as investments, fair value is estimated using private valuations of the securities or properties held in these partnerships. The carrying amount of these items is a reasonable estimate of their fair value. For futures and foreign exchange forward contracts, the fair value equals the quoted market price.

5. PROGRAM AUTHORIZATIONS PAYABLE

At June 30, 2017, program authorizations scheduled for payment at later dates were as follows:

July 1, 2017 through June 30, 2018	\$	13,863,211
July 1, 2018 through June 30, 2019		3,960,917
Thereafter		<u>1,980,458</u>
Gross program authorizations scheduled for payment at a later date		19,804,586
Less adjustment to present value		<u>52,310</u>
Program authorizations payable	\$	<u><u>19,752,276</u></u>

A discount rate of 1.43% (based on the one month LIBOR plus 45 basis points) was used to determine the present value of the program authorizations payable at June 30, 2017.

6. RETIREMENT AND OTHER POSTRETIREMENT BENEFITS

The Fund has a noncontributory defined contribution retirement plan, covering all employees, under arrangements with TIAA and Fidelity Investments. This plan provides for purchases of annuities and/or mutual funds for employees. The Fund's contributions approximated 17% of the participants' compensation for the year ended June 30, 2017. Contributions to the Fund's defined contribution retirement plan were \$1,245,448 for the year ended June 30, 2017. In addition, the plan allows employees to make voluntary tax-deferred purchases of these same annuities and/or mutual funds within the legal limits provided for under Federal law.

Effective July 9, 2002, the Fund established a Section 457(b) Plan for certain employees that provides for unfunded benefits with employer contributions made within the legal limits provided for under Federal law.

RETIREMENT AND OTHER POSTRETIREMENT BENEFITS (continued)

The Fund provides postretirement medical insurance coverage for retirees who meet the eligibility criteria. The postretirement medical plan, which is measured as of the end of each fiscal year, is an unfunded plan, with 100% of the benefits paid by the Fund on a pay-as-you-go basis. Such medical insurance payments approximated \$167,000 for the year ended June 30, 2017. Additionally, \$13,000 was directly paid for retiree medical expenses, resulting in a total employer contribution of \$180,000. Additional required disclosure on the Fund's postretirement medical plan for the years ended June 30, 2017:

Benefit obligation at end of year accrued on statement of financial position	\$ 5,776,204
Net postretirement benefit costs	607,113
Unrecognized actuarial (loss) gain	(141,352)

Components of Net periodic Expense
for the Year

Service cost	\$ 316,788
Interest cost	290,325
	<u>\$ 607,113</u>

Effect of a one-percent point change in the health care cost trend rate on	1% Decrease	1% Increase
Year end benefit obligation	\$ 4,799,147	\$ 7,054,350
Total of service and interest cost component	517,058	738,909

Significant assumptions related to postretirement benefits as of June 30, 2017 were as follows:

Discount rate	4.00%
Health care cost trend rates - Initial	5.80%
Health care cost trend rates - Ultimate	3.90%

At June 30, 2017, benefits expected to be paid in future years are approximately as follows:

Year ending June 30, 2018	\$ 122,648
Year ending June 30, 2019	131,293
Year ending June 30, 2020	138,029
Year ending June 30, 2021	157,309
Year ending June 30, 2022	170,860
Five years ending June 30, 2027	1,134,326

7. TAX STATUS

The Fund is exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code, but is subject to a 1% or 2% (depending if certain criteria are met) Federal excise tax on net investment income. For the year ended June 30, 2017 that excise tax rate was 1%. The Fund is also subject to Federal and state taxes on unrelated business income. In addition, the Fund records deferred Federal excise taxes, based upon expected excise tax rates, on the unrealized appreciation of investments as such amounts would be realized for tax purposes when the investments are sold.

The Fund is required to make certain minimum distributions in accordance with a formula specified by the Internal Revenue Service. For the year ended June 30, 2017, the Fund was required to distribute approximately \$35 million. The Fund has an undistributed amount of approximately \$10.5 million carried over to the next fiscal year.

In the Statement of Financial Position, the deferred tax liability of \$82,993 at June 30, 2017 resulted from expected Federal excise taxes on unrealized appreciation of investments. For the year ended June 30, 2017 there was a reduction of \$1,481,658 in the deferred excise tax liability.

8. OPERATING PROGRAMS

The Fund is a value-added foundation, working directly with grantees to develop projects, carry them out effectively and communicate results to policymakers and institutional leaders. It also conducts a large program of intramural research including national and international health care surveys and development and production of scorecards on health system performance. Operating programs include the non-grant expenses related to these activities in areas such as International Health Policy, Communications, Health Care Coverage and Access, and Tracking Health System Performance.

9. FINANCIAL STATEMENT HIGHLIGHTS

For the following items, all original amounts have been fully expended.

In fiscal years 1987 and 1988, the Fund received a total of \$15,415,804 as a grant from the James Picker Foundation, with an agreement that a designated portion of the Fund's grants be identified as "Picker Program Grants by The Commonwealth Fund." The Fund fulfilled this obligation by making Picker Program Grants devoted to specific themes approved by the Fund's Board of Directors. For the year ended June 30, 2017 Picker program grants totaled \$1,677,004.

In April 1996, the Fund received The Health Services Improvement Fund, Inc.'s ("HSIF") assets and liabilities, \$1,721,016 and \$57,198, respectively, resulting in a \$1,663,818 increase in net assets. In accordance with the terms of an agreement with HSIF, this contribution enabled the Fund to make Commonwealth Fund/HSIF grants to improve health care coverage, access, and quality in the New York City greater metropolitan region. During the year ended June 30, 2017 a grant in the amount of \$158,189 was awarded.

10. UNCERTAIN TAX POSITION

The Fund has not entered into any uncertain tax positions that would require financial statement recognition or disclosure. The Fund is no longer subject to examinations by the applicable taxing jurisdiction for periods prior to June 30, 2014.

11. LINE OF CREDIT

The Fund has an unsecured, committed line of credit with Bank of America in the amount of \$20 million. The Fund did not use this facility during the year ended June 30, 2017.

12. SUBSEQUENT EVENTS

In connection with the preparation of the financial statements, the Fund evaluated subsequent events after the statement of financial position date of June 30, 2017 through November 13, 2017 which was the date the financial statements were available to be issued.

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