

Marine Corps Heritage Foundation and Affiliate

Consolidated Audited Financial Statements

and Other Financial Information

Year ended December 31, 2024
with Report of Independent Auditors

Marine Corps Heritage Foundation and Affiliate

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Year ended December 31, 2024

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Report of Independent Auditors

Board of Directors
Marine Corps Heritage Foundation and Affiliate

Opinion

We have audited the consolidated financial statements of Marine Corps Heritage Foundation and Affiliate (the Foundation), which comprise the consolidated statement of financial position as of December 31, 2024, and the related consolidated statements of activities, functional expenses and cash flows for the year 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 financial position of the Foundation as of December 31, 2024, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 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 audit. 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 consolidated 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 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 that the consolidated financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the 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 auditor's 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 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, 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 audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The Consolidating Schedule of Financial Position and Consolidating Schedule of Activities on pages 24 - 25 are presented for purposes of additional analysis and are 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 auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

A handwritten signature in black ink that reads "Johnson Lambert LLP". The signature is written in a cursive, flowing style.

Vienna, Virginia
April 30, 2025

Marine Corps Heritage Foundation and Affiliate

Consolidated Statement of Financial Position

As of December 31, 2024

	<u>2024</u>
Assets	
Cash and cash equivalents	\$ 2,602,742
Investments	20,007,744
Accounts receivable	50,328
Pledges receivable, net	3,928,337
Prepaid expenses	259,545
Heritage Center, net	78,165,905
Construction in progress	3,189,390
Fixed assets, net	627,879
Right-of-use assets - finance leases	16,056
Cash surrender value of life insurance policies	106,774
Retirement plan assets	443,138
Total assets	<u><u>\$ 109,397,838</u></u>
Liabilities and net assets	
Liabilities:	
Accounts payable and accrued expenses	\$ 451,862
Notes payable	100,000
Retirement plan liabilities	443,138
Lease liability - finance leases	<u>16,126</u>
Total liabilities	1,011,126
Net assets:	
Without donor restrictions	106,617,947
With donor restrictions	<u>1,768,765</u>
Total net assets	<u>108,386,712</u>
Total liabilities and net assets	<u><u>\$ 109,397,838</u></u>

See accompanying notes to consolidated financial statements.

Marine Corps Heritage Foundation and Affiliate

Consolidated Statement of Activities

Year ended December 31, 2024

	2024		
	Without Donor Restrictions	With Donor Restrictions	Total
Revenue, gains and other support			
Contributions	\$ 9,239,308	\$ 197,165	\$ 9,436,473
Museum gift shop income	324,043	-	324,043
Theater/rifle range revenue	182,392	-	182,392
Other revenue	183,491	-	183,491
Special events	187,026	-	187,026
In-kind support	166,993	-	166,993
Investment income, net	588,131	58,658	646,789
Net assets released from restrictions	252,006	(252,006)	-
Total revenue, gains and other support	11,123,390	3,817	11,127,207
Expenses			
Program services:			
Museum & Heritage Center	9,733,679	-	9,733,679
Marine Corps University History Division	110,382	-	110,382
Other historical support	1,356,341	-	1,356,341
Total program services	11,200,402	-	11,200,402
Supporting services:			
Fundraising	3,181,733	-	3,181,733
General and administrative	1,275,163	-	1,275,163
Total supporting services	4,456,896	-	4,456,896
Total expenses	15,657,298	-	15,657,298
Change in net assets, before change in fair value of investments	(4,533,908)	3,817	(4,530,091)
Change in fair value of investments	1,252,631	103,117	1,355,748
Change in net assets	(3,281,277)	106,934	(3,174,343)
Net assets, beginning of year	109,899,224	1,661,831	111,561,055
Net assets, end of year	\$ 106,617,947	\$ 1,768,765	\$ 108,386,712

See accompanying notes to consolidated financial statements.

Marine Corps Heritage Foundation and Affiliate

Consolidated Statement of Functional Expenses

Year ended December 31, 2024

	Program Services			Supporting Services			
	Museum & Heritage Center	Marine Corps University History Division	Other historical support	Fundraising	General and administrative	Total Supporting Expenses	Total Expenses
Accounting and auditing	\$ 33,549	\$ 1,836	\$ 4,735	\$ 30,991	\$ 12,329	\$ 43,320	\$ 83,440
Advertising	110,506	-	-	29,676	18	29,694	140,200
Amortization - Leases	4,839	302	779	12,267	4,881	17,148	23,068
Awards	-	-	36,050	-	-	-	36,050
Bank charges	-	-	-	-	8	8	8
Bad debt	-	-	-	126,576	-	126,576	126,576
Consulting	511,338	-	914,767	236,554	79,137	315,691	1,741,796
Credit card fees	37,223	-	-	24,624	24,698	49,322	86,545
Depreciation	490,707	17,456	45,027	7,791	3,100	10,891	564,081
Depreciation - Heritage Center	5,450,084	-	-	-	-	-	5,450,084
Direct marketing	598,117	-	-	1,565,580	592,605	2,158,185	2,756,302
Dues and subscriptions	4,110	-	-	5,383	-	5,383	9,493
Educational support	267,488	-	-	-	-	-	267,488
Gifts	50	-	-	80	2,347	2,427	2,477
Insurance	94,206	-	-	-	16,008	16,008	110,214
Interest	9,424	-	-	-	797	797	10,221
Maintenance	376,598	2,187	5,641	205,492	66,816	272,308	656,734
Marketing	25,412	1,488	3,839	9,722	-	9,722	40,461
Meetings	942	-	-	1,073	58,081	59,154	60,096
Museum and historical support	195,600	-	45,961	-	-	-	241,561
Museum expenses - LLC	49,882	-	-	-	296	296	50,178
Office expense	4,524	-	-	1,130	25,261	26,391	30,915
Postage and shipping	1,128	-	-	7,430	1,452	8,882	10,010
Printing	-	-	1,332	350	-	350	1,682
Professional fees	105,979	333	858	57,452	22,857	80,309	187,479
Salaries, taxes, and benefits - Foundation	682,903	19,770	50,996	828,185	342,962	1,171,147	1,924,816
Salaries, taxes, and benefits - Museum, History Division, and Band Support	381,170	65,711	21,834	-	-	-	468,715
Special events	153,143	-	197,116	-	520	520	350,779
Staff training	-	-	-	1,375	3,825	5,200	5,200
Taxes and licenses	16,329	-	-	11,684	3,467	15,151	31,480
Telephone and utilities	111,964	481	1,240	14,066	13,682	27,748	141,433
Travel	3,358	-	-	4,236	-	4,236	7,594
USMC Support	-	-	24,055	-	-	-	24,055
Website and Internet	13,106	818	2,111	16	16	32	16,067
Total	<u>\$ 9,733,679</u>	<u>\$ 110,382</u>	<u>\$ 1,356,341</u>	<u>\$ 3,181,733</u>	<u>\$ 1,275,163</u>	<u>\$ 4,456,896</u>	<u>\$ 15,657,298</u>

See accompanying notes to consolidated financial statements.

Marine Corps Heritage Foundation and Affiliate

Consolidated Statement of Cash Flows

Year ended December 31, 2024

	<u>2024</u>
Cash flows from operating activities	
Change in net assets	\$ (3,174,343)
Adjustments to reconcile change in net assets to net cash used in operating activities:	
Depreciation and amortization	6,037,233
Receipt of donated stock	(11,115)
Change in fair value of investments	(1,355,748)
Change in pledges allowance and discount	121,238
Accounts receivable	23,223
Pledges receivable	(587,290)
Prepaid expenses	(34,189)
Retirement plan assets	(2,095)
Accounts payable and accrued expenses	(1,293,759)
Retirement plan liabilities	<u>2,095</u>
Net cash used in operating activities	(274,750)
Cash flows from investing activities	
Purchases of investments	(2,572,825)
Proceeds from sales of investments	5,839,701
Purchases of fixed assets	<u>(2,015,231)</u>
Net cash provided by investing activities	1,251,645
Cash flows from financing activities	
Payments on notes payable	(520,603)
Payments on finance leases	<u>(18,829)</u>
Net cash used in financing activities	<u>(539,432)</u>
Net change in cash and cash equivalents	437,463
Cash and cash equivalents, beginning of year	<u>2,165,279</u>
Cash and cash equivalents, end of year	<u><u>\$ 2,602,742</u></u>
Supplemental disclosures of cash flow information	
Cash paid in the year for loan interest	<u><u>\$ 12,178</u></u>

See accompanying notes to consolidated financial statements.

Marine Corps Heritage Foundation and Affiliate

Notes to Consolidated Financial Statements

Year ended December 31, 2024

Note A - Organization and Summary of Significant Accounting Policies

The Marine Corps Heritage Foundation (the Foundation) was established to preserve and promulgate the history, traditions and culture of the United States Marine Corps (USMC) and educate all Americans in its virtues. The Foundation is registered as a non-profit organization in the Commonwealth of Virginia. In 2001, the Foundation commenced raising funds to build the Heritage Center and National Museum of the Marine Corps (the Museum) located in Triangle, Virginia. Ground was broken on Phase I construction in the spring of 2004 and the Museum opened in November 2006. Phase I of the Museum depicts USMC history from inception in 1775 through the Vietnam War.

In 2011, the Foundation initiated a second capital campaign to complete the Museum. Phase II construction was completed in 2017 and included the opening of a Combat Art Gallery, a giant screen theater, administrative office spaces, a children's activity area, and educational classrooms. The Marine Corps is currently working on exhibits for the new galleries that will honor the service of all Marines from the end of the Vietnam War to the current day. The new historical galleries, a Medal of Honor gallery, and a Sports gallery/Hall of Fame are expected to open in phases during the next few years. The cumulative value of the Heritage Center, including the Museum, is reported on the consolidated statement of financial position in assets and net assets without donor restrictions. In October of 2024, the Foundation opened galleries 13 and 14, which tell the story of the USMC from the end of the Vietnam War to present.

The Foundation provides internships and fellowships for Marine Corps historical projects, sponsors award competitions, and provides program support to the History Division of Marine Corps University and the Museum.

The consolidated financial statements include the assets, liabilities and activities of the Heritage Center LLC (the LLC). The LLC was incorporated in Virginia on June 5, 2006 as a single member LLC, with the Foundation as the sole member. The LLC's operating agreement with the Foundation authorizes the LLC to operate revenue-producing units in the Museum, which include the Museum Store, restaurants, event space rentals, a laser rifle range and the giant screen theater. The LLC may distribute funds that were generated at the Museum to the Foundation to support the continued development of the Heritage Center and other Foundation programs. The LLC did not distribute any funds to the Foundation in 2024.

Marine Corps Heritage Foundation and Affiliate

Notes to Consolidated Financial Statements (Continued)

Note A - Organization and Summary of Significant Accounting Policies (Continued)

The following is a summary of significant accounting policies followed in the preparation of these consolidated financial statements:

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Foundation and the LLC (collectively referred to as the Foundation). Significant intercompany accounts and transactions have been eliminated in consolidation.

Basis of Accounting

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP), promulgated by the Financial Accounting Standards Board Accounting Standards Codification (ASC or the guidance).

Measure of Operations

The consolidated statement of activities reports all changes in net assets, including changes in net assets from operating and nonoperating activities. Operating activities consist of those items attributable to the Foundation's ongoing program and supporting services. Nonoperating activities are limited to the change in fair value from investments.

Use of Estimates

Preparation of consolidated financial statements in accordance with 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 those differences could be material.

Subsequent Events

The Foundation has performed an evaluation of subsequent events through April 30, 2025, which is the date the consolidated financial statements were available to be issued and has considered any relevant matters in the preparation of the consolidated financial statements and notes. See Note O for details regarding the identified subsequent event.

Income Taxes

The Foundation is exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code and is not considered a private foundation. The Foundation is required to pay federal and state income taxes only on unrelated business income. The LLC is a disregarded entity, and is consolidated into the Foundation for tax reporting purposes. Management has concluded that the Foundation has maintained its tax exempt status and that there are no uncertain tax positions as of December 31, 2024.

Marine Corps Heritage Foundation and Affiliate

Notes to Consolidated Financial Statements (Continued)

Note A - Organization and Summary of Significant Accounting Policies (Continued)

Cash and Cash Equivalents

The Foundation considers cash and cash equivalents to include only demand deposits and savings accounts. Certificates of deposit, money market funds, and other short-term, highly liquid investments purchased for its portfolio that are intended to be invested are treated as investments rather than cash equivalents, including those certificates of deposit that have original maturities at the date of purchase of less than 90 days. The Federal Deposit Insurance Corporation (FDIC) insures amounts on deposit with each financial institution up to limits prescribed by law. The Foundation may hold funds with financial institutions in excess of the FDIC insured amounts; however, the Foundation has not experienced any losses in such accounts and management believes it is not exposed to any significant credit risk on cash and cash equivalents.

Investments and Fair Value Measurement

The Foundation records investment purchases at cost, or if donated, at fair value on the date of donation. Subsequent to the initial recording, investments are adjusted to fair values in the consolidated statement of financial position. Net investment income or (loss) is reported on the consolidated statement of activities and consists of interest and dividends, less external investment expenses. The change in fair value of investments, also reported on the consolidated statement of activities, includes gains and losses realized upon sales and unrealized resulting from fluctuations in market values of investments.

In accordance with GAAP, the Foundation prioritizes the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The levels of the hierarchy are as follows:

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

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the assets or liabilities for substantially the entire period and market-corroborated inputs.

Level 3 – Inputs to the valuation methodology are unobservable for the asset or liability and are significant to the fair value measurement.

In accordance with GAAP, the Foundation's hedge funds, which are measured at fair value using the net asset value per share (or equivalent) as a practical expedient, have not been classified in the fair value hierarchy.

Marine Corps Heritage Foundation and Affiliate

Notes to Consolidated Financial Statements (Continued)

Note A - Organization and Summary of Significant Accounting Policies (Continued)

Certificates of deposit and money market funds held do not meet the definition of securities under accounting standards and thus are not subject to the fair value disclosure requirements of GAAP.

Risks and Uncertainties

The Foundation invests in various securities. These securities are exposed to a variety of risks, such as interest rates, 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 amount reported in the consolidated financial statements.

Fixed Assets

Furniture and equipment are recorded at cost, less accumulated depreciation. Depreciation expense is computed using the straight-line method over the estimated life of 3-10 years. Software is recorded at cost less accumulated depreciation, and depreciation expense is computed using the straight-line method over the estimated life of 3 years. Expenditures for maintenance and repairs are expensed as incurred; betterments which increase the value or materially extend the life of the related assets are capitalized.

Heritage Center

The Heritage Center consists of the National Museum of the Marine Corps, Memorial Chapel, Semper Fidelis Memorial Park, Heritage Center Parkway with an overlook, and the Playground. The 2023 National Defense Authorization Act stipulates that the Heritage Center may be transferred to the Department of the Navy once all financial obligations have been met which is currently anticipated to be 2026.

These assets are depreciated on a straight-line basis over their estimated useful lives of 20 to 30 years. The Foundation capitalizes costs in accordance with the Foundation's established threshold, while expensing amounts incurred for routine repairs and maintenance.

The carrying value of the Heritage Center is periodically evaluated and adjusted for any perceived impairments in value. The amount of write-downs, if required, is charged to expense in the period the impairment is identified. Circumstances that could have a significant adverse effect on the value of the Heritage Center include a deficit in contributions necessary to maintain the property. During the year ended December 31, 2024, there were no impairments recognized.

Marine Corps Heritage Foundation and Affiliate

Notes to Consolidated Financial Statements (Continued)

Note A - Organization and Summary of Significant Accounting Policies (Continued)

Construction in Progress

Costs incurred to expand Semper Fidelis Memorial Park and Phase II costs associated with USMC post-Vietnam historical exhibit galleries, a Medal of Honor gallery and a Sports Gallery/Hall of Fame have been capitalized and are included as construction in progress on the consolidated statement of financial position. Depreciation on the construction in progress balance will begin when the assets are available for their intended use, and when the assets are in the location and condition necessary to operate in the manner intended by the Foundation. During the year ended December 31, 2024, the Semper Fidelis Memorial Park expansion and Galleries 13 and 14 were completed and became available to the public, resulting in \$8,329,338 and \$17,805,390 in assets, respectively, transferred from construction in progress to Heritage Center, net on the consolidated statement of financial position.

Collections

The Foundation's collections include monuments located in Semper Fidelis Memorial Park and are held for public exhibition. Each of the collection items are cataloged, preserved, and cared for in a manner similar to works of art held for public exhibition. Activities verifying their existence and assessing their condition are performed continuously. These collection items are considered to be a permanent collection, and the Foundation has no intention of selling these items. Monuments deaccessioned from the collection for any reason would not be sold, but may be gifted to the USMC or the Department of the Navy, or may be returned to the original sponsoring individual, organization, assignees or heirs. Expenses incurred to maintain, repair or replace monuments in the collection are the sole responsibility of the Foundation. Contributed collections are not recognized as assets on the consolidated statement of financial position, and are valued at approximately \$3 million as of December 31, 2024.

Leases

The Foundation determines if an arrangement is a lease or contains a lease at inception of a contract and classifies each lease as an operating or finance lease. A contract is determined to be or contain a lease if the contract conveys the right to control the use of identified property, plant, or equipment (an identified asset) in exchange for consideration. The Foundation records a right-of-use (ROU) asset for the right to use an underlying asset for the lease term and a lease liability, on a discounted basis, for the obligation to make lease payments arising from the lease. The Foundation has elected the risk free rate as the discount rate for all its underlying leased assets. The lease term includes options to extend or to terminate the lease that the Foundation is reasonably certain not to exercise. The Foundation has elected for all classes of underlying assets the practical expedient to not separate lease and nonlease components and account for them as a single lease component. ROU assets are subject to review for impairment. No impairment was identified during the year ended December 31, 2024.

Marine Corps Heritage Foundation and Affiliate

Notes to Consolidated Financial Statements (Continued)

Note A - Organization and Summary of Significant Accounting Policies (Continued)

Leases (continued)

For finance leases, the amortization of the ROU asset is recognized over the shorter of the lease term or useful life of the underlying asset and interest expense is recorded using the effective interest rate method. The Foundation has elected as an accounting policy not to record ROU assets and lease liabilities that arise from short-term leases for any class of underlying asset. The Foundation does not have any operating leases as of December 31, 2024.

Revenues (Operating leases)

The Foundation subleases museum gift shop space and records rental income under operating lease agreements on a straight-line basis over the lease term.

Contributions

The Foundation recognizes contributions when an unconditional promise to give is received. Conditional promises to give, with a measurable performance or other barrier and a right of return, are not recognized until the conditions on which they depend have been met. Contributions are recorded as with donor restrictions or without donor restrictions, depending on the existence or nature of any donor imposed restrictions. A restricted contribution is reported as without donor restrictions if a restriction is fulfilled in the same time period in which the contribution is received.

The Foundation is aware of a split-interest agreement, in the form of a charitable remainder unitrust, where the Foundation is listed as the beneficiary of future benefits. The estimated amount of distribution after the donor's death is approximately \$3 million. The Foundation is not able to obtain sufficient information for the split-interest agreement in order to value the beneficial interest. Accordingly, it has not been recognized in the consolidated financial statements for the year ended December 31, 2024. There were no amounts received during 2024 from this split-interest agreement.

Pledges Receivable

Pledges receivable that are expected to be collected within one year are reported net of any estimated uncollectible amounts. Pledges receivable that are due beyond one year are carried at the estimated present value of the future receipts based on their perceived collectability and aged outstanding balance and have been discounted using associated US Treasury rates in effect the year the pledge is received, which range from .65% to 4.48%.

Allowance for Uncollectible Pledges

The Foundation has established an allowance for uncollectible pledges. Although variability is inherent in such estimates, management believes that the allowance provided in the consolidated financial statements is adequate, but largely dependent on economic conditions. When all collection efforts have been exhausted, uncollectible pledged receivables are written off as bad debt expense.

Marine Corps Heritage Foundation and Affiliate

Notes to Consolidated Financial Statements (Continued)

Note A - Organization and Summary of Significant Accounting Policies (Continued)

Net Assets

Net assets, revenues, gains, and losses are classified based on the existence or absence of donor 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 or certain grantor restrictions.

Net Assets With Donor Restrictions - Net assets subject to donor or grantor imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. Donor-imposed restrictions are released when a restriction expires. That is, when the stipulated time has elapsed, when the stipulated purpose has been fulfilled, or both.

Notes Payable

Notes payable are recorded at principal plus accrued unpaid interest. See Note I for information on the notes payable.

Functional Allocation of Expenses

The costs of program and supporting services activities have been summarized on a functional basis in the consolidated statement of activities. The consolidated statement of functional expenses presents the natural classification detail of expenses by function. The consolidated financial statements report certain categories of expenses that are attributed to more than one program or supporting function. Therefore, expenses require allocation on a reasonable basis that is consistently applied. Expenses that can be identified with a specific program or supporting activity are allocated directly according to their natural expenditure classification. Expenses such as salaries, taxes, benefits, depreciation not related to the Museum and Heritage Center, professional services, office expenses, information technology, insurance, and others are allocated on the basis of estimates of time and effort. Advertising and direct marketing costs are allocated based on a joint costs allocation, as the costs of producing these mailings is not directly attributable to any single function.

Marine Corps Heritage Foundation and Affiliate

Notes to Consolidated Financial Statements (Continued)

Note B - Liquidity and Availability of Resources

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the date of the consolidated statement of financial position are comprised of the following:

	December 31, 2024
Cash and cash equivalents	\$ 2,369,229
Investments	18,170,702
Pledges receivable	1,506,461
Total financial assets available for general expenditure	<u>\$ 22,046,392</u>

The Foundation is substantially supported by contributions without donor restrictions; however, restricted gifts are occasionally received. Donor restriction requires resources to be used for a particular purpose or during a specified time, and therefore the Foundation must maintain sufficient resources to meet those responsibilities to its donors. As a result, not all financial assets will be available for expenditure within one year. The Foundation's management keeps detailed records to monitor restricted contributions and tracks when they would be available for general expenditures.

As part of the Foundation's liquidity management plan, the Foundation invests cash in excess of monthly requirements in short-term investments, certificates of deposit, and money market funds. Additionally, the Foundation has accounts and pledges receivable that are due within one year. A portion of the investments listed on the consolidated statement of financial position include certificates of deposit and money market funds held by the Foundation, which serve as collateral for the Foundation's loan agreement with Navy Federal Credit Union and are not available to cover general expenditures.

The Foundation structures its financial assets to be available when operating expenditures, liabilities and other obligations become due. The Foundation has evaluated its general expenditures for the next fiscal year and has determined that certain donor restrictions are for purposes related to the regular, ongoing programs and activities of the Foundation. Certain donor restricted financial assets are considered available for general expenditure within one year and are included in the above analysis.

The endowment funds consist of donor-restricted endowments which are not available for general expenditure. Income from donor-restricted endowments is restricted for specific purposes, unless the donor stipulates that income may be used for general expenditure. There are no board designated endowment funds, or any other self-imposed limits set aside by the board.

Assets held by the LLC are set aside for use by the LLC, and therefore are not considered available for general expenditure.

Marine Corps Heritage Foundation and Affiliate

Notes to Consolidated Financial Statements (Continued)

Note C - Pledges Receivable

Pledges receivable consist of the following as of December 31, 2024:

Amounts due in:	
Less than one year	\$ 467,884
One to five years	3,276,182
More than five years	<u>658,000</u>
Total pledges	4,402,066
Less allowance	(210,935)
Less discount	<u>(262,794)</u>
Pledges, net of allowance and discount	<u><u>\$ 3,928,337</u></u>

Note D - Investments and Fair Value Measurements

The following table is a summary of the Foundation's investments measured at fair value within the GAAP fair value hierarchy at December 31, 2024:

	Level 1	Level 2	Level 3	Net Asset Value As Practical Expedient	Total
Mutual funds	\$ 3,578,037	\$ -	\$ -	\$ -	\$ 3,578,037
Exchange traded funds	8,322,967	-	-	-	8,322,967
Common stock	2,664,028	-	-	-	2,664,028
Corporate bonds	-	2,626,302	-	-	2,626,302
Pooled investment fund	-	-	203	-	203
Hedge funds	<u>-</u>	<u>-</u>	<u>-</u>	40,955	40,955
Total investments, held at fair value	14,565,032	2,626,302	203	40,955	17,232,492
Money market funds					2,665,993
Certificates of deposit					<u>109,259</u>
Total investments					20,007,744
Retirement plan assets	<u>-</u>	<u>-</u>	443,138	<u>-</u>	443,138
Total assets at fair value	<u><u>\$ 14,565,032</u></u>	<u><u>\$ 2,626,302</u></u>	<u><u>\$ 443,341</u></u>	<u><u>\$ 40,955</u></u>	<u><u>\$ 20,450,882</u></u>

Investments in the hedge funds are typically valued, as a practical expedient, utilizing the net asset valuations provided by the underlying private investment companies and or their administrators, without adjustment, when the net asset valuations of the investments are calculated in a manner consistent with GAAP for investment companies.

Pooled investment funds are classified as level 3. The Foundation did not make any purchases or sales of pooled investment funds during the year ended December 31, 2024.

Marine Corps Heritage Foundation and Affiliate

Notes to Consolidated Financial Statements (Continued)

Note D - Investments and Fair Value Measurements (Continued)

Retirement plan assets totaling \$443,138 at December 31, 2024 consist of pooled separate accounts, and are classified as level 3. The Foundation purchased \$23,000 and sold \$67,194 of level 3 investments during the year ended December 31, 2024.

The pooled separate accounts described above have a variety of strategies that are utilized to generate investment return based on various expected retirement dates. There are no unfunded commitments for the pooled separate accounts and they can be redeemed daily.

The fair value of pledges receivable is assessed on a non-recurring basis in the initial year that multi-year commitments are received. During the year ended December 31, 2024, new pledges received and assessed at a Level 3 fair value were \$1,812,100.

Note E - Fixed Assets

Fixed assets of the Foundation consist of the following at December 31:

	December 31, 2024
Equipment and software	\$ 2,454,481
Furniture and fixtures	<u>247,496</u>
	2,701,977
Accumulated depreciation	<u>(2,074,098)</u>
Fixed assets, net	<u><u>\$ 627,879</u></u>

Note F - Heritage Center

The Heritage Center consists of the following at December 31:

	December 31, 2024
National Museum USMC	\$ 108,383,866
NMMC Theater	15,012,854
Semper Fidelis Memorial Park	16,048,242
Memorial Chapel	5,874,122
Heritage Center Parkway Overlook	2,347,504
Heritage Center Parkway	1,874,592
Playground	<u>497,137</u>
	150,038,317
Accumulated depreciation	<u>(71,872,412)</u>
Heritage Center, net	<u><u>\$ 78,165,905</u></u>

Marine Corps Heritage Foundation and Affiliate

Notes to Consolidated Financial Statements (Continued)

Note G - Net Assets With Donor Restrictions

Net assets with donor restrictions are restricted for the following purposes or periods:

	December 31, 2024
Subject to expenditure for specified purpose	
Educational programs	\$ 898,117
Endowments to be held in perpetuity	
Grants and fellowships	423,598
Educational programs	100,000
Subject to endowment spending policy and appropriation:	
Grants and fellowships	347,050
	<u>\$ 1,768,765</u>

Net assets were released from donor restrictions by incurring expenses satisfying the restricted purpose as follows for the year ended December 31:

	December 31, 2024
Satisfaction of purpose restrictions:	
Awards	\$ 186,165
Support programs	1,000
Grants and fellowships	4,841
Education	60,000
	<u>\$ 252,006</u>

Note H - Endowment

The Foundation's endowment consists of three individual donor-restricted funds established to support grants and fellowships, and educational programs. As required by GAAP, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

Marine Corps Heritage Foundation and Affiliate

Notes to Consolidated Financial Statements (Continued)

Note H - Endowment (Continued)

Interpretation of Relevant Law

The Foundation has interpreted the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as requiring the preservation of the fair value of the original gifts as of the date of the donor restricted endowment funds, unless there are explicit donor stipulations to the contrary. At December 31, 2024, there were no such donor stipulations. As a result of this interpretation, the Foundation retains in perpetuity (a) the original value of the initial and subsequent gift amounts donated to the endowment fund (including promises to give net of discount and allowance for uncollectible amounts) and (b) any accumulations to the endowment that are required to be maintained in perpetuity. Donor restricted amounts not retained in perpetuity are subject to appropriation for expenditure by the Foundation in a manner consistent with the standard of prudence prescribed by UPMIFA.

The Foundation considers the following factors in making a determination to appropriate or accumulate donor restricted endowment funds:

- The duration and preservation of the fund
- The purpose of the Foundation and the donor-restricted endowment fund
- General economic conditions
- The possible effect of inflation and deflation
- The expected total return from income and the appreciation of investments
- Other resources of the Foundation
- The investment policies of the Foundation

As of December 31, 2024, the Foundation had the following endowment net asset composition by type of fund:

With Donor Restrictions	
Original donor-restricted gift amounts required to be maintained in perpetuity:	
Grants and fellowships	\$ 423,598
Educational programs	<u>100,000</u>
Accumulated earnings from endowment:	
Grants and fellowships	<u>347,050</u>
	<u><u>\$ 870,648</u></u>

From time to time, certain donor-restricted endowment funds may have fair values less than the amount required to be maintained by donors or by law (underwater endowments). The Foundation has interpreted UPMIFA to permit spending from underwater endowments in accordance with prudent measures required under law. There were no deficiencies in donor-restricted endowment funds as of December 31, 2024, and thus, there has been no action taken by the Foundation during 2024 concerning appropriation from underwater endowment funds.

Marine Corps Heritage Foundation and Affiliate

Notes to Consolidated Financial Statements (Continued)

Note H - Endowment (Continued)

Investment and Spending Policies

The Foundation practices investment and spending policies for endowment assets that attempt to provide a predictable stream of funding for programs supported by its endowment while seeking to maintain the original endowment gift. Endowment assets include donor-restricted gifts that the Foundation must hold in perpetuity. The Foundation expects its endowment funds to provide a moderate rate of return over time. The Foundation uses a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized market gains) and current income through interest and dividends. The Foundation utilizes diversified asset allocations in order to achieve its long-term investment objectives within prudent risk management constraints. The Foundation withdraws donor-restricted endowment funds annually in an amount sufficient to cover the previous year's qualifying program expenses incurred.

Changes in endowment net assets for the year ended December 31, 2024 are as follows:

	With Donor Restrictions
Endowment net assets, beginning of year	\$ 807,829
Investment return, net	28,214
Net realized and unrealized gain	48,637
Expenditure appropriations	(14,032)
Endowment net assets December 31, 2024	<u>\$ 870,648</u>

Note I - Notes Payable

The Foundation entered into a line of credit agreement with Navy Federal Credit Union on April 13, 2015, which allowed borrowing up to \$20,000,000 for use in the construction expansion of the National Museum of the Marine Corps. Payment is due in one lump sum at the maturity date. Loan principal payments amounted to \$520,603 for the year ended December 31, 2024.

Interest accrues on the unpaid balance at a rate of 3.50%, which will continue to be accrued until paid in full. During the year ended December 31, 2024, total interest costs incurred amounted to \$11,295. Interest was expensed as incurred during 2024.

Note J - Retirement Plans

The Foundation provides a salary deferral arrangement which is qualified under Section 403(b) of the Internal Revenue Code. Employees working more than 20 hours per week may begin making elective contributions upon reaching age 21. The Foundation begins matching 50% of the amount deferred by participants after employees complete 90 days of service. Benefits expense for the year ended December 31, 2024 was \$102,839.

Marine Corps Heritage Foundation and Affiliate

Notes to Consolidated Financial Statements (Continued)

Note J - Retirement Plans (Continued)

The Foundation also sponsors a deferred compensation plan under IRC Section 457(b). Eligible employees may elect to have amounts, subject to statutory limits which are annually adjusted, withheld from their compensation and contributed to funds established for the employees' benefit. Deferred compensation assets held by the Foundation under the plan for which the employees are 100% vested total \$443,138 for the year ended December 31, 2024. The consolidated statement of financial position reflects an asset and corresponding liability for this retirement plan.

Note K - Allocation of Joint Costs of Direct Mailings

The Foundation produces mailings that include programmatic and administrative information, together, with a request for contributions in support of the Foundation's mission. The cost of producing these mailings is not directly attributable to any single function. In 2024, the Foundation incurred joint costs of \$2,756,302 for informational materials and activities that included fundraising appeals. Of these costs, \$598,117 were allocated to program services, and \$1,565,580 and \$592,605 were allocated to fundraising and general and administrative, respectively.

Note L - Related Party Transactions

The consolidated statement of financial position includes \$165,532 in outstanding pledges receivable as of December 31, 2024, from members of the Foundation's Board of Directors. The Foundation recognized \$25,000 in contribution revenue from these members for the year ended December 31, 2024.

Note M - Leases

The Foundation entered into various finance leases for postage meters, dishwashers, glasswashers, laptops, and other IT equipment. The Foundation has purchase and renewal options at the end of the lease for some of these assets but is not reasonably certain to exercise these options as of December 31, 2024.

Marine Corps Heritage Foundation and Affiliate

Notes to Consolidated Financial Statements (Continued)

Note M - Leases (Continued)

The Foundation's lease costs, terms and discount rates are as follows for the year ending December 31, 2024:

	<u>2024</u>
Finance lease cost:	
Amortization of ROU assets	\$ 23,068
Interest on lease liabilities	<u>1,246</u>
Total lease cost	<u><u>\$ 24,314</u></u>

Other Information

Cash paid for amounts included in the measurement of lease liabilities:

Operating cash flows from finance lease payments	\$ 18,829
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Weighted-average remaining lease term - finance leases	2 years
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Weighted-average discount rate - finance leases	3.31 %
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Future minimum lease payments and reconciliation to the consolidated statement of financial position as of December 31, 2024 are as follows:

	<u>Finance</u>
2025	\$ 9,611
2026	3,409
2027	2,436
2028	<u>1,217</u>
Total undiscounted future lease payments	16,673
Less: present value adjustment	<u>(547)</u>
Lease liability	<u><u>\$ 16,126</u></u>

Sublease Agreement

The Foundation entered into a lease and operating agreement with a third party provider (Provider) to conduct museum gift shop operations beginning February 2015. The agreement was for an initial term of six years and automatically renewed for an additional five-year term.

Marine Corps Heritage Foundation and Affiliate

Notes to Consolidated Financial Statements (Continued)

Note M - Leases (Continued)

The agreement stipulates that the Provider will pay both a fixed and variable rent. The fixed rental income, referred to as the base rent is \$3,452 per month for the right to use the premises for purposes of retail concessions. The variable rental income is based on a percentage of gross receipts of sales on a three tiered basis, excluding any sales taxes, returns and other items as designated per the contract. The three tiers are: 15% of gross receipts up to \$2,000,000; 20% of gross receipts between \$2,000,000 and \$2,500,000; and 25% of gross receipts greater than \$2,500,000. Lastly, the Provider is to make a capital investment between \$80,000 and \$100,000 for improvements to the retail premises within the initial term of the agreement and between \$50,000 and \$75,000 within the first 24 months of the renewal term.

The agreement contains a clause that requires the Foundation to purchase directly from the third party provider any branded inventory that is not saleable should the agreement be terminated. As of December 31, 2024, the Foundation has no intentions to terminate the agreement.

Operating lease income, which is recorded in museum gift shop income in the statement of activities, was as follows for the year ended December 31, 2024:

Lease Income	<u>2024</u>
Base lease income	\$ 41,424
Variable lease income	<u>277,945</u>
Total operating lease income	<u><u>\$ 319,369</u></u>

Future base lease payments to be received as of December 31, 2024 are as follows:

	<u>Operating</u>
2025	\$ 41,424
2026	<u>3,452</u>
Total lease payments to be received	<u><u>\$ 44,876</u></u>

Marine Corps Heritage Foundation and Affiliate

Notes to Consolidated Financial Statements (Continued)

Note N - In-Kind Support

In-kind support received by the Foundation is recorded at fair value and is reflected as without donor restrictions in the consolidated statement of activities as in-kind support and within each of the functional expense categories benefited (general and administrative, fundraising and program). In-kind support consisted of travel costs for board members and pro bono legal services amounting to \$166,993 on the consolidated statement of activities for the year ended December 31, 2024. The composition of this in-kind support is as follows:

<u>Nonfinancial asset/service</u>	<u>2024</u>	<u>Program benefited</u>	<u>Donor restriction</u>	<u>Valuation technique</u>
Contributed legal fees	\$ 165,335	Museum & Heritage Center (\$94,536) Fundraising (\$51,835) General and administrative (\$18,964)	None	Estimated using the current rate of the professionals providing the service
Contributed travel costs	\$ 1,658	General and administrative	None	Estimated using the cost of travel

Note O - Subsequent Events

Subsequent to the date of the consolidated financial statements, the loan agreement disclosed in Note I set to mature on April 13, 2025 has been extended for a total balance of \$100,000, and is now set to mature on October 13, 2025.

Marine Corps Heritage Foundation and Affiliate

Consolidating Schedule of Financial Position

December 31, 2024

	December 31, 2024			
	Foundation	Heritage Center, LLC	Reclassifications & Eliminations	Total
Assets				
Cash and cash equivalents	\$ 2,368,710	\$ 234,032	\$ -	\$ 2,602,742
Investments	20,007,744	-	-	20,007,744
Investment in LLC	(375,076)	-	375,076	-
Accounts receivable	6,042	44,286	-	50,328
Pledges receivable, net	3,928,337	-	-	3,928,337
Due from LLC	708,573	-	(708,573)	-
Prepaid expenses	254,349	5,196	-	259,545
Heritage Center, net	78,165,905	-	-	78,165,905
Construction in progress	3,189,390	-	-	3,189,390
Fixed assets, net	447,426	180,453	-	627,879
Right-of-use assets - finance leases	16,056	-	-	16,056
Cash surrender value of life insurance policies	106,774	-	-	106,774
Retirement plan assets	443,138	-	-	443,138
Total assets	<u>\$ 109,267,368</u>	<u>\$ 463,967</u>	<u>\$ (333,497)</u>	<u>\$ 109,397,838</u>
Liabilities and net assets				
Liabilities:				
Accounts payable and accrued expenses	\$ 321,392	\$ 130,470	\$ -	\$ 451,862
Due to Foundation	-	708,573	(708,573)	-
Notes payable	100,000	-	-	100,000
Retirement plan liabilities	443,138	-	-	443,138
Lease liability - finance leases	16,126	-	-	16,126
Total liabilities	<u>880,656</u>	<u>839,043</u>	<u>(708,573)</u>	<u>1,011,126</u>
Net assets:				
Without donor restrictions	106,617,947	(375,076)	375,076	106,617,947
With donor restrictions	1,768,765	-	-	1,768,765
Total net assets	<u>108,386,712</u>	<u>(375,076)</u>	<u>375,076</u>	<u>108,386,712</u>
Total liabilities and net assets	<u>\$ 109,267,368</u>	<u>\$ 463,967</u>	<u>\$ (333,497)</u>	<u>\$ 109,397,838</u>

Marine Corps Heritage Foundation and Affiliate

Consolidating Schedule of Activities

Year ended December 31, 2024

	Year ended December 31, 2024					
	Foundation: Without Donor Restrictions	Foundation: With Donor Restrictions	Foundation Total	Heritage Center, LLC	Reclassifications & Eliminations	Total
Revenues, gains and other support						
Contributions	\$ 9,221,538	\$ 197,165	\$ 9,418,703	\$ 17,770	\$ -	\$ 9,436,473
Museum gift shop income	-	-	-	324,043	-	324,043
Theater/rifle range revenue	-	-	-	182,392	-	182,392
Other revenue	3,576	-	3,576	179,915	-	183,491
Special events	-	-	-	187,026	-	187,026
In-kind support	166,993	-	166,993	-	-	166,993
Investment income, net	587,720	58,658	646,378	411	-	646,789
Net assets released from restrictions	252,006	(252,006)	-	-	-	-
Total revenue, gains, and other support	10,231,833	3,817	10,235,650	891,557	-	11,127,207
Expenses						
Program services:						
Museum & Heritage Center	8,880,281	-	8,880,281	853,398	-	9,733,679
Marine Corps University History Division	110,382	-	110,382	-	-	110,382
Other historical support	1,356,341	-	1,356,341	-	-	1,356,341
Total program services	10,347,004	-	10,347,004	853,398	-	11,200,402
Supporting services:						
Fundraising	3,181,733	-	3,181,733	-	-	3,181,733
General and administrative	1,275,163	-	1,275,163	-	-	1,275,163
Total supporting services	4,456,896	-	4,456,896	-	-	4,456,896
Total expenses	14,803,900	-	14,803,900	853,398	-	15,657,298
Change in net assets, before change in fair value of investments	(4,572,067)	3,817	(4,568,250)	38,159	-	(4,530,091)
Change in fair value of investments	1,252,631	103,117	1,355,748	-	-	1,355,748
LLC net income	38,159	-	38,159	-	(38,159)	-
Change in net assets	(3,281,277)	106,934	(3,174,343)	38,159	(38,159)	(3,174,343)
Net assets, beginning of year	109,899,224	1,661,831	111,561,055	(413,235)	413,235	111,561,055
Net assets, end of year	\$ 106,617,947	\$ 1,768,765	\$ 108,386,712	\$ (375,076)	\$ 375,076	\$ 108,386,712