

MICHIGAN HEALTH ENDOWMENT FUND
(A Michigan Non-Profit Corporation)

FINANCIAL STATEMENTS

December 31, 2017 and 2016



MICHIGAN HEALTH ENDOWMENT FUND
(A Michigan Non-Profit Corporation)

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INDEPENDENT AUDITOR'S REPORT

March 27, 2018

To the Board of Directors
Michigan Health Endowment Fund

Report on the Financial Statements

We have audited the accompanying financial statements of the Michigan Health Endowment Fund (the "Fund," a Michigan non-profit Corporation), which comprise the statements of financial position as of December 31, 2017 and 2016, and the related statements of activities and cash flows for the years then ended, as well as the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Fund's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control. Accordingly, we express no such opinion.

Board of Directors
Michigan Health Endowment Fund
March 27, 2018
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INDEPENDENT AUDITOR'S REPORT (CONTINUED)

Auditor's Responsibility (continued)

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 Michigan Health Endowment Fund as of December 31, 2017 and 2016, and the changes in its net assets and its cash flows for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Adoption of New Accounting Pronouncements

As discussed in Note A, effective January 1, 2017, the Fund has adopted the disclosure provisions contained in Accounting Standards Update 2015-07, *Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent)*.



CERTIFIED PUBLIC ACCOUNTANTS
Detroit, Michigan

MICHIGAN HEALTH ENDOWMENT FUND
(A Michigan Non-Profit Corporation)

STATEMENTS OF FINANCIAL POSITION

December 31, 2017 and 2016

	2017			2016		
	Operating Fund	Endowment Funds	Total All Funds	Operating Fund	Endowment Funds	Total All Funds
ASSETS						
Current Assets:						
Cash and cash equivalents	\$ 221,142	\$ 2,226,847	\$ 2,447,989	\$ 475,839	\$ 59,711	\$ 535,550
Accrued interest receivable	395,436	108,942	504,378	230,812	85,031	315,843
Prepaid expenses and other current assets	2,239,649		2,239,649	1,005,187		1,005,187
Total Current Assets	2,856,227	2,335,789	5,192,016	1,711,838	144,742	1,856,580
Other Assets:						
Investments (Note C)	60,230,314	101,390,655	161,620,969	68,772,484	73,292,944	142,065,428
Fixed assets (net of accumulated depreciation of \$16,032 and \$4,109 in 2017 and 2016, respectively) (Note A)	135,687		135,687	144,771		144,771
Total Other Assets	60,366,001	101,390,655	161,756,656	68,917,255	73,292,944	142,210,199
Total Assets	\$ 63,222,228	\$ 103,726,444	\$ 166,948,672	\$ 70,629,093	\$ 73,437,686	\$ 144,066,779

See notes to financial statements.

MICHIGAN HEALTH ENDOWMENT FUND
(A Michigan Non-Profit Corporation)

STATEMENTS OF FINANCIAL POSITION (CONTINUED)

December 31, 2017 and 2016

	2017			2016		
	Operating Fund	Endowment Funds	Total All Funds	Operating Fund	Endowment Funds	Total All Funds
LIABILITIES AND NET ASSETS						
Current Liabilities:						
Accounts payable and accrued expenses	\$ 445,533	\$ -0-	\$ 445,533	\$ 379,756	\$ -0-	\$ 379,756
Accrued payroll and related liabilities	65,696		65,696	56,592		56,592
Grants payable - current portion (Note D)	5,777,814		5,777,814	8,777,565		8,777,565
Total Current Liabilities	6,289,043	-0-	6,289,043	9,213,913	-0-	9,213,913
Long-Term Liabilities:						
Deferred compensation (Note G)	58,275		58,275	37,841		37,841
Grants payable (net of current portion) (Note D)	2,193,372		2,193,372	919,094		919,094
Total Long-Term Liabilities	2,251,647	-0-	2,251,647	956,935	-0-	956,935
Total Liabilities	8,540,690	-0-	8,540,690	10,170,848	-0-	10,170,848
Net Assets:						
Unrestricted:						
Undesignated	20,681,538		20,681,538	20,458,245		20,458,245
Designated (Note A)	34,000,000		34,000,000	40,000,000		40,000,000
Total Unrestricted Net Assets	54,681,538	-0-	54,681,538	60,458,245	-0-	60,458,245
Endowment funds:						
Temporarily restricted		47,726,444	47,726,444		31,437,686	31,437,686
Permanently restricted (Note E)		56,000,000	56,000,000		42,000,000	42,000,000
Total Endowment Funds Net Assets	-0-	103,726,444	103,726,444	-0-	73,437,686	73,437,686
Total Net Assets	54,681,538	103,726,444	158,407,982	60,458,245	73,437,686	133,895,931
Total Liabilities and Net Assets	\$ 63,222,228	\$ 103,726,444	\$ 166,948,672	\$ 70,629,093	\$ 73,437,686	\$ 144,066,779

See notes to financial statements.

MICHIGAN HEALTH ENDOWMENT FUND
(A Michigan Non-Profit Corporation)

STATEMENTS OF ACTIVITIES

**For the Year Ended December 31, 2017
(With Comparative Totals for the Year Ended December 31, 2016)**

	2017						Total All Funds	
	Operating Fund			Endowment Funds			2017	2016
	Undesignated	Designated	Total Operating Fund	Temporarily Restricted	Permanently Restricted	Total Endowment Funds		
Revenue:								
Contributions (Note E)	\$ 48,000,000	\$ -0-	\$ 48,000,000	\$ -0-	\$ 14,000,000	\$ 14,000,000	\$ 62,000,000	\$ 60,000,000
Net investment income (Note C)	973,997		973,997	16,288,758		16,288,758	17,262,755	4,207,458
Total Revenue	48,973,997	-0-	48,973,997	16,288,758	14,000,000	30,288,758	79,262,755	64,207,458
Expenses:								
Program services:								
Grants authorized	25,032,370		25,032,370				25,032,370	23,445,078
Medicare Supplemental Insurance								
Subsidy and servicing expenses	27,078,592		27,078,592				27,078,592	2,749,800
Other program service expenses	1,303,231		1,303,231				1,303,231	723,293
Administrative expenses:								
Salaries and benefits	681,364		681,364				681,364	635,038
Contractual services	348,664		348,664				348,664	248,951
Other expenses	306,483		306,483				306,483	184,392
Total Expenses	54,750,704	-0-	54,750,704	-0-	-0-	-0-	54,750,704	27,986,552
Excess (Deficiency) of Revenue over Expenses	(5,776,707)	-0-	(5,776,707)	16,288,758	14,000,000	30,288,758	24,512,051	36,220,906
Other Changes in Net Assets:								
Transfers for designated purposes, net (Note B)	6,000,000	(6,000,000)	-0-				-0-	-0-
Net Increase (Decrease) in Net Assets	223,293	(6,000,000)	(5,776,707)	16,288,758	14,000,000	30,288,758	24,512,051	36,220,906
Net Assets, Beginning of Year	20,458,245	40,000,000	60,458,245	31,437,686	42,000,000	73,437,686	133,895,931	97,675,025
Net Assets, End of Year	\$ 20,681,538	\$ 34,000,000	\$ 54,681,538	\$ 47,726,444	\$ 56,000,000	\$ 103,726,444	\$ 158,407,982	\$ 133,895,931

See notes to financial statements.

MICHIGAN HEALTH ENDOWMENT FUND
(A Michigan Non-Profit Corporation)

STATEMENT OF ACTIVITIES

For the Year Ended December 31, 2016

	Operating Fund			Endowment Funds			Total All Funds
	Undesignated	Designated	Total Operating Fund	Temporarily Restricted	Permanently Restricted	Total Endowment Funds	
Revenue:							
Contributions (Note E)	\$ 48,000,000	\$ -0-	\$ 48,000,000	\$ -0-	\$ 12,000,000	\$ 12,000,000	\$ 60,000,000
Net investment income (Note C)	727,483		727,483	3,479,975		3,479,975	4,207,458
Total Revenue	48,727,483	-0-	48,727,483	3,479,975	12,000,000	15,479,975	64,207,458
Expenses:							
Program services:							
Grants authorized	23,445,078		23,445,078				23,445,078
Medicare Supplemental Insurance							
Subsidy and servicing expenses	2,749,800		2,749,800				2,749,800
Other program service expenses	723,293		723,293				723,293
Administrative expenses:							
Salaries and benefits	635,038		635,038				635,038
Contractual services	248,951		248,951				248,951
Other expenses	184,392		184,392				184,392
Total Expenses	27,986,552	-0-	27,986,552	-0-	-0-	-0-	27,986,552
Excess of Revenue over Expenses	20,740,931	-0-	20,740,931	3,479,975	12,000,000	15,479,975	36,220,906
Other Changes in Net Assets:							
Transfers for designated purposes, net (Note B)	(15,000,000)	15,000,000	-0-				-0-
Net Increase in Net Assets	5,740,931	15,000,000	20,740,931	3,479,975	12,000,000	15,479,975	36,220,906
Net Assets, Beginning of Year	14,717,314	25,000,000	39,717,314	27,957,711	30,000,000	57,957,711	97,675,025
Net Assets, End of Year	\$ 20,458,245	\$ 40,000,000	\$ 60,458,245	\$ 31,437,686	\$ 42,000,000	\$ 73,437,686	\$ 133,895,931

See notes to financial statements.

MICHIGAN HEALTH ENDOWMENT FUND
(A Michigan Non-Profit Corporation)

STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Cash Flows from Operating Activities:		
Cash received from contributions	\$ 62,000,000	\$ 60,000,000
Interest and dividends received	4,047,134	3,720,788
Cash paid for grants	(26,757,843)	(38,685,541)
Cash paid for Medicare Supplemental Insurance Subsidy	(24,487,950)	(972,694)
Cash paid to suppliers and vendors	(5,780,663)	(3,682,943)
Cash paid for salaries and benefits	(651,826)	(588,480)
	<u>8,368,852</u>	<u>19,791,130</u>
Net Cash Provided by Operating Activities		
Cash Flows from Investing Activities:		
Purchases of investments	(80,139,685)	(143,698,896)
Sales and redemptions of investments	73,686,111	117,607,238
Purchases of fixed assets	(2,839)	(145,305)
	<u>(6,456,413)</u>	<u>(26,236,963)</u>
Net Cash Provided (Used) by Investing Activities		
Net Increase (Decrease) in Cash and Cash Equivalents	1,912,439	(6,445,833)
Cash and Cash Equivalents Balance, Beginning of Year	<u>535,550</u>	<u>6,981,383</u>
Cash and Cash Equivalents Balance, End of Year	<u>\$ 2,447,989</u>	<u>\$ 535,550</u>

See notes to financial statements.

MICHIGAN HEALTH ENDOWMENT FUND
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STATEMENTS OF CASH FLOWS (CONTINUED)

For the Years Ended December 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Reconciliation of Net Increase in Net Assets to Cash Flows from Operating Activities:		
Net increase in net assets	\$ 24,512,051	\$ 36,220,906
Adjustments to reconcile net increase in net assets to net cash provided by operating activities:		
Net realized and unrealized gain on investments	(13,101,967)	(704,267)
Depreciation	11,923	3,314
(Increase) decrease in:		
Accrued interest receivable	(188,535)	191,730
Prepaid expenses and other current assets	(1,234,462)	(979,625)
Increase (decrease) in:		
Accounts payable and accrued expenses	65,777	252,977
Accrued payroll and related liabilities	9,104	27,115
Grants payable	(1,725,473)	(15,240,463)
Deferred compensation	20,434	19,443
	<u> </u>	<u> </u>
Net Cash Provided by Operating Activities	<u>\$ 8,368,852</u>	<u>\$ 19,791,130</u>

See notes to financial statements.

MICHIGAN HEALTH ENDOWMENT FUND
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NOTES TO FINANCIAL STATEMENTS

December 31, 2017 and 2016

NOTE A - NATURE OF ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Organization

Michigan Health Endowment Fund (the “Fund”) was established in January 2014 as a Michigan non-profit Corporation. The Fund’s purpose is to support efforts that improve the health of Michigan residents while reducing costs, with a specific focus on those efforts that benefit the health and wellness of minor children and seniors. The Fund was established in accordance with State of Michigan Public Act 4 of 2013 (the “Act”).

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting, which includes recognition of revenue when earned and expenses when incurred.

Basis of Presentation

The Fund reports information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. The Fund further reports information regarding its unrestricted net assets and activities separated between undesignated net assets and designated net assets.

Recognition of Contributions

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions. Unconditional contributions are recorded as support at the time verifiable evidence of the pledge is received. Conditional contributions are not recorded as support until the condition is met, at which time they become unconditional.

The Fund reports contributions of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires (that is, when a stipulated time restriction ends or a purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and are reported in the statements of activities as net assets released from restrictions.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2017 and 2016

NOTE A - NATURE OF ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Designated Net Assets

The Fund's Board of Directors may designate unrestricted contributions or net assets toward specific future Fund activities. In these cases, the contributions or net assets will be transferred to designated net assets until such time as the specific activity occurs, at which point they will be transferred back to undesignated net assets to be expended. The Fund's Board of Directors designated \$34,000,000 and \$40,000,000 for the Medicare Supplemental Insurance Subsidy program as of December 31, 2017 and 2016, respectively. The Medicare Supplemental Insurance Subsidy program is required under the Act.

Investments

The Fund's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price).

Investments in registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Fund as of the end of the year. Commercial paper, corporate bonds, mortgage and asset-backed securities, municipal bonds, U.S. Treasury securities, common and collective trusts, and limited partnerships which are not publicly traded on an open market are valued at quoted market prices if actively traded, or through a pricing model that utilizes benchmark yields, reported trades, active market quotes, and current spreads, among other factors.

Purchases and sales of investments are reflected on a trade-date basis. Net appreciation and depreciation include gains and losses on investments bought and sold, as well as held, during the year. Gains and losses on investments sold are generally determined on the specific identification method, with the amount realized reflecting the difference between fair value on the date of sale and original cost. Unrealized gains and losses represent the change in the fair value of investments during the year. Investment income is accrued as earned.

Cash Equivalents

For purposes of the statements of cash flows, the Fund considers all short-term, highly liquid securities purchased with original maturities of 30 days or less to be cash equivalents.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2017 and 2016

NOTE A - NATURE OF ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fixed Assets

Fixed assets are recorded at cost or, if donated, at fair value on the date of the donation. The costs of fixed assets have been capitalized and are being depreciated over the useful lives of the respective assets, which range from three to 40 years, using the straight-line method. The Fund's policy is to capitalize acquisitions of \$1,000 or more. Depreciation expense was \$11,923 and \$3,314 for the years ended December 31, 2017 and 2016, respectively.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value Measurements

The Fund uses fair value measurements in the preparation of its financial statements, which utilize various inputs, including those that can be readily observed, corroborated, or are generally unobservable. The Fund utilizes market-based data and valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Additionally, the Fund applies assumptions that market participants would use in pricing an asset or liability, including assumptions about risk.

The measurement of fair value includes a hierarchy based on the quality of inputs used to measure fair value. Financial assets and liabilities are categorized into this three-level fair value hierarchy, based on the inputs to the valuation technique. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable inputs.

The various levels of the fair value hierarchy are described as follows:

- Level 1 - Financial assets and liabilities whose values are based on unadjusted quoted market prices for identical assets and liabilities in an active market that the Fund has the ability to access

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2017 and 2016

NOTE A - NATURE OF ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value Measurements (continued)

- Level 2 - Financial assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable for substantially the full term of the asset or liability
- Level 3 - Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement

The use of observable market data, when available, is required in making fair value measurements. When inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement.

Grants

Grants, including unconditional promises to give, are recognized as expenses in the period the unconditional promises are made at their fair value. Unconditional promises to give over a future period of time are recorded at the present value of their estimated future cash flows using a discount rate that approximates the prime rate at the origination of the promise to give. Multi-year awards granted in 2017 and 2016 were discounted at the rate of 4.25 percent and 3.75 percent, respectively, which was the prime rate as of December 31, 2017 and 2016, respectively.

Risks and Uncertainties

The Fund invests in various securities, including registered investment companies, commercial paper, corporate bonds, mortgage and asset-backed securities, municipal bonds, U.S. Treasury securities, common and collective trusts, and limited partnerships. Investments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities that could materially affect the amounts reported in the financial statements will occur in the near term.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2017 and 2016

NOTE A - NATURE OF ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Tax-Exempt Status

The Fund is organized under section 501(c)(3) of the Internal Revenue Code (“IRC”) and has received a determination of its tax-exempt status from the Internal Revenue Service as a Type I supporting organization under IRC section 509(a)(3). The Fund’s management is not aware of any unrecognized tax benefits as of December 31, 2017 or 2016.

Concentration of Credit Risk

Financial instruments which potentially subject the Fund to concentrations of credit risk consist principally of cash, cash equivalents, and investments.

Cash and cash equivalents are maintained at financial institutions and, at times, balances may exceed the federally insured limit of \$250,000 per depositor at each financial institution. As of December 31, 2017, approximately \$227,000 of the Fund’s cash equivalents was placed at a financial institution whose balances are insured by the Security Industries Protection Corporation. This insurance protects against loss of shares, but does not protect against loss of value. The remainder of the Fund’s cash and cash equivalents balance was placed at another financial institution; the entirety of this balance as of December 31, 2017 was invested in a short-term repurchase agreement which is not federally insured. Investments are diversified among various registered investment companies, commercial paper, corporate bonds, mortgage and asset-backed securities, municipal bonds, U.S. Treasury securities, common and collective trusts, and limited partnerships.

Allocation of Expenses

The Fund records grants issued and the Medicare Supplemental Insurance Subsidy, as well as other direct expenses, as program service expenses. Certain indirect costs incurred to administer these programs, including program staff and other costs, are also included as program service expenses, based on management’s estimates. All other expenses are reported as administrative expenses in the accompanying statements of activities.

Reclassifications

Certain reclassifications have been made to the accompanying financial statements as of, and for the year ended, December 31, 2016 to conform to classifications used as of, and for the year ended, December 31, 2017.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2017 and 2016

NOTE A - NATURE OF ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Adoption of New Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”), *Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent)*. ASU 2015-07 removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient, and also removes the requirement to make certain disclosures for those investments that are eligible to be measured at fair value using the net asset value per share practical expedient but for which the entity has not elected to measure the fair value using that practical expedient. The Fund adopted the provisions of ASU 2015-07 as of January 1, 2017. The provisions have been retrospectively applied to the disclosures in the accompanying financial statements as of, and for the year ended, December 31, 2016. The adoption of this pronouncement did not impact the Fund’s net assets.

Subsequent Events

The Fund has evaluated subsequent events through March 27, 2018, the date that the accompanying financial statements were available to be issued. The Fund did not identify any subsequent events that would require recognition or disclosure in the financial statements.

NOTE B - CONDITIONAL PROMISES TO RECEIVE

Conditional promises to receive are recognized when the conditions on which they depend are substantially met. As of December 31, 2017, the Fund has a conditional promise to receive of \$1.29 billion from Blue Cross Blue Shield of Michigan (“BCBSM”), as required by the Act. Under the agreement between the Fund and BCBSM, the payment plan is an annual cap amount scheduled to be paid on or before April 1 of each year, from 2014 through 2031, or the date when total contributions made by BCBSM to the Fund reaches \$1.56 billion. Payments vary by year, and may be accelerated or delayed upon the occurrence of various conditions. Two primary conditions relate to BCBSM achieving specified risk-based capital levels, as well as any other adjustments or relief which the Michigan Department of Insurance and Financial Services may grant.

MICHIGAN HEALTH ENDOWMENT FUND
(A Michigan Non-Profit Corporation)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2017 and 2016

NOTE C - INVESTMENTS AND FAIR VALUE

The Fund's fair value hierarchy for those assets measured at fair value on a recurring basis as of December 31, 2017 and 2016 are summarized as follows:

	<u>Fair Value Measurements</u>			<u>Total</u>
	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>	
2017				
Assets:				
Investments at fair value:				
Registered investment companies	\$ 81,440,887	\$ -0-	\$ -0-	\$ 81,440,887
Commercial paper		19,129,004		19,129,004
Corporate bonds		38,877,355		38,877,355
Mortgage-backed and asset-backed securities		6,358,938		6,358,938
Municipal bonds		5,968,841		5,968,841
U.S. Treasury securities		3,143,390		3,143,390
	<u>\$ 81,440,887</u>	<u>\$ 73,477,528</u>	<u>\$ -0-</u>	<u>154,918,415</u>
Investments measured at net asset value:				
Common and collective trusts				6,603,909
Limited partnerships				98,645
				<u>6,702,554</u>
				<u>\$ 161,620,969</u>

MICHIGAN HEALTH ENDOWMENT FUND
(A Michigan Non-Profit Corporation)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2017 and 2016

NOTE C - INVESTMENTS AND FAIR VALUE (CONTINUED)

	<u>Fair Value Measurements</u>			
	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>	<u>Total</u>
2016				
Assets:				
Investments at fair value:				
Registered investment companies	\$ 64,790,644	\$ -0-	\$ -0-	\$ 64,790,644
Commercial paper		41,267,420		41,267,420
Corporate bonds		19,100,937		19,100,937
Mortgage-backed and asset-backed securities		8,633,792		8,633,792
Municipal bonds		4,778,232		4,778,232
U.S. Treasury securities		485,130		485,130
	<u>\$ 64,790,644</u>	<u>\$ 74,265,511</u>	<u>\$ -0-</u>	<u>139,056,155</u>
Total Investments at Fair Value				
Investments measured at net asset value:				
Common and collective trusts				<u>3,009,273</u>
				<u><u>\$ 142,065,428</u></u>

Additional information about the nature and risk of the Fund's investments that calculate net asset value per share is as follows:

	<u>Net Asset Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (If Currently Eligible)</u>	<u>Redemption Notice Period</u>
Common and collective trusts	\$ 6,603,909	\$ -0-	Monthly	30 days
Limited partnerships	98,645	7,891,171	Not applicable	Not allowed before liquidation
	<u>\$ 6,702,554</u>	<u>\$ 7,891,171</u>		

MICHIGAN HEALTH ENDOWMENT FUND
(A Michigan Non-Profit Corporation)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2017 and 2016

NOTE C - INVESTMENTS AND FAIR VALUE (CONTINUED)

For the years ended December 31, 2017 and 2016, the Fund's net investment income is summarized as follows:

	<u>2017</u>	<u>2016</u>
Net realized and unrealized gain	\$ 13,101,967	\$ 704,267
Interest and dividend income	<u>4,235,669</u>	<u>3,529,058</u>
	17,337,636	4,233,325
Less: Investment manager fees	<u>(74,881)</u>	<u>(25,867)</u>
Net Investment Income	<u><u>\$ 17,262,755</u></u>	<u><u>\$ 4,207,458</u></u>

NOTE D - GRANTS PAYABLE

The Fund's Board of Directors has approved grants payable in 2017 and 2016; the unpaid amounts as of December 31, 2017 and 2016, for which all conditions have been met, are scheduled to be paid as follows:

	<u>2017</u>	<u>2016</u>
Amounts due in:		
Less than one year	\$ 5,777,814	\$ 8,777,565
One to five years	<u>2,309,004</u>	<u>960,347</u>
	8,086,818	9,737,912
Less:		
Discount (at 4.25 percent and 3.75 percent for 2017 and 2016, respectively)	<u>(115,632)</u>	<u>(41,253)</u>
	<u><u>\$ 7,971,186</u></u>	<u><u>\$ 9,696,659</u></u>

MICHIGAN HEALTH ENDOWMENT FUND
(A Michigan Non-Profit Corporation)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2017 and 2016

NOTE E - ENDOWMENT FUNDS

The Fund received contributions from BCBSM as shown on the statements of activities (see Note B). The Fund may expend a portion of the contributions in each year for operations and in fulfillment of its mission to a maximum amount specified in the schedule below. In addition, the Fund must contribute to an endowment fund (the “MHEF Endowment Fund”), at a minimum, a portion of each year’s contribution according to the following schedule:

<u>Years</u>	<u>Available for Expenditure</u>	<u>Required for Endowment Fund</u>
2014-2017	80 %	20 %
2018-2021	67	33
2022-2025	60	40
2026-2031	25	75

The Fund’s Board of Directors has interpreted the Michigan Uniform Prudent Management of Institutional Funds Act (the “Act”) as requiring the preservation of the fair value of the deposits contributed to the MHEF Endowment Fund. In accordance with the Fund’s spending and endowment fund policy, the Fund classifies in permanently restricted net assets a portion of the annual contributions not less than the minimum required to be maintained in the MHEF Endowment Fund by the schedule above. Although the income generated by the MHEF Endowment Fund may be used to support various activities of the Fund, the remaining portion of the MHEF Endowment Fund that is not classified in permanently restricted net assets, including voluntary additional deposits authorized by the Fund’s Board of Directors, is subject to a time restriction and, therefore, is classified in temporarily restricted net assets. Once the accumulated principal held in the MHEF Endowment Fund reaches \$750 million, that balance will be required to be maintained in perpetuity to provide ongoing income to the Fund.

The Fund also received a \$2 million contribution in 2017 from the Ralph C. Wilson Jr. Foundation to establish the Ralph C. Wilson Jr. Foundation Endowment Fund (the “Wilson Foundation Endowment Fund”), with distributions restricted to support staff dedicated to grantmaking and collaboration in the Caregivers Key Area of Focused Investment.

The Fund’s Board of Directors has interpreted the Act as requiring the preservation of the fair value of the \$2 million contribution as of the gift date, absent explicit donor stipulations to the contrary. Accordingly, the Fund classifies the original value of the contribution in permanently restricted net assets, with the remaining balance in the Wilson Foundation Endowment Fund classified in temporarily restricted net assets.

MICHIGAN HEALTH ENDOWMENT FUND
(A Michigan Non-Profit Corporation)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2017 and 2016

NOTE E - ENDOWMENT FUNDS (CONTINUED)

The annual amount of income available for distributions from the Wilson Foundation Endowment Fund is five percent of the fair value of the Wilson Foundation Endowment Fund's assets, based on a 12-quarter rolling average of the fair value ending on September 30 of the prior year. As of December 31, 2017, the entire \$2,000,000 balance in the Wilson Foundation Endowment Fund is classified in permanently restricted net assets.

The assets of the MHEF Endowment Fund and the Wilson Foundation Endowment Fund (collectively, the "Endowment Funds") may be invested only in securities that Michigan law permits for life insurance companies. The Fund's current policy is to allocate investments in a manner to avoid undue risk concentration in any single asset class or investment category. The general policy is also to diversify investments among industries to prevent overexposure to any one part of the economy. The asset allocation is monitored on an ongoing basis, reviewed, and rebalanced, if necessary, at least annually.

Refer to the accompanying financial statements for information regarding the composition of the balance of the Endowment Funds as of December 31, 2017 and 2016, as well as reconciliations of the fair value of the assets of the Endowment Funds for the years then ended. The composition of permanently restricted net assets as of December 31, 2017 and 2016 is as follows:

	<u>2017</u>	<u>2016</u>
MHEF Endowment Fund	\$ 54,000,000	\$ 42,000,000
Wilson Foundation Endowment Fund	<u>2,000,000</u>	<u>-0-</u>
	<u><u>\$ 56,000,000</u></u>	<u><u>\$ 42,000,000</u></u>

NOTE F - LEASES

The Fund leases certain facilities under operating leases which expire at various dates through April 2027.

MICHIGAN HEALTH ENDOWMENT FUND
(A Michigan Non-Profit Corporation)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2017 and 2016

NOTE F – LEASES (CONTINUED)

Future minimum rental commitments are as follows:

For the Years Ending December 31:	
2018	\$ 105,003
2019	104,151
2020	86,377
2021	86,377
2022	86,377
2023-2027	<u>371,181</u>
Total Minimum Lease Payments	<u>\$ 839,466</u>

Rental expense under these leases was \$101,516 and \$30,118 for the years ended December 31, 2017 and 2016, respectively.

NOTE G – EMPLOYEE BENEFIT PLANS

The Fund established a salary deferral plan under IRC section 457(b) for key executives. As part of this plan, the Fund reports assets and liabilities of equal amounts attributable to the amount deferred and the related investment earnings. The Fund accrues the liability at \$18,000 each year, with an interest rate of five percent per annum, without segregating the asset. The balance in this deferred compensation plan is \$58,275 and \$37,841 as of December 31, 2017 and 2016, respectively.

The Fund also established a safe harbor thrift plan under IRC section 403(b) to enable its employees to accumulate long-term savings for retirement. The Fund makes matching contributions at 100 percent of employee contributions, up to three percent of eligible employees' compensation, and at 50 percent of employee contributions exceeding three percent, but not exceeding five percent, of compensation. For the years ended December 31, 2017 and 2016, the Fund contributed \$38,506 and \$23,677, respectively.

NOTE H - NEW ACCOUNTING PRONOUNCEMENTS

The FASB issued ASU 2016-02, *Leases (Topic 842)*, in February 2016. ASU 2016-02 requires the recognition by lessees of assets and liabilities that arise from all lease transactions, except for leases with a lease term of 12 months or less.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2017 and 2016

NOTE H - NEW ACCOUNTING PRONOUNCEMENTS (CONTINUED)

The lessee accounting model under ASU 2016-02 retains two types of leases: finance leases, which are to be accounted for in substantially the same manner as the existing accounting for capital leases, and operating leases, which are to be accounted for (both in the statement of activities and the statement of cash flows) in a manner consistent with existing accounting for operating leases. ASU 2016-02 also requires expanded qualitative and quantitative disclosures regarding the amount, timing, and uncertainty of cash flows arising from leases. ASU 2016-02 applies to the Fund's financial statements for the year ending December 31, 2020, with earlier implementation permitted. The Fund's management has not determined the impact on its financial statements as a result of implementing ASU 2016-02.

The FASB issued ASU 2016-14, *Presentation of Financial Statements of Not-for-Profit Entities*, in August 2016. ASU 2016-14 modifies the requirements related to financial statement presentation for non-profit organizations. The major provisions of ASU 2016-14 are as follows:

- Information about net assets and changes in net assets will be reported for two classes of net assets: *net assets with donor restrictions* and *net assets without donor restrictions*.
- Reporting of expenses by both function and nature in one location will be required for all non-profit organizations.
- Either the direct method or the indirect method for presenting operating cash flows may continue to be used, but the requirement for those entities using the direct method to prepare a reconciliation with the indirect method will be eliminated.
- Quantitative information that communicates the availability of the organization's financial assets as of the statement of financial position date to meet cash needs for general expenditures within one year will be required to be presented on the face of the financial statements or in the notes to the financial statements.
- Qualitative information on how the organization manages its liquid available resources and liquidity risks will be required to be disclosed in the notes to the financial statements.
- Reporting of the "underwater" amounts of donor-restricted endowment funds in net assets with donor restrictions and enhanced disclosures about "underwater" endowments will be required.
- Other enhanced disclosures regarding board designations and appropriations, the nature of net assets with donor restrictions, and functional expense allocation methods will also be required.

ASU 2016-14 applies to the Fund's financial statements for the year ending December 31, 2018, with earlier implementation permitted, and is to be applied retrospectively, with certain disclosure exceptions in the year of implementation. The Fund's management has not determined the impact on its financial statements as a result of implementing ASU 2016-14.