

Democracy Fund, Inc.
Financial Statements
December 31, 2022 and 2021



Report of Independent Auditors

To the Board of Directors of Democracy Fund, Inc.

Opinion

We have audited the accompanying financial statements of Democracy Fund, Inc. (the "Company"), which comprise the statements of financial position as of December 31, 2022 and 2021, and the related statements of activities and of cash flows, including the related notes for the years then ended (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company 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 financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US 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 financial statements.

In performing an audit in accordance with US GAAS, we:



- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company'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.

PricewaterhouseCoopers LLP
October 11, 2023

Democracy Fund, Inc.
Statements of Financial Position
December 31, 2022 and 2021

	2022	2021
Assets		
Cash and cash equivalents	\$ 87,072,214	\$ 83,300,612
Prepaid expenses and other assets	328,719	263,938
Due from related party	602,352	945,833
Fixed assets, net	742,186	926,935
Operating lease right-of-use asset	7,246,447	8,198,950
Total assets	<u>\$ 95,991,918</u>	<u>\$ 93,636,268</u>
Liabilities and Net Assets		
Accounts payable and accrued expenses	\$ 3,228,306	\$ 3,058,208
Grants payable	5,515,000	8,994,000
Federal excise tax payable	921,692	807,691
Long-term operating lease liability	7,076,803	8,090,268
Total liabilities	<u>16,741,801</u>	<u>20,950,167</u>
Net assets without donor restrictions	11,063,007	12,949,955
Net assets with donor restrictions	68,187,110	59,736,146
Total net assets	<u>79,250,117</u>	<u>72,686,101</u>
Total liabilities and net assets	<u>\$ 95,991,918</u>	<u>\$ 93,636,268</u>

Democracy Fund, Inc.
Statements of Activities
Years Ended December 31, 2022 and 2021

	2022	2021
Revenues and support without donor restrictions		
Contributed nonfinancial assets	\$ 797,000	\$ 577,400
Interest and dividends	399,008	10,811
Net realized gain on investments	-	335
Net assets released from restrictions	<u>59,736,146</u>	<u>64,622,683</u>
 Total revenues and support without donor restrictions	 <u>60,932,154</u>	 <u>65,211,229</u>
Expenses		
Grants	41,451,118	41,605,997
Other program expenses	14,345,412	11,840,039
Administrative and managerial	6,068,572	5,901,609
Federal excise tax expense	<u>954,000</u>	<u>825,588</u>
 Total expenses and losses	 <u>62,819,102</u>	 <u>60,173,233</u>
 (Decrease) Increase in net assets without donor restrictions	 (1,886,948)	 5,037,996
Changes in net assets with donor restrictions		
Contributions of marketable securities	70,685,900	59,287,200
Net realized (loss) gain on investments	(2,498,790)	448,946
Net assets released from restrictions	<u>(59,736,146)</u>	<u>(64,622,683)</u>
 Increase (Decrease) in net assets with donor restrictions	 <u>8,450,964</u>	 <u>(4,886,537)</u>
 Change in total net assets	 6,564,016	 151,459
 Total net assets at beginning of year	 <u>72,686,101</u>	 <u>72,534,642</u>
 Total net assets at end of year	 <u>\$ 79,250,117</u>	 <u>\$ 72,686,101</u>

The accompanying notes are an integral part of these financial statements.

Democracy Fund, Inc.
Statements of Cash Flows
Years Ended December 31, 2022 and 2021

	2022	2021
Cash flows from operating activities		
Cash received from sale of contributed marketable securities	\$ 68,187,110	\$ 59,736,481
Interest and dividends received	399,008	10,811
Grants paid	(44,930,118)	(40,055,610)
Cash paid to employees and suppliers	(19,044,399)	(17,138,574)
Cash paid for taxes	(839,999)	(790,619)
Net cash provided by operating activities	<u>3,771,602</u>	<u>1,762,489</u>
Cash flows from investing activities		
Addition of fixed assets	-	(28,859)
Net cash used in investing activities	<u>-</u>	<u>(28,859)</u>
Net increase in cash and cash equivalents	<u>3,771,602</u>	<u>1,733,630</u>
Cash and cash equivalents		
Cash and cash equivalents at beginning of year	<u>83,300,612</u>	<u>81,566,982</u>
Cash and cash equivalents at end of year	<u>\$ 87,072,214</u>	<u>\$ 83,300,612</u>
Reconciliation of change in net assets to net cash provided by (used in) operating activities:		
Change in net assets	\$ 6,564,016	\$ 151,459
Adjustments to reconcile changes in net assets to net cash provided by (used in) operating activities:		
Contributions of marketable securities	(70,685,900)	(59,287,200)
Net realized loss (gain) on investments	2,498,790	(449,281)
Proceeds from sale of investments	68,187,110	59,736,481
Depreciation and amortization	184,749	217,831
Changes in operating assets and liabilities		
Change in prepaid expenses and other assets	(64,781)	(80,509)
Change in due from related party	343,481	(319,542)
Change in accounts payable and accrued expenses	109,136	207,894
Change in grants payable	(3,479,000)	1,550,387
Change in federal excise tax payable	114,001	34,969
Net cash provided by (used in) operating activities	<u>\$ 3,771,602</u>	<u>\$ 1,762,489</u>
Supplemental schedule of noncash activities		
Contributions of marketable securities	\$ 70,685,900	\$ 59,287,200
Contributed nonfinancial assets	\$ 797,000	\$ 577,400

The accompanying notes are an integral part of these financial statements.

Democracy Fund, Inc.

Notes to Financial Statements

December 31, 2022 and December 31, 2021

1. Organization

Democracy Fund, Inc. ("DF") is a charitable, nonstock corporation formed on February 11, 2014 in the state of Delaware. DF is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code ("Code"). DF has received a determination letter from the Internal Revenue Service stating it is exempt under 501(c)(3) of the Code and specifically that it is classified as a Section 509(a) Private Foundation. DF was formed in order to support charitable and educational activities in service of creating a stronger democracy. DF invests in organizations working to ensure that our political system is responsive to the public and able to meet the greatest challenges facing our nation.

2. Basis of Presentation and Significant Accounting Policies

Basis of Presentation

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") applicable to non-profit organizations.

Revenues are reported as increases in net assets without donor restrictions unless there are donor-imposed purposes and/or time restrictions on the gifted assets. Expenses are reported as decreases in net assets without donor restrictions. Gains or losses on investments and other assets or liabilities are reported as increases or decreases in net assets without donor restrictions unless their use is restricted by explicit donor stipulation or by law.

Uses of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions. These estimates and assumptions 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.

Net Assets without Donor Restrictions

Net assets without donor restrictions represent resources which do not have donor-imposed stipulations and are available to support DF's operations.

Net Assets with Donor Restrictions

Net assets with donor restrictions represent resources that are limited in use by DF in accordance with donor-imposed stipulations. These stipulations may expire with time or may be satisfied and removed by the actions of DF according to the terms of the gift. As of December 31, 2022 and 2021, DF's net assets with donor restrictions consist entirely of gifts from a related party restricted to the subsequent year's operations. Net assets with donor restrictions of \$59,736,146 and \$64,622,683 were released from restriction due to the expiration of time restrictions during the years ended December 31, 2022 and 2021, respectively.

Cash and Cash Equivalents

Cash and cash equivalents consist of short-term, highly liquid investments purchased with a remaining maturity of three months or less. At times, cash balances may exceed federally insured limits.

Marketable Securities

Marketable securities with readily determinable fair values are reported at their fair values in the statements of financial position. Realized gains and losses on sales of marketable securities are determined on the trade date.

Democracy Fund, Inc.
Notes to Financial Statements
December 31, 2022 and December 31, 2021

Fixed Assets

Fixed assets are recorded at cost at the date of purchase. Depreciation and amortization is recorded on assets in service using the straight-line method over the estimated useful lives of the assets, as follows:

Equipment	5 years
Furniture and fixtures	7 years
Website and software	3 years
Leasehold improvements	Shorter of the lease term or estimated useful life

Leases

Beginning January 1, 2021, leases are recognized using the modified retrospective transition method as a result of the adoption of ASC 842 (Leases) as discussed in the Recent Accounting Pronouncements section of Note 2. Leases are categorized as either operating or finance leases. Operating leases are included in operating lease right-of-use assets, accounts payable and accrued expenses, and long-term operating lease liabilities in the statements of financial position. No financed leases existed in 2022 and 2021, respectively.

Leased assets represent DF's right to use an underlying asset for the lease term, and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease right-of-use assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. DF uses a secured incremental borrowing rate as the discount rate for present value of lease payments when the rate implicit in the contract is not readily determinable.

Investment Income

Dividend income is recognized on the ex-dividend date. Interest income is recognized on the accrual basis.

Contributions

Contributions are recognized as revenue at fair value in the period irrevocably pledged or received. Contributions of stock are valued at the average of the high and low price on the date transferred.

DF has been funded through contributions received from The Pierre M. Omidyar Trust (the "Trust"), a related party.

Contributed Nonfinancial Assets

Contributed nonfinancial assets are valued at actual costs incurred by the donor. These contributions were \$797,000 and \$577,400 had no donor-imposed restrictions at December 31, 2022 and 2021, respectively.

Grants

Grants expense consists of unconditional grants. Unconditional grants are expensed as of the date that the grant agreement or amendment is countersigned. Certain grants may be subject to the grantee fulfilling specific conditions. Such conditional grants are considered commitments and are not recorded as expense until the conditions of the grant are met.

Tax-Exempt Status

DF, as a qualified private foundation, is exempt from federal income taxes under Section 501(c)(3) of the Code, and contributions to it may be deductible by donors for federal and state income tax purposes.

Democracy Fund, Inc.
Notes to Financial Statements
December 31, 2022 and December 31, 2021

Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) 2016-02 - Leases (ASC 842), which requires lessees to recognize operating and financing lease liabilities and corresponding right-of use assets on the statement of financial position. The new guidance is effective for fiscal years beginning after December 31, 2022. DF has decided to early adopt this guidance.

In September 2020, the FASB issued ASU 2021-07, Not-for-Profit Entities (Topic 958): Presentation and Disclosures for Contributed Nonfinancial Assets, which intended to increase transparency of contributed nonfinancial assets to include separate presentation in the statement of activities and disclosures as to use, donor-imposed restrictions and valuation. The amendments in this Update should be applied on a retrospective basis and are effective for annual periods beginning after June 15, 2021, and interim periods within annual periods beginning after June 15, 2022. Early adoption is permitted. DF has decided to early adopt this guidance. As of December 31, 2022 and 2021, DF received contributed professional services for financial manager fees and other professional services from a related party.

3. Fair value of Investments

In accordance with the authoritative guidance on fair value measurements and disclosures under US GAAP, DF discloses the fair value of its investments in a hierarchy that prioritizes the inputs to valuation techniques used to measure the fair value. The hierarchy gives the highest priority to valuations based upon unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to valuations based upon unobservable inputs that are significant to the valuation (level 3 measurements). The guidance establishes three levels of the fair value hierarchy as follows:

Level 1: Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that DF has the ability to access at the measurement date.

Level 2: Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active.

Level 3: Inputs that are unobservable.

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes "observable" requires significant judgment by management. Management considers observable data to be market data which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. As of December 31, 2022 and 2021 all cash and cash equivalents were classified as level 1 within the valuation hierarchy. DF had no level 2 and 3 investments at December 31, 2022 and 2021.

Democracy Fund, Inc.
Notes to Financial Statements
December 31, 2022 and December 31, 2021

4. Fixed Assets and Leases

Fixed assets at December 31, 2022 and 2021 consisted of the following:

	2022	2021
Equipment	\$ 255,173	\$ 255,173
Furniture and fixtures	595,740	595,740
Website and software	-	192,850
Leasehold improvements	771,393	771,393
	<u>1,622,306</u>	<u>1,815,156</u>
Less: Accumulated depreciation and amortization	<u>(880,120)</u>	<u>(888,221)</u>
Fixed assets, net	<u>\$ 742,186</u>	<u>\$ 926,935</u>

Depreciation and amortization expense of fixed assets during the years ended December 31, 2022 and 2021, was \$184,749 and \$217,831, respectively.

DF leases its main headquarters under a non-cancelable lease. In March 2018, DF expanded its headquarters and modified its existing lease. The term of the lease expires in 2029. Real estate taxes, insurance, maintenance, and operating expenses applicable to the leased property are generally DF's obligations under the lease. The lease does not contain any material residual value guarantees or material restrictive covenants. The weighted average remaining lease term is eight years. The weight average discount rate is 3.5%.

As of January 1, 2021, DF recognized a lease obligation and corresponding right-of-use asset based on the present value of the remaining fixed lease payments using an estimated incremental borrowing rate. As a result of adopting Topic 842, DF recognized net operating lease right-of-use assets of \$9.1 million and operating lease liabilities of \$9.9 million on the effective date. Existing accrued rent was recorded as an offset to our gross operating lease right-of-use assets. The standard did not have a material impact on our results of operations or cash flows.

The statement of financial position related to the operating leases is shown as follows:

<u>Statement of Financial Position</u>		December 31, 2022	December 31, 2021
Assets:			
Operating lease assets	Operating lease right-of-use asset	<u>\$ 7,246,447</u>	<u>\$ 8,198,950</u>
Liabilities:			
Current:			
Operating lease liabilities	Accounts payable and accrued expenses	\$ 1,013,466	\$ 945,024
Long-term:			
Operating lease liabilities	Long-term operating lease	<u>7,076,803</u>	<u>8,090,268</u>
Total lease liabilities		<u>\$ 8,090,269</u>	<u>\$ 9,035,292</u>

Democracy Fund, Inc.
Notes to Financial Statements
December 31, 2022 and December 31, 2021

4. Fixed Assets and Leases continued

The components of lease cost follow:

		<u>Statement of Activities</u>	
		Year Ended December 31, 2022	Year Ended December 31, 2021
Operating lease cost	Other program expenses	\$ 945,700	\$ 851,535
Operating lease cost	Administrative and managerial	336,680	433,738
Net lease cost		<u>\$ 1,282,380</u>	<u>\$ 1,285,273</u>

The approximate future minimum lease payments under the operating lease at December 31, 2022 are as follows:

Years Ended	<u>Operating Leases</u>
2023	\$ 1,276,893
2024	1,311,975
2025	1,348,057
2026	1,385,139
2027	1,423,221
Thereafter	<u>2,305,741</u>
Total minimum lease payments	9,051,026
Less interest	<u>(960,757)</u>
Present value of lease liability	<u>\$ 8,090,269</u>

5. Federal Excise Tax

On December 20, 2019, the Further Consolidated Appropriations Act of 2021 (the "Act") was signed into law simplifying the federal excise tax on private foundations. The Act eliminated the two-tiered system of excise tax on net investment income and replaced it with a flat excise tax rate of 1.39%. This flat rate is effective January 1, 2021 for DF.

The expense for federal excise tax is as follows:

	2022	2021
Current federal excise tax expense	<u>\$ 954,000</u>	<u>\$ 825,588</u>

DF recognizes a tax benefit from an uncertain position only if it is more likely than not that the position is sustainable, based solely on its technical merits and consideration of the relevant taxing authority's widely understood administrative practices and precedents. If this threshold is met, DF measures the tax benefit as the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. DF may recognize interest and, if applicable, penalties for any uncertain tax positions. No interest or penalties were accrued or recorded during the years ended December 31, 2022 and 2021. DF does not anticipate any significant increase or decrease to unrecognized tax benefits during the next twelve months.

Democracy Fund, Inc.
Notes to Financial Statements
December 31, 2022 and December 31, 2021

6. Related Party Transactions

DF has a cost sharing agreement with a related party, Democracy Fund Voice (DFV). The agreement allows for DF to provide staff time, contractors, office space and equipment to DFV. During the years ended December 31, 2022 and 2021, DF billed DFV for such costs totaling \$1,468,299 and \$1,617,707, respectively. As of December 31, 2022 and 2021, DF had \$602,352 and \$945,833 of receivables due from DFV, respectively.

In addition, during the years ended December 31, 2022 and 2021, financial manager fees and other professional services of \$797,000 and \$577,400, respectively, were contributed by affiliates on behalf of DF. They were accounted for under "Contributed nonfinancial assets" in the statements of activities. In addition, during the years ended December 31, 2022 and 2021, all contributions of cash and marketable securities of \$70,685,900 and \$59,287,200, respectively, were contributed by affiliates for the benefit of DF.

7. Grants

As of December 31, 2022 and 2021, grant expense was as follows:

	2022	2021
Grant payments	\$ 44,930,118	\$ 40,055,610
Less: payments for unconditional grants committed in the prior year	(8,994,000)	(7,443,613)
Unconditional grants committed in the current year but paid in future year	<u>5,515,000</u>	<u>8,994,000</u>
Grant expense	<u>\$ 41,451,118</u>	<u>\$ 41,605,997</u>

As of December 31, 2022 and 2021, DF had total unfunded commitments of \$0, respectively, related to conditional grants.

As of December 31, 2022 and 2021, DF had \$5,515,000 and \$8,994,000 of payables related to unconditional grants to be paid in 2023 and 2022, respectively.

Democracy Fund, Inc.
Notes to Financial Statements
December 31, 2022 and December 31, 2021

8. Analysis of Expenses

DF's expenses have been allocated among grants, other program expenses and administrative and managerial activities, based on the function that benefited from the incurred expenses and estimates made by management.

The total functional expenses displayed by natural expense classification, for the years ended December 31, 2022 and 2021 were as follows:

2022				
	Grants	Other Program Expenses	Administrative and Managerial	Total
Grants awarded	\$ 41,451,118	\$ -	\$ -	\$ 41,451,118
Salary, benefits, and payroll taxes	-	7,691,454	4,284,871	11,976,325
Professional fees	-	4,404,562	1,167,206	5,571,768
Occupancy	-	1,705,555	556,909	2,262,464
Travel, conferences and meetings	-	543,841	59,586	603,427
Taxes	-	-	954,000	954,000
	<u>\$ 41,451,118</u>	<u>\$ 14,345,412</u>	<u>\$ 7,022,572</u>	<u>\$ 62,819,102</u>

2021				
	Grants	Other Program Expenses	Administrative and Managerial	Total
Grants awarded	\$ 41,605,997	\$ -	\$ -	\$ 41,605,997
Salary, benefits, and payroll taxes	-	6,626,847	3,610,222	10,237,069
Professional fees	-	3,624,271	1,502,791	5,127,062
Occupancy	-	1,436,027	756,856	2,192,883
Travel, conferences and meetings	-	152,894	31,740	184,634
Taxes	-	-	825,588	825,588
	<u>\$ 41,605,997</u>	<u>\$ 11,840,039</u>	<u>\$ 6,727,197</u>	<u>\$ 60,173,233</u>

9. Liquidity

DF's financial assets available within one year of December 31, 2022 to meet general expenditures is \$87,072,214 in cash and cash equivalents. DF endeavors to structure its financial assets to be available and liquid as its general expenditures, liabilities, and other obligations become due. While DF may realize fluctuations in planned expenditures within one year of December 31, 2022, a deficit whereby expenditures exceed the financial assets available is unlikely.

10. Subsequent Events

Management has performed an evaluation of subsequent event through October 11, 2023, which is the date DF's financial statements were available to be issued and has concluded that there were no significant subsequent events relevant for financial statements disclosure.