

**LOWCOUNTRY LAND TRUST, INC.
AND SUBSIDIARIES
CHARLESTON, SOUTH CAROLINA**

REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

**FOR THE YEARS ENDED
JUNE 30, 2024 AND 2023**

LOWCOUNTRY LAND TRUST, INC. AND SUBSIDIARIES

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INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees
Lowcountry Land Trust, Inc. and Subsidiaries
Charleston, South Carolina

Opinion

We have audited the accompanying consolidated financial statements of Lowcountry Land Trust, Inc. and Subsidiaries ("the Trust"), a nonprofit organization, which comprise the consolidated statements of financial position as of June 30, 2024 and 2023, and the related consolidated statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Lowcountry Land Trust, Inc. and Subsidiaries as of June 30, 2024 and 2023, 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.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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 Trust 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 Consolidated 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 Trust's ability to continue as a going concern within one year after the date that the consolidated financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Consolidated 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 generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the 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 Trust'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 Trust'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.

Burkett Burkett & Burkett

BURKETT BURKETT & BURKETT
Certified Public Accountants, P.A.
West Columbia, South Carolina
November 6, 2024

LOWCOUNTRY LAND TRUST, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS OF JUNE 30, 2024 AND 2023

	2024	2023
ASSETS:		
Current assets:		
Cash and cash equivalents	\$ 1,833,727	\$ 1,615,837
Accounts receivable	4,000	5,203
Contributions receivable, net, current	967,038	555,528
Prepaid expenses	91,801	89,470
Due from Lacuna	-	150,000
Investments	13,742,168	12,995,372
Total current assets	<u>16,638,734</u>	<u>15,411,410</u>
Other assets:		
Contributions receivable, net, non-current	950,851	934,230
Land	2,224,800	2,309,300
Property, equipment, and leasehold improvements, net	234,350	243,432
Construction in progress	2,280,120	521,742
Intangible assets, net	3,142	4,442
Protected land and easements	18,922,108	15,366,091
Right-of-use assets - operating	162,955	278,213
Right-of-use assets - financing	9,902	-
Total other assets	<u>24,788,228</u>	<u>19,657,450</u>
Total assets	<u>\$ 41,426,962</u>	<u>\$ 35,068,860</u>
LIABILITIES AND NET ASSETS:		
Current liabilities:		
Refundable advances	\$ -	\$ 23,357
Accounts payable and other accrued expenses	514,404	84,875
Accrued interest payable	76,194	-
Security deposits	2,000	4,000
Funds held for others	-	875
Operating lease liabilities - current portion	124,528	114,078
Financing lease liabilities - current portion	1,976	-
Notes payable, current portion	2,220,000	2,220,000
Total current liabilities	<u>2,939,102</u>	<u>2,447,185</u>
Long-term liabilities:		
Operating lease liabilities	43,723	168,251
Financing lease liabilities	7,962	-
Land contribution payable	6,727,000	7,096,000
Notes payable, less current portion	2,930,193	-
Total long-term liabilities	<u>9,708,878</u>	<u>7,264,251</u>
Total liabilities	12,647,980	9,711,436
Net assets:		
Without donor restrictions		
Undesignated	11,161,313	9,619,248
Board designated	3,910,829	3,482,304
Total without donor restrictions	<u>15,072,142</u>	<u>13,101,552</u>
With donor restrictions	<u>13,706,840</u>	<u>12,255,872</u>
Total net assets	<u>28,778,982</u>	<u>25,357,424</u>
Total liabilities and net assets	<u>\$ 41,426,962</u>	<u>\$ 35,068,860</u>

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

LOWCOUNTRY LAND TRUST, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2024

	Without Donor Restrictions	With Donor Restrictions	Total
SUPPORT AND REVENUES			
Contributions			
Cash	\$ 1,228,397	\$ 1,972,317	\$ 3,200,714
In-Kind	105,798	-	105,798
Grants	40,875	1,809,655	1,850,530
Investment income, net	193,511	394,753	588,264
Net realized and unrealized gains (losses)	201,356	377,831	579,187
Transfer and amendment fees	-	41,815	41,815
Special events	352,443	-	352,443
Application fees	3,017	19,500	22,517
Rental income	24,000	-	24,000
Miscellaneous income	4,944	-	4,944
Merchandise sales	7,509	-	7,509
Loss on sale of land	(84,500)	-	(84,500)
	<u>2,077,350</u>	<u>4,615,871</u>	<u>6,693,221</u>
Total support and revenue			
Net assets released from restrictions	<u>3,164,903</u>	<u>(3,164,903)</u>	<u>-</u>
Total support, revenue and reclassifications	<u>5,242,253</u>	<u>1,450,968</u>	<u>6,693,221</u>
EXPENSES			
Program services	2,225,494	-	2,225,494
Management and general	323,438	-	323,438
Fundraising	722,731	-	722,731
	<u>3,271,663</u>	<u>-</u>	<u>3,271,663</u>
Total expenses			
INCREASE (DECREASE) IN NET ASSETS	1,970,590	1,450,968	3,421,558
NET ASSETS, at beginning of year	<u>13,101,552</u>	<u>12,255,872</u>	<u>25,357,424</u>
NET ASSETS, at end of year	<u>\$ 15,072,142</u>	<u>\$ 13,706,840</u>	<u>\$ 28,778,982</u>

LOWCOUNTRY LAND TRUST, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2023

	Without Donor Restrictions	With Donor Restrictions	Total
SUPPORT AND REVENUES			
Contributions			
Cash	\$ 1,110,876	\$ 5,560,950	\$ 6,671,826
In-Kind	83,095	-	83,095
Grants	108,292	53,441	161,733
Investment income, net	32,410	165,099	197,509
Net realized and unrealized gains (losses)	168,251	298,629	466,880
Transfer and amendment fees	-	56,859	56,859
Special events	284,576	-	284,576
Application fees	3,000	-	3,000
Rental income	13,250	-	13,250
Miscellaneous income	(36,407)	39,579	3,172
Merchandise sales	2,244	-	2,244
	<u>1,769,587</u>	<u>6,174,557</u>	<u>7,944,144</u>
Total support and revenue			
Net assets released from restrictions	<u>1,205,556</u>	<u>(1,205,556)</u>	<u>-</u>
Total support, revenue and reclassifications	<u>2,975,143</u>	<u>4,969,001</u>	<u>7,944,144</u>
EXPENSES			
Program services	1,543,984	-	1,543,984
Management and general	295,196	-	295,196
Fundraising	1,109,094	-	1,109,094
	<u>2,948,274</u>	<u>-</u>	<u>2,948,274</u>
Total expenses			
INCREASE (DECREASE) IN NET ASSETS	26,869	4,969,001	4,995,870
NET ASSETS, at beginning of year	<u>13,074,683</u>	<u>7,286,871</u>	<u>20,361,554</u>
NET ASSETS, at end of year	<u>\$ 13,101,552</u>	<u>\$ 12,255,872</u>	<u>\$ 25,357,424</u>

LOWCOUNTRY LAND TRUST, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED JUNE 30, 2024

	Program Services	Management and General	Fundraising	Total
Compensation and related expenses:				
Salaries	\$ 1,023,483	\$ 194,461	\$ 294,167	\$ 1,512,111
Employee benefits	156,218	21,269	38,703	216,190
Payroll taxes	76,261	14,402	22,082	112,745
	<u>1,255,962</u>	<u>230,132</u>	<u>354,952</u>	<u>1,841,046</u>
Amortization of right-of-use asset - finance	398	62	61	521
Bad debt	-	-	43,877	43,877
Bank and payroll service charge	2,649	24,892	19,580	47,121
Consultants	3,668	142	57,957	61,767
Database and software	27,983	2,839	35,657	66,479
Depreciation and amortization	9,174	726	481	10,381
Donor recognition	2,303	511	1,052	3,866
Dues and subscriptions	6,701	3,160	3,547	13,408
Events and speakers	82,830	-	102,251	185,081
In-kind expenses	83,153	9,967	-	93,120
Interest	188,017	5,193	-	193,210
Interest on finance leases	45	7	7	59
Legal fees	25,469	150	-	25,619
Marketing	2,844	-	23,287	26,131
Miscellaneous	539	-	7,786	8,325
Office furniture and equipment	3,643	545	3,070	7,258
Office supplies	23,379	244	1,243	24,866
Operating lease expense	86,504	13,772	28,747	129,023
Partnership contributions	257,700	-	497	258,197
Postage and shipping	2,028	364	2,085	4,477
Professional development	10,011	1,960	5,143	17,114
Professional fees	43,791	8,486	7,230	59,507
Publications/printing	8,103	30	10,625	18,758
Recruiting	731	39	88	858
Repairs and maintenance	-	12,736	-	12,736
Staff enrichment	3,283	641	955	4,879
Taxes and insurance	58,101	2,600	4,104	64,805
Telephone and utilities	16,076	2,854	4,286	23,216
Travel and entertainment	20,409	1,386	4,163	25,958
	<u>2,225,494</u>	<u>323,438</u>	<u>722,731</u>	<u>3,271,663</u>
TOTAL EXPENSES	\$ 2,225,494	\$ 323,438	\$ 722,731	\$ 3,271,663

LOWCOUNTRY LAND TRUST, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED JUNE 30, 2023

	Program Services	Management and General	Fundraising	Total
Compensation and related expenses:				
Salaries	\$ 758,034	\$ 139,417	\$ 375,636	\$ 1,273,087
Employee benefits	114,643	14,681	46,692	176,016
Payroll taxes	84,395	37,607	43,136	165,138
	<u>957,072</u>	<u>191,705</u>	<u>465,464</u>	<u>1,614,241</u>
Bad debt	-	-	113,366	113,366
Bank and payroll service charge	2,127	790	16,737	19,654
Consultants	20,815	5,147	281,392	307,354
Database and software	16,302	8,189	36,106	60,597
Depreciation and amortization	3,333	7,531	1,621	12,485
Donor recognition	2,353	427	1,330	4,110
Dues and subscriptions	3,766	2,350	3,198	9,314
Events and speakers	115,939	-	65,196	181,135
Interest	109,033	-	-	109,033
Legal fees	45,283	1,711	497	47,491
Marketing	21,918	27	8,748	30,693
Miscellaneous	-	-	6,514	6,514
Office furniture and equipment	5,531	805	3,827	10,163
Office supplies	2,762	1,628	2,778	7,168
Operating lease expense	81,450	11,885	45,073	138,408
Partnership contributions	1,667	4,167	5,048	10,882
Postage and shipping	1,021	298	2,700	4,019
Professional development	9,990	935	3,742	14,667
Professional fees	58,784	8,429	9,730	76,943
Publications/printing	29,577	980	16,321	46,878
Recruiting	419	31	94	544
Repairs and maintenance	-	29,085	-	29,085
Staff enrichment	721	255	763	1,739
Taxes and insurance	24,545	10,977	7,922	43,444
Telephone and utilities	13,244	6,309	6,039	25,592
Travel and entertainment	16,332	1,535	4,888	22,755
	<u>16,332</u>	<u>1,535</u>	<u>4,888</u>	<u>22,755</u>
TOTAL EXPENSES	<u><u>\$ 1,543,984</u></u>	<u><u>\$ 295,196</u></u>	<u><u>\$ 1,109,094</u></u>	<u><u>\$ 2,948,274</u></u>

LOWCOUNTRY LAND TRUST, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

	<u>2024</u>	<u>2023</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	\$ 3,421,558	\$ 4,995,870
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:		
Impairment, depreciation and amortization	10,381	12,485
Amortization of right-of-use asset - finance leases	521	-
Change in allowance and bad debt expense	(10,133)	-
Write-off of note receivable	50,000	-
Donation of stock	107,745	-
Loss on sale of land	84,500	-
Operating lease expense	129,023	117,046
Realized and unrealized loss / (gain) on investments, net	(689,644)	(398,465)
Changes in assets and liabilities:		
(Increase) Decrease in accounts receivable	1,204	(5,203)
(Increase) Decrease in contributions receivable	(417,999)	(1,319,857)
(Increase) Decrease in prepaid expenses	(2,331)	(53,609)
(Increase) Decrease in right-of-use assets - operating	-	(395,259)
Increase (Decrease) in accounts payable and other accrued expenses	429,529	(3,385)
Increase (Decrease) in employee retention credits payable	(23,357)	(99,673)
Increase (Decrease) in security deposits	(2,000)	4,000
Increase (Decrease) in accrued interest payable	76,194	-
Increase (Decrease) in funds held for others	(875)	-
Increase (Decrease) in operating lease liabilities	(127,845)	282,329
Net cash provided by (used in) operating activities	<u>3,036,471</u>	<u>3,136,279</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of investments	(14,233,752)	(14,645,646)
Proceeds from sale of investments	14,056,164	11,624,178
Acquisition of protected land and easements	(900,000)	(84,514)
Payments for construction in progress	(1,745,701)	(250,105)
Purchases of property and improvements	-	(32,463)
Net cash provided by (used in) investing activities	<u>(2,823,289)</u>	<u>(3,388,550)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on finance lease liabilities	(485)	-
Cash collected on notes receivable	100,000	-
Principal payments on notes payable	(94,807)	-
Net cash provided by (used in) financing activities	<u>4,708</u>	<u>-</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	217,890	(252,271)
CASH AND CASH EQUIVALENTS, at beginning of year	<u>1,615,837</u>	<u>1,868,108</u>
CASH AND CASH EQUIVALENTS, at end of year	<u>\$ 1,833,727</u>	<u>\$ 1,615,837</u>
Supplemental cash flow information		
Interest Paid	<u>\$ 117,016</u>	<u>\$ 122,295</u>
Non-cash transactions		
Land acquired in exchange for notes payable	\$ 3,025,000	\$ -
In-kind donations charged to construction in progress	\$ 12,678	\$ -

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of organization:

The Lowcountry Land Trust, Inc. (“LLT” or the “Trust”) is a South Carolina non-profit trust chartered on September 13, 1985. Its purpose is to engage in and promote, for the benefit of the general public, the preservation of the natural resources in the South Carolina Lowcountry including marshlands, swamps, woodland and open spaces and the plant and animal life therein, and the preservation of open land areas of historical and scenic significance. The Trust primarily relies on private donations and grants for funding. Wadmacon, LLC, Bacons Bridge, LLC, Ashem, LLC, Angel Oak Park, LLC, Quemby Barony, LLC, French Quarter Creek, LLC, Lowcountry Open Land Trust, LLC, Meyer Lake, LLC, Simmons Creek-Johns Island LLC, Disher Preserve LLC, Moultrie I LLC, Moultrie II LLC, Rivertowne Wetland LLC, Shem Creek Headwaters LLC, Barry Tract, LLC, Beefield Community, LLC, and Willow Oak-Johns Island LLC are wholly owned subsidiaries of the Trust, were organized on December 12, 2003, February 6, 2008, August 31, 2010, June 24, 2013, February 6, 2014, February 23, 2015, December 23, 2015, November 18, 2020, August 27, 2020, June 6, 2022, June 6, 2022, June 6, 2022, June 6, 2022, June 6, 2022, December 4, 2023, November 15, 2023, and August 10, 2023, respectively, under the laws of South Carolina.

Principles of consolidation:

The consolidated financial statements include the accounts of LLT, and ECLT Foundation, Inc., Wadmacon, LLC, Bacons Bridge, LLC, Ashem, LLC, Angel Oak Park, LLC, Quemby Barony, LLC, French Quarter Creek, LLC, Lowcountry Open Land Trust, LLC, Meyer Lake, LLC, Simmons Creek-Johns Island LLC, Disher Preserve LLC, Moultrie I LLC, Moultrie II LLC, Rivertowne Wetland LLC, Shem Creek Headwaters LLC, Barry Tract, LLC, Beefield Community, LLC, and Willow Oak-Johns Island LLC (the “Subsidiaries”). Lowcountry Land Trust, Inc. and Subsidiaries are collectively referred to as the “Trust” throughout the notes to the consolidated financial statements. All significant intercompany transactions and balances have been eliminated. Protected land owned by Bacon’s Bridge, LLC of \$327,755 was contributed to the Dorchester Trust Foundation (the “Foundation”), an unrelated non-profit organization, in 2010. The transfer of the land to the Foundation included a reverter clause restricting the Foundation’s use of the land. Therefore, the Bacons Bridge, LLC will exist in perpetuity.

Basis of presentation:

The consolidated financial statements of the Trust have been prepared on the accrual basis of accounting. The Trust’s consolidated financial statements follow the recommendations of Financial Accounting Standards Board (FASB) in its Accounting Standards Codification, *Financial Statements of Not-for-Profit Organizations*. Under *Financial Statements of Not-for-Profit Organizations*, the Trust is required to report information regarding its financial position and activities according to the classification of net assets.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Net Assets:

The Trust's net assets are classified as follows:

Net assets without donor restrictions: Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the organization. These net assets may be used at the discretion of the Trust's management and the board of directors.

Net assets with donor restrictions: Net assets that are subject to stipulations imposed by donors and grantors. Some donor restrictions are temporary in nature; those restrictions will be met by actions of the Trust or by the passage of time (that is, when a stipulated time restriction ends or purpose restriction is accomplished). Other donor restrictions are perpetual in nature, whereby the donor has stipulated the funds be maintained in perpetuity.

Cash and cash equivalents:

The Trust defines cash and cash equivalents to include cash on hand, demand deposits, and investments with original maturities of three months or less, excluding cash held in the investment accounts.

Availability of funds for general expenditures:

The Trust has certain net assets that are available for general expenditures within one year of June 30, 2024 and 2023 based on conducting the normal activities of its programs in the coming year. The Trust has certain donor-restricted net assets that are available for general expenditures within the next year because the restrictions on the net assets are expected to be met by conducting the normal program activities. Accordingly, the related resources have been included in the quantitative information detailing the financial assets available to meet general expenditures within one year (*see Note 2*).

Revenue recognition:

Contributions: Contributions received are recorded when received as support without donor restrictions or support with donor restrictions, depending on the existence and/or nature of any donor restrictions, as long as there is no performance requirement attached to the contribution. In the instance where there is a performance obligation attached to the contribution, the portion that is attached to a performance requirement is recorded as deferred revenue until it is earned when the performance requirement is met, while the portion that is considered to be a contribution is recorded as revenue when received or unconditionally pledged. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the Consolidated Statements of Activities as net assets released from restrictions.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition: (continued)

Grants: Grants are earned and recorded as revenue when the grant funds are received or unconditionally pledged, if there is no performance requirement in the grant agreement. At that time, any grantor restrictions are considered when recording the revenue. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the Consolidated Statements of Activities as net assets released from restrictions. For any grant agreements that include performance obligations, revenue is recognized accordingly when the related performance obligation is met. Grant funds with a performance requirement which are received in advance are recorded as deferred revenue and are recognized as revenue when performance requirements are met.

Special events revenue: Ticket and sponsorship revenue for future events, such as the Clay Shoot event, are recorded as deferred revenue and recognized as revenue at a point in time when the scheduled event occurs.

Contributions receivable and allowance for credit losses:

Unconditional promises to give are recognized as revenues in the period received and as assets, decreases of liabilities, or expenses depending on the form of the benefits received. Conditional promises to give are recognized only when the conditions on which they depend are substantially met and the promises become unconditional.

Contributions receivable that are expected to be collected within one year are recorded at net realizable value. Contributions receivable that are expected to be collected in future years are recorded at the present value of their estimated future cash flows using a discount rate of 4.5 percent. Management recorded a discount of \$102,000 and \$112,133 at June 30, 2024 and 2023, respectively.

The Trust maintains an allowance for credit losses to provide for the estimated lifetime expected losses on pledges receivable. The allowance is based on historical loss rates, adjusted for current conditions and reasonable and supportable future economic forecasts. These factors are used to develop loss rate estimates, which are then applied to the financial assets' amortized cost basis to determine the total expected credit loss.

Management monitors collectability of its receivables throughout the year. Evaluation occurs and adjustments made at June 30 each year. Management utilizes a loss rate method to develop expected loss estimates. This method considers the entire receivables balance, excluding related party, and applies a percentage to the entire portfolio.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Contributions receivable and allowance for credit losses: (continued)

Although, the Trust 's credit risk may still be influenced by various factors, including the economic conditions of the regions where it operates, the financial health of its contributors, and changes in laws and regulations. Management actively monitors these factors and adjusts its credit policies as necessary to mitigate the risk of credit losses.

Management believes that the current allowance for credit losses is adequate to cover the expected losses inherent in the receivables portfolio. However, future economic conditions and market factors may impact the level of credit losses and the allowance required. No significant changes were made to the Trust's percentage being applied under the loss-rate method.

Property, equipment, and leasehold improvements:

The Trust capitalizes all expenditures for property and equipment, including leasehold improvements, in excess of \$5,000. Purchased property and equipment are recorded at cost, or if donated, recorded as support at their estimated fair value at the date of donation. Depreciation is computed using the straight-line method over the estimated useful lives of the respective assets, ranging from 3 to 40 years.

Investments:

Investments in marketable securities with readily determinable fair values are valued at their fair values in the Consolidated Statements of Financial Position. Investment income or loss (including realized and unrealized gains and losses on investment, interest, and dividends) is included in the Consolidated Statements of Activities as increases or decreases in net assets without donor restrictions unless the income or loss is specifically restricted by donor or law. All changes in cash reported in investment accounts are treated as purchases or disposals of investments.

Intangible assets:

The Trust's intangible assets consist of website development costs. Amortization is computed using the straight-line method based on the assets' estimated useful lives of five years and is included in depreciation and amortization expense on the Consolidated Statements of Functional Expenses.

Conservation easements and mineral rights:

The Trust records an asset for all conservation easements and mineral rights it owns. These easements and retired mineral rights are recorded at a nominal value (i.e., \$1).

Leases:

During the year ended June 30, 2023, the Company implemented the FASB's ASU Update No. 2016-02, *Leases (Topic 842)*. Management elected to utilize the practical expedient under the guidance that permits for a prospective approach.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases: (continued)

During implementation, management recognized new right-of-use assets and related liabilities for operating type leases. Initial measurement includes recognition of the assets and liabilities using present value calculations for discounted future cash flows at a determined discount rate. The right-of-use assets and related liabilities are being amortized over the leases' terms using the straight-line method. For more detail, see *Note 11*.

Compensated absences:

During the year ended June 30, 2020, the Trust changed its policy to unlimited time away. Therefore, no accrued vacation has been recorded as of June 30, 2024 or 2023 in the Consolidated Statement of Financial Position.

Donated services:

Donated services are recognized as contributions in accordance with GAAP if the services (a) create or enhance nonfinancial assets, or (b) require specialized skills, are performed by people with those skills, and would otherwise be purchased by the Trust. A substantial number of volunteers have donated an undetermined number of hours to the Trust's program services and fund-raising campaigns; however, these donated services are not reflected in the consolidated financial statements since the services do not require specialized skills.

Donated property and equipment:

The Trust reports gifts of goods and equipment at their estimated fair value at the date of donation. Such donations are reported as unrestricted support unless explicit donor stipulations specify how the assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, the Trust reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service as instructed by the donor. The Trust reclassifies net assets with donor restrictions to net assets without donor restrictions at that time.

Income tax status:

The Trust is exempt from federal and state income tax under Section 501(c)(3) of the Internal Revenue Code. In addition, the Trust qualifies for the charitable contribution deduction under Section 170(b)(1)(A) and has been classified as a Trust that is not a private foundation under Section 509(a)(2). GAAP prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. GAAP also provides guidance on derecognition of tax benefits, classification on the Consolidated Statements of Financial Position, interest and penalties, accounting in interim periods, and disclosure.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax status: (continued)

Management has evaluated the Trust's tax positions and concluded that the Trust has taken no uncertain tax positions that require adjustment to the consolidated financial statements to comply with the provisions of this guidance as of June 30, 2024 or 2023. The Trust's policy is to report accrued interest related to unrecognized tax benefits, when applicable, as interest expense and to report penalties as other expense. With few exceptions, the Trust is no longer subject to income tax examinations by the U.S. Federal, state, or local tax authorities for years before 2020.

Fair value measurements:

The Trust utilizes a three-tier fair value hierarchy that clarifies fair value as an exit price, representing 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.

The Trust's financial instruments principally consist of investments, which are reported at fair market value as required by GAAP (*see Note 5*). The Trust's other financial instruments consist of cash and cash equivalents, contributions and accounts receivable, accounts payable and accrued expenses. The carrying value of these financial instruments approximates their fair values at June 30, 2024 and 2023 because of the terms and relatively short maturity of those instruments.

Use of estimates:

The preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Expense allocation:

The costs of providing various programs and activities have been summarized on a functional basis in the Consolidated Statements of Activities and Consolidated Statements of Functional Expenses. Accordingly, certain costs have been allocated among the programs and supporting services benefited. Expenses of the Trust include:

Program services expenses - Program service expenses include expenses incurred to support the mission of the Trust.

Management and general expenses - Management and general expenses include the general, administrative, and operating costs of the Trust.

Fundraising expenses - These expenses include direct and indirect activities undertaken to solicit contributions from donors.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Expense allocation: (continued)

Salaries, employee benefits, and payroll taxes are allocated based on time and effort. All other remaining expenses are reflected showing direct costs with any remaining costs allocated based on head count of the individual functions.

Agency transactions:

The Trust accounts for agency transactions in accordance with FASB's Accounting Standards Codification Topic 958, *Not-for-Profit Entities*. This topic establishes standards for transactions in which a not-for-profit accepts funds from a donor/grantor and agrees to transfer those assets to a beneficiary that is specified by the donor/grantor without being given variance power to redirect the use of the transferred assets to another beneficiary. The Trust is regularly awarded grant funds from governmental agencies on behalf of third-party landowners. These grant awards are reported as both assets and liabilities in the accompanying Consolidated Statements of Financial Position when received and are shown as a decrease in assets and liabilities when remitted to the beneficiary. The revenues and expenses of these funds are excluded from the Consolidated Statements of Activities.

Reclassifications:

Certain reclassifications have been made to the prior year consolidated financial statements to conform to the current year presentation. See *Note 21* regarding a prior period adjustment.

Note 2. AVAILABILITY AND LIQUIDITY

Assets available for general expenditure, that are without donor or other restrictions limiting their use within one year of the Consolidated Statements of Financial Position date of June 30, 2024 and 2023, are comprised of the following:

	<u>2024</u>	<u>2023</u>
Financial Assets at Year-End:		
Cash	\$ 1,833,727	\$ 1,615,837
Receivables, net	1,921,889	1,644,961
Investments	<u>13,742,168</u>	<u>12,995,372</u>
Total Financial Assets	17,497,784	16,256,170
Less amounts not available to be used within one year due to:		
Donor restricted net assets	<u>(13,706,840)</u>	<u>(12,255,872)</u>
Assets available to meet cash needs for general expenditures within one year	<u>\$ 3,790,944</u>	<u>\$ 4,000,298</u>

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 2. AVAILABILITY AND LIQUIDITY (continued)

The Trust has a policy to maintain an Emergency Reserve fund balance equal to six months of operating expenses. As of June 30, 2024 and 2023, the Trust had approximately 2.7 months and 3.1 months of operating expenses in Emergency Reserves, respectively. As part of its liquidity plan, the Trust has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations become due. The Trust invests excess cash in short-term investments, including money market accounts, and has the ability to redeem certain investments as necessary to meet its obligations. The Trust has certain board-designated assets which could be made available for spending for general expenditures, if necessary.

Note 3. CONTRIBUTIONS RECEIVABLE, NET

The Trust has unconditional contributions receivable as of June 30, 2024 and 2023 related to its capital campaign, as shown below:

	<u>2024</u>	<u>2023</u>
Receivable in FY 2024	\$ -	\$ 597,341
Receivable in FY 2025	967,038	390,143
Receivable in FY 2026	484,908	349,076
Receivable in FY 2027	392,893	233,110
Receivable in FY 2028	152,650	32,220
Receivable in FY 2029	22,400	-
Total contributions receivable	<u>2,019,889</u>	<u>1,601,890</u>
Less discount on pledges receivable	(102,000)	(112,132)
	<u>\$ 1,917,889</u>	<u>\$ 1,489,758</u>

Note 4. INVESTMENTS

The Trust held \$13,742,168 and \$12,995,372 in investments at June 30, 2024 and 2023, respectively. For cash flow purposes, purchases of investments are adjusted for monthly investment fees.

Investments were comprised of the following at June 30, 2024:

	<u>Cost</u>	<u>Fair Value</u>
Mutual funds	\$ 1,138,157	\$ 1,140,390
Money market funds and invested cash	1,326,306	1,326,306
Government obligations	4,310,749	4,330,261
Corporate obligations	3,447,118	3,407,486
Equities	2,467,387	3,357,685
Other	224,750	180,040
Total	<u>\$ 12,914,467</u>	<u>\$ 13,742,168</u>

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 4. INVESTMENTS (continued)

Investments were comprised of the following at June 30, 2023:

	<u>Cost</u>	<u>Fair Value</u>
Mutual funds	\$ 1,671,600	\$ 1,538,581
Money market funds and invested cash	1,188,762	1,188,762
Government obligations	6,149,778	6,145,716
Corporate obligations	644,661	585,096
Equities	2,668,885	3,181,692
Other	423,173	355,525
Total	<u>\$ 12,746,859</u>	<u>\$ 12,995,372</u>

Investment income, net, and unrealized and realized gains is comprised of the following for the years ended June 30:

	<u>2024</u>	<u>2023</u>
Interest and dividends	\$ 526,255	\$ 309,821
Less: investment fees	(48,448)	(43,895)
Net unrealized gains (losses)	579,187	466,880
Net realized gains (losses)	<u>110,457</u>	<u>(68,417)</u>
Total investment income, net, and net unrealized and realized gains (losses)	<u>\$ 1,167,451</u>	<u>\$ 664,389</u>

Note 5. FAIR VALUE MEASUREMENTS

Fair Value Measurements defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. *Fair Value Measurements* also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities.
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in active markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 5. FAIR VALUE MEASUREMENTS (Continued)

In determining the appropriate levels, the Trust performs an analysis of the assets and liabilities that are subject to *Fair Value Measurements*. At each reporting period, all assets and liabilities for which the fair value measurement is based on significant unobservable inputs are classified as Level 3. Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at June 30, 2024 or 2023.

Mutual funds and money market funds - Valued at the net asset value (NAV) of shares held by the Trust at year end using closing prices reported in the active market.

Debt securities and fixed income funds (Includes corporate and government obligations) - Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings.

Equities - Valued at the closing price reported on the active market on which the individual securities are traded.

The balances of assets and liabilities measured at fair value on a recurring basis by level within the hierarchy are as follows at June 30, 2024:

	<u>Fair value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Mutual funds	\$ 634,022	\$ 634,022	\$ -	\$ -
Money market funds & cash	1,326,306	1,326,306	-	-
Government obligations	4,330,261	-	4,330,261	-
Corporate obligations	3,407,486	-	3,407,486	-
Equities	3,864,053	3,864,053	-	-
Other	180,040	180,040	-	-
Total Investments, at fair value	<u>\$ 13,742,168</u>	<u>\$ 6,004,421</u>	<u>\$ 7,737,747</u>	<u>\$ -</u>

The balances of assets and liabilities measured at fair value on a recurring basis by level within the hierarchy are as follows at June 30, 2023:

	<u>Fair value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Mutual funds	\$ 1,538,581	\$ 1,538,581	\$ -	\$ -
Money market funds & cash	1,188,762	1,188,762	-	-
Government obligations	6,145,716	-	6,145,716	-
Corporate obligations	585,096	-	585,096	-
Equities	3,181,692	3,181,692	-	-
Other	355,525	355,525	-	-
Total Investments, at fair value	<u>\$ 12,995,372</u>	<u>\$ 6,264,560</u>	<u>\$ 6,730,812</u>	<u>\$ -</u>

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 6. AGENCY TRANSACTIONS

Through grant programs with the Network for Landscape Conservation, Donnelley Foundation, South Carolina Conservation Bank, Dorchester County, and the U.S. Department of Interior, the Trust was awarded grant funds in an agency capacity on behalf of third-party landowners. During the years ended June 30, 2024 and 2023, the Trust received and disbursed \$12,500 and \$875, respectively, of pass-through agency funds for one individual grant, respectively. As of June 30, 2024 and 2023, there were no amounts due to these third-party recipients.

Note 7. FIXED ASSETS, NET

Major classifications of property, equipment, and leasehold improvements, net, used in operations are summarized below as of June 30:

	<u>2024</u>	<u>2023</u>
Buildings	\$ 267,000	\$ 267,000
Leasehold improvements	56,977	60,583
Furniture and equipment	33,504	33,504
Total	<u>357,481</u>	<u>361,087</u>
Less: accumulated depreciation	<u>(123,131)</u>	<u>(117,655)</u>
Property, equipment and leasehold improvements, net	<u>\$ 234,350</u>	<u>\$ 243,432</u>

Depreciation expense on property, equipment, and leasehold improvements for the years ended June 30, 2024 and 2023 totaled \$9,082 and \$11,185, respectively.

In January 2017, an appraisal was performed and the Trust purchased 4 acres on the Ashem property at the appraised fair market value of \$341,800 from Charleston County Parks and Recreation Commission (PRC). This land was conveyed subject to a restrictive covenant that it shall only be used as an office for Lowcountry Land Trust or other non-profit organizations (likely involved in conservation or preservation), subject to the prior written approval of PRC and to the conservation easement held by Historic Charleston Foundation (HCF). In addition, the property shall be conveyed with a right of repurchase at the original purchase price if construction of an office is not commenced within 5 years after the closing on the purchase of the property, and a right of first offer in favor of PRC for a period of 75 years. This agreement was extended on September 17, 2020 to extend the construction period term to 7 years after the closing date of the purchase of the property. The conservation easement on the property held by HCF contains limitations on the aggregate footprint of future structures which only allows the Trust to build an office structure not to exceed 10,000 square feet available under the HCF easement. Construction in progress totaling \$1,534,739 and \$328,652 as of June 30, 2024 and 2023, respectively, reflects planning costs and beginning construction to build a new office for the Trust on the Ashem property.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 7. FIXED ASSETS, NET (Continued)

In June 2020, the Trust signed a memorandum of understanding (MOU) with the City of Charleston to document the parties’ responsibilities in connection with construction, use, and maintenance of a joint use parking lot to serve the Angel Oak Park (owned by the City) and Angel Oak Preserve (owned by the Trust) (collectively “Angel Oak Preserve”). The Trust entered into a subsequent MOU on March 28, 2023 to collaborate with the City of Charleston on the development and construction of Angel Oak Preserve and to work together in good faith for the creation of a maintenance, management, and operating agreement between the City of Charleston and the Trust for the long-term care of Angel Oak Preserve. The Trust had increases in construction in progress totaling \$745,381 and \$193,089 as of June 30, 2024 and 2023, respectively, paid for the comprehensive design and construction plan for Angel Oak Preserve.

Note 8. INTANGIBLE ASSETS, NET

Intangible assets, net, consists of the following at June 30:

	2024	2023
Website development costs	\$ 76,783	\$ 76,783
Less: accumulated amortization	(73,641)	(72,341)
Intangible assets, net	\$ 3,142	\$ 4,442

Amortization expense on intangible assets totaled \$1,300 and \$1,300 for the years ended June 30, 2024 and 2023, respectively.

Note 9. PROTECTED LAND AND EASEMENTS

Various lands and legal restrictions on lands are purchased and donated to the Trust for the purpose of preservation. The title to 5,381 and 5,503 acres of protected land are held by the Trust as of June 30, 2024 and 2023, respectively.

The Trust records in the consolidated financial statements the estimated fair market value at the time of donation of land to which it holds title. Conservation easements, deed restrictions, and retired mineral rights are recorded at a nominal value in the consolidated financial statements. As of June 30, 2024 and 2023, conservation easements had been granted to the Trust for 158,167 and 149,771 acres, respectively.

Angel Oak Properties:

In April 2013, the Trust entered into an agreement for \$100 in consideration which gave it the exclusive right and option to purchase 17 acres of land adjacent to the Angel Oak property (“Angel Oak 1”). Upon due diligence performed and the exercise of the option in December 2013, the Trust purchased these 17 acres of land adjacent to the Angel Oak property for \$3,560,000.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 9. PROTECTED LAND AND EASEMENTS (Continued)

Angel Oak Properties: (continued)

In January 2014, the Trust signed an agreement to purchase an additional 18.70 acres of land adjacent to the Angel Oak property (“Angel Oak 2”).

After a due diligence period, the Trust completed the purchase of Angel Oak 2 in March 2014 for \$3,300,000. Per independent appraisal obtained during the year ended June 30, 2014, the estimated fair value of the combined Angel Oak properties was estimated to drop to 5% of the original fair value with the execution of the conservation easements. Therefore, the Trust wrote-down these properties by \$6,517,000 to a total carrying value of \$343,000 during the year ended June 30, 2014, which is included in “Protected land and easements” on the Consolidated Statements of Financial Position to reflect the execution of the conservation easement.

Ashem Property:

In September 2010, the Trust sold Charleston County Parks and Recreation Commission (PRC) a total of 43.4471 acres of land known as Ashem on Olde Towne Creek. This contract for the sale of these acres included an option for the Trust to purchase 2 to 4 acres of this property (the “option site”) within the earlier of 1 month of the date of delivery of the Phase I archeological report or one year after the death of the original donor of the property. This contract was amended in June 2011 and again in October 2013 to extend the option period to the earlier of 1 month of the date of delivery of the Phase I archeological report or five years after the death of the original donor of the property (or April 26, 2016). This contract was executed as of the fiscal year ended June 30, 2017 (*see Note 7*).

Mallard Tract:

On December 22, 2016, the Trust purchased approximately 206 acres which was a portion of the Good Hope Plantation in Colleton County known as the “Mallard Tract” for \$626,624. The Trust received funds from Waste Management for the purchase of the Mallard Tract as part of Waste Management’s mitigation development plan. Per independent appraisal, the estimated fair value of the property would drop below the original fair value upon the execution of a conservation easement. During the year ended June 30, 2017, the Trust wrote-down this property by \$257,624 to a total carrying value of \$369,000 which is included in “Protected land and easements” on the Consolidated Statements of Financial Position to reflect the execution of the conservation easement. The Trust entered into a MOU September 1, 2016 to transfer the property after implementation of the mitigation plan. The Trust recorded a “land contribution payable” for \$369,000 during the year ended June 30, 2023 related to this transaction. On May 22, 2024, the Trust entered into a contract to transfer this property to the SC Department of Natural Resources, as was agreed upon in the MOU signed September 1, 2016. As a result of this transaction, the Trust recognized a reduction of “land contribution payable” equal to \$369,000 during the year ended June 30, 2024.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 9. PROTECTED LAND AND EASEMENTS (Continued)

Keystone Tract Properties:

As part of its strategic visioning plan, the Trust had previously identified approximately 4,300 acres known as the “Keystone Tract” within the Cooper River Corridor for its potential for wetland and related habitat preservation and restoration. The Trust has purchased several properties within this area as discussed below.

Quemby Barony Property:

In January 2014, the Trust entered into a memorandum of understanding (MOU) with The Boeing Trust (“Boeing”) regarding Boeing’s permit application to the United States Army Corps of Engineers (“Corps”) and the South Carolina Department of Health and Environmental Control (SCDHEC) for authorization to impact approximately 153 acres of federally jurisdictional wetlands for the purpose of expansion of the existing Boeing facilities and the related mitigation requirements of the Corps and SCDHEC.

The terms of the MOU stated that the Trust would purchase approximately 1,677 acres within the Keystone Tract for \$6,727,000 after a due diligence period which was completed in February 2014. In turn, Boeing would reimburse the Trust up to \$4,000/acre for the 1,677 acres, for all required closing costs, any out-of-pocket expenses not to exceed \$3,000, and an amount equivalent to 3% of the purchase price (\$201,810) for any and all matters relating to the acquisition, management, restoration and mitigation, and long-term stewardship of the property. The MOU further stated that the Trust will work with Boeing on the development of a mitigation plan for which Boeing agrees to fund the development and implementation.

The Trust and Boeing further agreed that the South Carolina Department of Natural Resources (SCDNR), U.S. Forest Service, or another natural resource agency will oversee and conduct the implementation of this mitigation plan. In addition, the Trust will elect to transfer the property to SCDNR or another governmental organization for inclusion in one of its land protection programs. As of June 30, 2014, the Trust had purchased this property through its wholly owned subsidiary, Quemby Barony, LLC, for a cost of \$6,727,000 which is included in “Protected land and easements” on the Consolidated Statements of Financial Position. During fiscal year 2014, the Trust received approximately \$6,963,000 in temporarily donor-restricted donations from Boeing for the purpose of purchasing and managing the property as noted per the MOU. Based on the terms within the MOU to transfer the property after implementation of the mitigation plan, the Trust recorded a “land contribution payable” for \$6,727,000 during the year ended June 30, 2014. As of June 30, 2024 and 2023, this property is still held by the Trust and is shown as land contribution payable in the Consolidated Statements of Financial Position. As of June 30, 2023, the Trust had zero remaining unspent funds.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 9. PROTECTED LAND AND EASEMENTS (Continued)

East Cooper Branch Revolving Fund:

In March 2015, the Trust entered into an escrow agreement with the South Carolina State Ports Authority (the “Port”) which stated that the Port would deposit \$5,000,000 in an escrow account to be held in escrow by a third party to be utilized for options on real property, closing and purchase of real property, or the acquisition of conservation easements on the real property and associated administrative and management costs in the Cooper River Corridor. The Trust set up a revolving fund known as the East Cooper Branch Revolving Fund (ECBR) to purchase properties with the intent to sell the properties and continue to reinvest in the area. Earnings on this fund are recognized as donor restricted revenues.

French Quarter Creek Property:

The Trust was able to draw up to \$2,000,000 from the escrow account prior to the issuance of the Port’s project approval by the U.S. Army Corps of Engineers during the year ended June 30, 2015. In March 2015, the Trust utilized approximately \$1,916,000 of these funds for the acquisition of the land and associated costs of approximately 426 acres along U.S. Highway 41, a portion of which falls within the Keystone Tract in the Cooper River Corridor. During the year ended June 30, 2017, the Trust put an easement on the French Quarter Creek property which reduced the value of the land by \$514,000 to a total carrying value of \$1,381,000, which is included in “Protected land and easements” on the Consolidated Statements of Financial Position to reflect the execution of the conservation easement. During the year ended June 30, 2022, the Trust recognized additional impairment of \$131,000 to reduce the total carrying value of the property to \$1,250,000. On July 16, 2021, the Trust sold this property for \$1,250,000 to the Gechee Revocable Trust.

As of June 30, 2016, the Trust had used a total of \$1,967,201 of the funds for costs associated with land protection in the Cooper River Corridor. The remaining escrowed funds were not available to the Trust upon condition of and until such time that the Port received approval by the U.S. Army Corps of Engineers on its dredging project. In July 2016, under the direction of the SC State Ports Authority (the “Port”), \$500,000 of the escrow fund was dispersed to Lord Berkeley Conservation Trust from the escrow account for the Fort Fair Lawn preservation project. In August 2016, the escrow agreement between the Trust and Port for the remaining funds for use by the Trust was terminated, and the funds were released to the Trust. The Trust received \$2,528,507 of these escrowed funds pursuant to the escrow agreement with the South Carolina State Ports Authority (the “Port”) which were recorded as temporarily donor-restricted revenue and held in investments as of June 30, 2017 and used to purchase Hyde Park in the year ended June 30, 2018 as discussed below.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 9. PROTECTED LAND AND EASEMENTS (Continued)

Meyer Lake:

In November 2020, the Trust purchased approximately 974 acres in Jasper County known as “Meyer Lake” for \$3,400,000. The Trust received various grant funding and entered into two notes payable in relation to the purchase of Meyer Lake (*see Note 10*). This property is included in “Protected land and easements” on the Consolidated Statements of Financial Position to reflect the execution of the conservation easement. On July 11, 2024, the Trust finalized an agreement to sell this property to the SC Department of Natural Resources. For further detail, see *Note 22*.

Simmons Creek:

In September 2020, the Trust received contributed property of approximately 54 acres on Johns Island, including highlands, wetlands, and marshlands, known as “Simmons Creek” valued at \$2,900,000. Although this property is included in “Protected land and easements” on the Consolidated Statements of Financial Position, there is no conservation easement currently on the land.

Disher Preserve:

In December 2021, the Trust received contributed property of approximately 38.6 acres in the city of Charleston, known as “Disher Preserve” valued at \$300,000. This property is included in “Protected land and easements” on the Consolidated Statements of Financial Position to reflect the execution of the conservation easement.

Moultrie Park:

In December 2021, the Trust received contributed property of approximately 1.83 acres in Mount Pleasant, known as “Moultrie Park” valued at \$50,000. This property is included in “Protected land and easements” on the Consolidated Statements of Financial Position to reflect the execution of the conservation easement.

Scanlonville:

In December 2021, the Trust received contributed property of approximately .67 acres in Mount Pleasant, known as “Scanlonville” valued at \$50,000. This property is included in “Protected land and easements” on the Consolidated Statements of Financial Position to reflect the execution of the conservation easement.

Rivertowne Wetland, LLC:

In December 2021, the Trust received contributed property of approximately 21.68 acres in Mount Pleasant, known as “Rivertowne Wetland” valued at \$50,000. This property is included in “Protected land and easements” on the Consolidated Statements of Financial Position to reflect the execution of the conservation easement.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 9. PROTECTED LAND AND EASEMENTS (Continued)

Shem Creek Headwaters, LLC:

In December 2021, the Trust received contributed property of approximately 1.83 acres in Mount Pleasant, known as “Shem Creek Headwaters” valued at \$200,000. This property is included in “Protected land and easements” on the Consolidated Statements of Financial Position to reflect the execution of the conservation easement.

Beefield Community, LLC:

In December 2023, the Trust purchased approximately 4.01 acres in Charleston County known as Beefield Community for \$800,000. The Trust received various grants to pay for this property. This property is included in “Protected land and easements” on the Consolidated Statements of Financial Position to reflect the execution of the conservation easement.

Barry Tract, LLC:

In January 2024, the Trust purchased approximately 67 acres in Dorchester County known as Barry Tract for \$2,200,000. The Trust entered into a note payable in relation to the purchase (see Note 10). This property is included in “Protected land and easements” on the Consolidated Statements of Financial Position.

Willow Oak, LLC:

In August 2024, the Trust purchased approximately 13.1 acres in Charleston County known as Willow Oak for \$925,000. The Trust entered into a note payable in relation to the purchase (see Note 10). This property is included in “Protected land and easements” on the Consolidated Statements of Financial Position.

Note 10. NOTES PAYABLE

The Trust obtained financing in relation to the purchase of the Meyer Lake property through two bridge loans. The Trust entered into a loan agreement for \$600,000 with the Coastal Community Foundation on July 30, 2020. The loan had a maturity date of August 15, 2022 with required quarterly, interest only payments at an interest rate of 1.625%. On August 15, 2022, the Trust entered into an agreement to extend the maturity date of this loan to June 30, 2023, with interest thereon charged at 3.00%, per year. On July 10, 2023, the Trust entered into an agreement to extend the maturity date of this loan to June 30, 2024, with interest thereon charged at 4.25%, per year. On July 12, 2024, the Trust paid off the balance of this note in full using proceeds from the sale of the Meyer Lake property. For further detail, see *Note 22*.

The Trust also entered into a loan agreement on November 23, 2020 with the Open Space Institute Land Trust for a loan in the amount of \$1,620,000 with a two-year term. The loan has a maturity date of November 20, 2022 with required quarterly, interest only payments at an interest rate of the 30-day LIBOR plus 1.85% per annum (or SOFR plus 1.95% annum).

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 10. NOTES PAYABLE (continued)

In December 2022, the Trust entered into an agreement to extend the loan's maturity date through November 20, 2023. On November 15, 2023, the Trust entered into an agreement to further extend the loan's maturity date through November 20, 2024. On July 12, 2024, the Trust paid off the balance of this note in full using proceeds from the sale of the Meyer Lake property. For further detail, see *Note 22*.

On January 2, 2024, the Trust entered into a loan agreement for \$2,100,000 in relation to the purchase of the Barry Tract property with Hudson Land and Timber, LLC. The loan accrues interest at a rate equal to the greater of 2% or one half of the 30-day SOFR Rate, but not to exceed 3%, with all outstanding interest and principal due on January 2, 2026.

On August 8, 2023 the Trust entered into a loan agreement for \$925,000 in relation to the purchase of the Willow Oak property with Greensouth Foundation. The loan accrues interest at a rate equal to the lesser of 3% or one half of the 30-day SOFR Rate, with all outstanding interest and principal due on December 31, 2025. The outstanding balance of the loan was \$830,193 as of June 30, 2024.

Interest expense related to these notes payable was \$193,210 and \$109,033, for the years ended June 30, 2024 and 2023, respectively. Future maturities of the Notes is as follows:

For the Year ended	
June 30, 2025	\$ 2,220,000
June 30, 2026	2,930,193
	<u>\$ 5,150,193</u>

Note 11. OPERATING LEASES

The Trust leases office space and equipment under various operating lease agreements. The Trust recorded a right-of-use asset and lease liability of \$395,259 during the year ended June 30, 2023 using the risk free rate at the time of the lease. As of June 30, 2024, the right-of-use asset has been amortized to \$162,955. The corresponding lease liability has been paid down to \$168,251. Operating lease expense of \$129,023 has been recognized related to this lease during the year ended June 30, 2024.

The Trust also leases a copier under a financing lease agreement. The Trust recorded a right-of-use asset and lease liability of \$10,423 related to this lease during the year ended June 30, 2024 using the stated interest rate of 3%. As of June 30, 2024, the right-of-use asset has been amortized to \$9,902. The corresponding lease liabilities have been paid down to \$9,938. Amortization expense of \$521 has been recognized related to this lease during the year ended June 30, 2025.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 11. OPERATING LEASES (continued)

Other information:

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

Operating cash flows from finance leases (interest)	\$	51
Financing cash flows from finance leases (principal portion)		323
Operating cash flows from operating leases		127,845
ROU assets obtained in exchange for new finance lease liabilities		10,236
Weighted-average remaining lease term in years for finance leases		4.75
Weighted-average remaining lease term in years for operating leases		1.33
Weighted-average discount rate for finance leases		3.00%
Weighted-average discount rate for operating leases		6.24%

Maturities of the leases are as follows:

	<u>Operating</u>	<u>Finance</u>	<u>Total</u>
Year ended June 30, 2025	\$ 130,862	\$ 2,242	\$ 133,104
Year ended June 30, 2026	44,064	2,242	46,306
Year ended June 30, 2027	-	2,242	2,242
Year ended June 30, 2028	-	2,242	2,242
Year ended June 30, 2029		1,681	1,681
Total Undiscounted Cash Flows	174,926	10,649	185,575
Less: Present Value Discount	(6,675)	(711)	(7,386)
Total Lease Liabilities	<u>\$ 168,251</u>	<u>\$ 9,938</u>	<u>\$ 178,189</u>

NOTE 12. LEASES: LESSOR

The Trust entered into a rental agreement with Chucktown Acres LLC, a South Carolina limited liability company, for the use of for the use of Thornhill Farm. The agreement qualifies as an operating lease under FASB's Accounting Standard Codification *Topic 842 for Leases*. The lease term commenced on January 15, 2023, and expires on January 14, 2025. Fixed monthly payments of \$2,000 are due at the end of each calendar month. There is an option to renew, however the lease can be cancelled by either party during the term with providing thirty days written notice. Future receipts related to this lease include \$14,000 in the year ended June 30, 2025.

Note 13. EMPLOYEE RETENTION TAX CREDITS

During the year ended June 30, 2021, the Trust received employee retention credits in the amount of \$123,030. The Trust has determined that it was not eligible to receive the credits and the total amount was repaid during the fiscal year ended June 30, 2023. The Trust also determined that an additional \$23,357 of employee retention credits were received in prior years for which it was not eligible.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 13. EMPLOYEE RETENTION TAX CREDITS (continued)

As such, the funds have been included in refundable advances in the Consolidated Statement of Financial Position at June 30, 2023. This amount has been repaid in full as of June 30, 2024.

Note 14. RELATED PARTIES

Donations from Board of Trustees members and employees were received totaling approximately \$208,428 and \$129,278 for the years ended June 30, 2024 and 2023, respectively. There were \$150,249 and \$352,310 outstanding contributions receivable from members of the Board of Trustees and employees as of June 30, 2024 and 2023, respectively. During the years ended June 30, 2024 and 2023, the Trust paid a company at which a Board Member was employed for engineering services of \$25,822 and \$23,615, respectively.

Note 15. NET ASSETS

Net assets with donor restrictions that are temporary in nature as of June 30 are available for the following purposes:

	<u>2024</u>	<u>2023</u>
Time restricted only contributions receivable	\$ 1,844,387	\$ 1,521,871
Stewardship and Legal Defense	2,780,246	2,684,137
East Cooper Branch Revolving Fund	2,966,513	2,899,305
Employee Benefit Fund	627,702	567,490
Sheldon Road	149,161	199,161
Angel Oak	2,632,691	3,058,122
Fiddler's Green	37,332	36,888
JICCP	18,008	32,847
Kenny Mile	14,350	14,350
Butler Fund	60,000	60,000
Joanna Foundation	-	2,000
SC Department of Natural Resources	598,754	-
Center for Lg Landscape	8,200	-
Capital Campaign	1,349,364	559,569
Total net assets with donor restrictions - temporary	<u>\$ 13,086,708</u>	<u>\$ 11,635,740</u>

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 15. NET ASSETS (Continued)

Net assets with donor restrictions that are permanent in nature consist of land valued as follows at June 30, 2024 and 2023:

Middleton Marshlands	\$ 57,000
Andell/Kiawah River Marshland	186,400
Alge Island	9,410
Ashley River Marshland	8,700
Ashley River Marshland II	13,500
Eagle Creek Marshland	300
Ashley River Marshland III	28,200
Ashley River Marshland IV	65,910
Ashley River Marshland V	77,000
Ashley River Marshland VI	144,372
Ashley River Marshland VII	29,340
Total net assets with donor restrictions - permanent	<u>\$ 620,132</u>

The following funds have been designated by the Board of Trustees and are included in net assets without donor restrictions. At June 30, 2024 and 2023, certain cash, cash equivalents, investment accounts, and land that total to \$3,910,829 and \$3,482,304, respectively, were included in board designated funds.

Emergency Operating Reserve Fund - The purpose of the operating reserve fund is to provide approximately six months of operating funds for emergency, unforeseen needs which could not be anticipated by budget requirements.

Stewardship and Legal Defense Fund - The purpose of the stewardship and legal defense fund is to facilitate the primary role of the Trust's stewardship program: to ensure that the protected properties are preserved in perpetuity.

Opportunity Fund - The purpose of the opportunity fund is to provide funds for conservation projects that require additional funding outside of funding available in the operating budget.

Ashem fund - The purpose of the Ashem fund is to provide funds for expenses related to the Ashem property, campaign, project, or goals; or for operations and capacity-building expenses to support conservation efforts.

Land Fund (Wadmacon) - The purpose of the land fund is to segregate the values and activities related to the Wadmacon property donated to the Trust for the purpose of preservation.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 15. NET ASSETS (Continued)

Board designated net assets were allocated as follows at June 30:

	<u>2024</u>	<u>2023</u>
Emergency Operating Reserve Fund	\$ 781,270	\$ 747,583
Stewardship and Legal Defense Fund – (Board Designated Portion)	2,562,421	2,291,490
Opportunity Fund	132,320	86,631
Ashem Fund	78,218	-
Land Fund (Wadmacon)	356,600	356,600
	<u>\$ 3,910,829</u>	<u>\$ 3,482,304</u>

During the year ended June 30, 2023, the Board approved a transfer of approximately \$295,000 to the emergency operating reserve fund.

Note 16. RETIREMENT PLAN

In May 2001, the Trust implemented a 403(b) plan (the “Plan”) for the purpose of providing retirement benefits for participating employees. An eligible employee may, on a voluntary basis, begin participation in the Plan on the Plan entry date following fulfillment of the completion of 6 months of service with the Trust. The Trust matches employee contributions dollar for dollar up to a maximum of 5% of annual compensation. Employees are fully and immediately vested in the benefits arising from contributions made under this Plan. Retirement plan expense totaled \$50,584 and \$40,694 for the years ended June 30, 2024 and 2023, respectively. Of these amounts, \$19,231 and \$16,105 were funded through the Employee Benefit Fund during the years ended June 30, 2024 and 2023, respectively.

Note 17. CONTRIBUTED NONFINANCIAL ASSETS

During the years ended June 30, 2024 and 2023, the Trust received and recognized \$105,798 and \$83,095 of contributed nonfinancial assets in the consolidated statement of activities. In-kind contributions utilized during the year ended June 30, 2024 included \$82,933 of donated items and services for fundraising events, \$9,967 of donated professional fees, \$220 for donated merchandise, and \$12,678 of donated fees for engineering services. The Trust recognized the donation of engineering services of \$12,678 as an increase in Construction in progress during the year ended June 30, 2024. In-kind contributions utilized during the year ended June 30, 2023 included \$61,151 of donated items and services for fundraising events, \$13,024 of donated fees for engineering services, \$8,171 of donated professional fees and \$750 of other in-kind costs. Contributed nonfinancial assets did not have donor-imposed restrictions.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 18. CREDIT RISK

The Trust maintains cash in checking accounts at three financial institutions. Cash accounts held at these banks are guaranteed in aggregate by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 per bank. As of June 30, 2024 and 2023, the Trust had deposits of \$1,796,296 and \$1,199,289 in excess of federally insured limits.

The Trust maintains its investments at three brokerage firms. Accounts maintained at each brokerage firm are insured up to \$500,000 for securities, including a limit of \$250,000 on claims for cash under the Securities Investor Protection Corporation (SIPC). Money market funds held in a brokerage account are considered securities. In addition, each brokerage firm has purchased additional insurance coverage to apply to losses above the SIPC protection level for cash and securities with a \$1,900,000 per client limit for cash and cash equivalents and no per account dollar limit on coverage of securities. However, this coverage does not cover investment losses in customer accounts due to market fluctuation.

Management monitors the risk of exposure to loss through monitoring the performance of the financial institutions and brokerage firms through publicly available agencies.

Note 19. UNCERTAINTIES

Concentrations due to a high volume of business with a particular customer, supplier, lender, grantor or contributor, concentrated revenue from programs or fund-raising events, and the market or geographic area in which the Trust conducts operations make it reasonably possible that the Trust is vulnerable to the risk of a near-term severe impact.

Additionally, it is reasonably possible that estimates made in the consolidated financial statements have been, or will be, materially and adversely impacted in the near term as a result of these conditions, such as expected credit losses on receivables and investments or impairment losses related to long-lived assets. As of June 30, 2023, the Trust had promises to give from three donors that made up approximately \$550,000, or 37 percent of the total balance in promises to give.

Note 20. COMMITMENTS

In June 2020, the Trust signed a memorandum of understanding (MOU) with the City which lays out a plan for the construction of a joint parking lot facility on the Angel Oak Preserve (owned by the Trust) and Angel Oak Park (owned by the City) (collectively “Angel Oak Preserve”) to be constructed within 5 years of the date of the agreement. The Trust entered into a subsequent MOU on March 28, 2023 with the City of Charleston to collaborate on the design and construction of Angel Oak Preserve and work together in good faith to create a maintenance, management, and operating agreement for Angel Oak Preserve. Further details related to this project can be found at *Note 7*.

LOWCOUNTRY LAND TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED JUNE 30, 2024 AND 2023

Note 21. PRIOR PERIOD ADJUSTMENT

During the year ended June 30, 2024, the Trust recorded a prior period adjustment to reclassify \$2,804,316 of net assets from undesignated net assets into the East Cooper Branch Revolving Fund (donor restricted). The Trust determined that proceeds from the sale of properties related to this grant should have been categorized as donor restricted funds as of June 30, 2022. The effect of the prior period adjustment is summarized in the table below.

Line Item	June 30, 2022, Before Restatement	Effect of prior period adjustment	June 30, 2022 After Restatement
Undesignated net assets	\$ 12,542,773	\$ (2,804,316)	\$ 9,738,457
Board designated Net assets without Donor restrictions	3,336,226		3,336,226
Donor restricted net assets	15,878,999	(2,804,316)	13,074,683
Total net assets	4,482,555	2,804,316	7,286,871
	<u>\$ 20,361,554</u>	<u>\$ -</u>	<u>\$ 20,361,554</u>

Note 22. SUBSEQUENT EVENTS

In preparing these consolidated financial statements, the Trust has evaluated events and transactions for potential recognition or disclosure through November 6, 2024, the date the consolidated financial statements were available to be issued.

On July 11, 2024, the Trust finalized an agreement for the sale of the Meyer Lake property to the SC Department of Natural Resources for a total of \$1,350,000. As part of this sale, the Trust paid off \$1,620,000 of debt to the Open Space Institute and \$600,000 to the Coastal Community Foundation. The Trust also recognized land impairment expense of \$2,050,000 at the date of sale. Included in this sale agreement were additional grants from state agencies totaling \$883,000, which will be recognized as grant income in the year ended June 30, 2025.

On August 26, 2024, the Trust entered into a multiple draw promissory note for up to \$2,000,000. The note has variable interest equal to the lesser of daily prime lending rate announced by the Bank of South Carolina, or 4%, with the note due to mature on August 26, 2025.