

F. M. KIRBY FOUNDATION, INC.
17 DEHART STREET
P.O. BOX 151
MORRISTOWN, N.J. 07963-0151
973-538-4800

DATE: April 5, 2019
MEMORANDUM FOR: Members
SUBJECT: Annual Meeting of the Members

Our next annual meeting of the Members will be held on Friday, April 12, 2019 at 1:45 p.m. at Wake Forest University, 1834 Wake Forest Road, Beatty Colloquium, Farrell Hall, Winston-Salem, North Carolina.

Attached are the agenda for the meeting, proposed resolutions, the Foundation's Conflict of Interest Policy and the Annual Report of the President.

The minutes of the annual meeting held April 20, 2018 were made available on June 1, 2018.

Sincerely,



Diana L. Kostas
Secretary

Attachments

**F. M. Kirby Foundation, Inc.
Agenda for the Annual Meeting of the Members
Wake Forest University, 1834 Wake Forest Road
Beatty Colloquium, Farrell Hall
Winston-Salem, North Carolina
April 12, 2019, 1:45 p.m.**

AGENDA

- 1) Call to order
- 2) Approval of the Minutes of the Meetings of the Members held April 20, 2018
- 3) Election of Directors
- 4) Reaffirmation of Conflict of Interest Policy

 Invite all Directors and guests to join meeting at this time.
- 5) Presentation of the President's Annual Report
- 6) Discuss date, place, and time of next Members meeting
- 7) Adjournment

**PROPOSED RESOLUTIONS
MEMBERS MEETING – APRIL 12, 2019**

RESOLUTION ONE: ELECTION OF DIRECTORS

Be it **RESOLVED**, that the following persons be, and they hereby are, elected as Directors of the Corporation, each to serve until the next Annual Meeting of the Members of the corporation and until his/her successor shall have been elected and shall have been qualified, or as otherwise provided in the By-Laws of the Corporation:

Wilson M. Compton
Ashley H. Freedman
Alice K. Horton
Leigh Kirby Klein
Jefferson W. Kirby
S. Dillard Kirby
Sandra B. Sherman

RESOLUTION TWO: REAFFIRMATION OF THE FOUNDATION’S CONFLICT OF INTEREST POLICY

The Members recommend reaffirming the Foundation’s Conflict of Interest Policy, previously adopted by the Directors at its December 7, 2018 meeting.

WHEREAS, the Internal Revenue Service has consistently expressed its preference that all tax-exempt organizations adopt a conflict of interest policy;

WHEREAS, the Foundation has previously been mindful of these issues and wishes to demonstrate and document the continued commitment of the Foundation and its directors, members, and principal officers to avoiding any transaction that might create a real or perceived conflict of interest;

NOW, therefore, it is resolved (i) that the Foundation reaffirm the attached Conflict of Interest Policy; (ii) that the members confirm their past and continued compliance with the said policy, including but not limited to the appropriateness of the compensation paid to any person defined as an “Interested Person” in said policy, and (iii) that the members confirm their continued commitment to act at all times consistent with the Foundation’s purposes.

Be it further resolved that said policy and the Foundation’s adherence to the same be reaffirmed and reviewed by the members on an annual basis, or more frequently as necessary.

F.M. Kirby Foundation Conflict of Interest Policy

Purpose

The purpose of this policy is to provide rules and procedures to deal appropriately with circumstances that involve, or may appear to involve, conflict of interest. This policy is intended to supplement but not replace federal and state law prohibiting self-dealing and private inurement, or otherwise dealing with conflicts of interest within nonprofit organizations. It is the Foundation's policy that:

- Foundation members, directors and employees ("Foundation insiders") must promptly and fully disclose any potential conflicts of interest;
- A Foundation insider may not participate in any decision in which he or she has a potential conflict of interest (unless the conflict is resolved pursuant to this policy); and
- The Foundation follow a disciplined, documented process in making decisions about such matters.

Definitions

1. Conflict of Interest. A potential conflict of interest exists if a Foundation insider:
 - a. is in a position to make or influence the Foundation's decision about a proposed grant, contract or other transaction; and
 - b. he or she has a significant relationship (as described below) with the potential beneficiary of or commercial counterparty on the transaction.A potential conflict of interest may also exist in any other transaction in which there may be an actual or perceived conflict of interest, including any transaction in which the personal interests of a Foundation insider may be seen as competing with the interests of the Foundation, or that could result in the receipt of an impermissible benefit by a Foundation insider, or that calls into question the fairness or propriety of the Foundation's decision-making processes and/or its operations.
2. Significant Relationship. A Foundation insider is considered to have a significant relationship with the potential beneficiary of a Foundation grant, contract or other transaction if:
 - a. the other party is a family member;
 - b. the other party is an entity in which the Foundation insider (or his or her family member) is an officer, director, trustee or employee; or
 - c. the other party is an entity in which the Foundation insider (or his or her family member) has a material financial interest as an owner or investor in the entity.
3. Family Member. Family members include a spouse, parent, grandparent, sibling, in-law, child, grandchild or any other relative living in the same household as the Foundation insider or the family member.
4. Determining Officer. "Determining officer" shall mean the president of the Foundation, unless he or she is the individual involved in the possible conflict, in which case the determining officer

shall be the Foundation's general counsel, or in the case of the president's compensation and the retention of a director's professional firm, the Foundation's board of directors (see attached Appendix A).

Other Situations Covered by this Policy

In addition to decisions about grants, contracts and other transactions, other situations may present risks to impartial decision-making, legal compliance and the Foundation's reputation. The Foundation's policy on several recurring situations are set out below.

1. Acceptance of Gifts. Foundation insiders and their family members may accept gifts, meals, and other benefits of nominal value so long as acceptance would not obligate the Foundation insider to take any action or decision on behalf of the Foundation or call into question the fairness or propriety of the Foundation's decision-making processes. There is no precise definition of what constitutes nominal value but as a general guideline, a gift having a value of less than \$100 is nominal. In all cases, the determination of what constitutes a gift of nominal value depends on the particular circumstances. Where it would be awkward to decline a gift, a Foundation insider may accept such gift, but in the name of the Foundation as the donee.

2. Acceptance of Honoraria. Foundation insiders may not accept honoraria from actual or potential grantees or commercial counterparties.

3. Employment of Relatives. While the Foundation has no general prohibition against the employment of Foundation insiders' family members by grantees or potential grantees or commercial counterparties, such employment shall be viewed as giving rise to a potential conflict of interest and shall be subject to this policy. In all events, such employment shall be for no more than reasonable compensation, and in no event shall Foundation grants be directed to the payment of such compensation.

4. Affiliations with Grantees. The affiliation by way of board memberships or otherwise of Foundation insiders or their family members with grantees or potential grantees will not be deemed to give rise to a conflict of interest, unless the Foundation insider or family member is receiving some sort of impermissible benefit from the grantee or potential grantee as a result of such relationship.

5. Specific Situations. No policy can encompass every situation that presents risks to impartial decisionmaking. In the end, the Foundation's effective management of conflicts depends on the good judgment and integrity of the Foundation insiders and their family members. The Foundation encourages individuals to talk to the determining officer if they have questions or concerns about specific situations.

6. Annual Questionnaire. Each Foundation insider will annually complete, sign, and submit the Foundation's Conflict of Interest Questionnaire (see attached Appendix B) to help to identify those situations that could give rise to a potential conflict of interest.

Procedures

1. Disclosure of Conflicts of Interest. Foundation insiders must promptly and fully disclose any potential conflict of interest to the determining officer before participating in any decision. Any doubt about whether a relationship warrants disclosure should be resolved in favor of disclosure.

2. Abstention from Participation. Foundation insiders must abstain from participating in any decision in which he or she has a potential conflict of interest (other than by providing information requested by the determining officer) unless and until the conflict is resolved pursuant to this policy.

3. Factual Investigation. The determining officer will investigate the nature of the potential conflict of interest as deemed appropriate.

4. Determination. If the determining officer concludes that the proposed grant, contract or other transaction (a) would not provide a benefit to the Foundation insider (or his or her family members as defined herein) that would not otherwise be available to a member of the public on substantially the same terms, or (b) would not inappropriately influence the decisions of the Foundation, then the Foundation insider will not be considered to have a conflict of interest and he or she may participate fully in the development, approval and/or administration of the proposed matter.

If the determining officer concludes that the proposed matter will provide such a benefit and/or have such an influence, then the Foundation insider may not participate in the matter, but the Foundation may still proceed if the determining officer concludes that the proposed transaction (i) is consistent with the Foundation's charitable purposes, (ii) is in the Foundation's best interest and for its benefit, and (iii) is fair and reasonable to the Foundation.

5. Documentation and Record Keeping. The determining officer will document the decision, and the Foundation will maintain a record of the decision.

Violations of this Policy

If any Foundation insider has cause to believe that another Foundation insider failed to disclose a potential conflict of interest, he or she should inform the determining officer.

Appendix A

Present Conflicts of Interest

The president of the Foundation is also a member and a director. His compensation has been determined formally and annually by the board of directors during times when the president has been excused from the meetings. Nevertheless, each of these determinations is considered to be a possible conflict of interest. And so, the board of directors has also made formally and annually a separate determination that this arrangement is fair and reasonable and in the best interests of the Foundation after careful and thorough consideration of the compensation of other similarly situated individuals (such determination having been made by the board members other than the president and while the president was not present). This determination process will continue in the same manner in the future.

The law firm in which a Foundation director is a partner is also, from time to time, receiving compensation for its legal services rendered to the Foundation. This is considered to be a possible conflict of interest. And so, the board of directors will formally and annually make a separate determination that this arrangement is fair and reasonable and in the best interests of the Foundation after careful and thorough consideration of the extent and fairness of such fees as compared to the fees of other similarly situated law firms (such determination will be made by the board members other than such director and while such director is not present).

In the event any other Foundation member or director (or an entity in which he or she has a significant relationship, as defined in the Conflict of Interest Policy) shall be considered to receive compensation or other fees ("remuneration") for services, or the remuneration or rate of remuneration of such person or entity shall be adjusted, the board of directors will follow similar procedures to determine if such remuneration (or additional remuneration) should be paid, and the appropriate amount of such remuneration (or additional remuneration).

F. M. KIRBY FOUNDATION CONFLICT OF INTEREST QUESTIONNAIRE

Your Name _____

As part of your annual compliance with our Conflict of Interest Policy, you are required to answer each of the following questions as fully as you believe necessary to make a complete disclosure of all possible conflicts of interest.

Definitions: For purposes of this questionnaire:

- (a) The “Foundation” means the F. M. Kirby Foundation, Inc.
- (b) A “family member” means your spouse, parent, grandparent, sibling, in-law, child, grandchild or any other relative living in the same household as you or a family member.
- (c) A “grantee” is a charitable organization that the Foundation supports through monetary donations or otherwise.

1. In the last fiscal year, have you or any of your family members had a financial or other relationship (e.g., employee, significant investor or owner, creditor, borrower, governing board member (with voting rights), fiduciary relationship, advisor, officer, consultant, etc.) with a vendor, supplier, prospective grantee, or actual grantee of the Foundation or any other organization or person with which the Foundation conducts or, to your knowledge, is seeking to conduct business?

YES _____ NO _____

If the answer to the foregoing question is “YES”, please supply the following information:

The names of the organizations (or persons); the nature and extent of the financial interest or other relationship; and (in the case of an interest or relationship of a family member) the family member’s name and relationship to you. (You need not report any ownership interest of less than 5% unless that interest is substantial in relation to your assets or those of a family member, and you need not report borrowing from any financial institution that is authorized by law to lend to the general public.)

2. Did you or any family member receive, in the past twelve months, any gifts, entertainment, rewards or other benefits, including tickets to events and/or fundraisers, of more than nominal value (greater than \$100) from an actual or prospective grantee or any other organization or person with which the Foundation conducts business or, to your knowledge, is seeking to conduct business?

YES _____ NO _____

If the answer to the foregoing is “YES”, please supply the following information:

The names of the organizations (or persons); the item provided and approximate value of the item provided; and (in the case of a benefit to a family member) the family member’s name and relationship to you.

3. **Did you or any family member receive, in the past twelve months, any gifts, entertainment, rewards or other benefits, including tickets to events and/or fundraisers, of more than nominal value (greater than \$100) from the Foundation (excluding (i) compensation as a Foundation employee; (ii) reimbursement of expenses incurred in the transaction of Foundation business; and (iii) tickets to events where the primary purpose was to undertake Foundation business).**

YES _____ NO _____

If the answer to the foregoing is “YES”, please supply the following information:

The item provided and approximate value of the item provided; and (in the case of a benefit to a family member) the family member’s name and relationship to you. (Note that family members who are not employees, officers, members or directors of the Foundation should not be deemed to be undertaking Foundation business.)

4. **Do you know of any interest or activity of yourself or any family member not listed above, which may possibly be regarded as constituting a conflict of interest as described in the Foundation’s Conflict of Interest Policy?**

YES _____ NO _____

If the answer to the foregoing is “YES”, please describe the nature of the conflict and the circumstances under which it could arise.

Annual Statement

I have:

1. Received a copy of the Conflict of Interest Policy.
2. Read and understood the policy.
3. Agreed to comply with the policy, and to update the information provided in this questionnaire in the event of any changes.
4. Indicated my understanding that the Foundation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signature: _____

Date: _____

Printed Name: _____

F.M. Kirby Foundation, Inc.

Annual Report of the President to the

Members of the F.M. Kirby Foundation, Inc.

April 12, 2019

Please review the following information in conjunction with the 2018 F.M. Kirby Foundation, Inc. audit and Governance Letter as prepared by EisnerAmper, LLC and dated February 27, 2019, which was sent via FedEx on March 1, 2019. Consistent with the last few years, management decided, in concert with EisnerAmper, to continue the use of estimates, mainly for the Foundation's investments in limited partnerships. Throughout the audit and this report, certain figures may reference estimates made by management.

Executive Summary

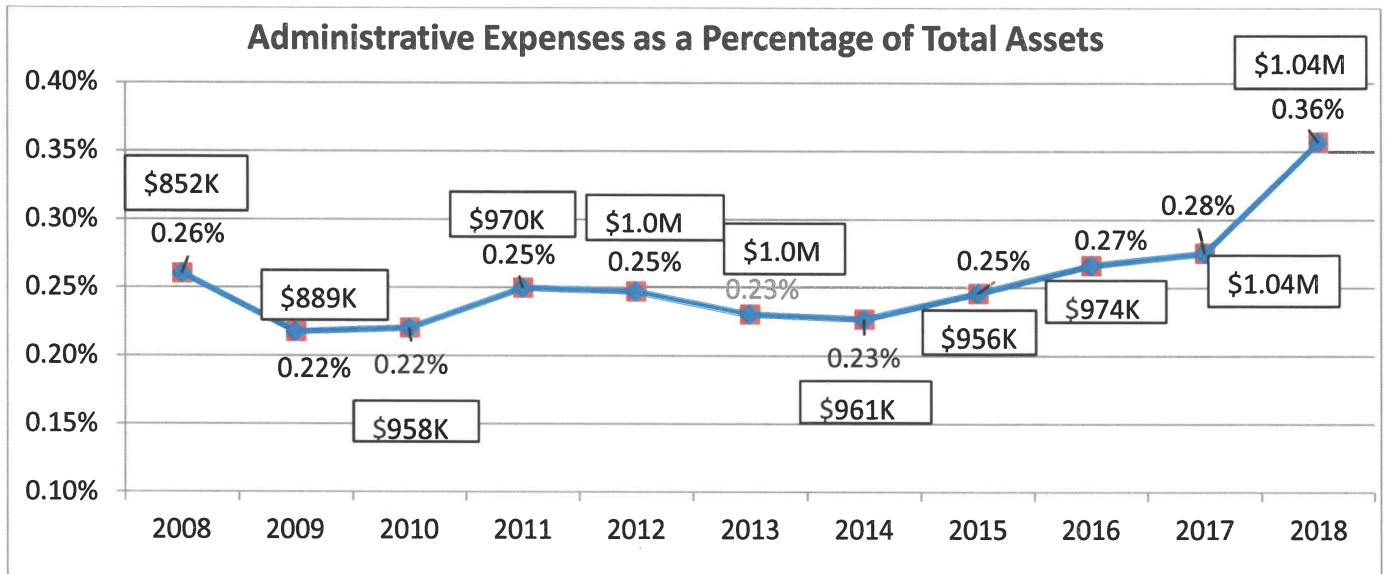
- Administrative expenses remained flat to 2017, coming in at \$1.04 M. See details on next page.
- Investment management fees decreased in 2018 due to the portfolio rebalancing that took place in Q4, 2017, a renegotiated fee arrangement with Walter Scott and lower asset values as a result of the Kirby Alliance.
- Federal excise tax decreased due to lower realized gains versus 2017 (aforementioned portfolio rebalancing resulted in the sale of several major investments).
- Paid grants increased \$27.7M due to increased payments of the Kirby Alliance grant commitments (\$27.0M) versus 2017. Paid core grants increased by \$661.5K to \$12.9M.
- Outstanding pledges decreased \$53.3M due to the final installment of the larger Kirby Alliance grant commitments being paid in January 2018.
- The investments of the Foundation decreased \$87.3M or 23.1% during the year to \$291.1M on an absolute basis. On a time-weighted basis, the portfolio was down 6.14%.

Administrative Expenses

Administrative expenses remained basically flat at \$1.04M, representing a \$3K reduction. The increase in total compensation of \$22.5K (3%), was offset by decreases in insurance expense

of \$11K, software download fees of \$6K, consulting fees of \$4K and placement fees of \$2K.

A longer-term view of the Foundation’s administrative expenses as a percentage of total assets is shown below. The jump in 2018 is a pure reflection of the significant drop in the Foundation’s total asset value.



For the year ended December 31, 2018, the Foundation adopted a new FASB Accounting Update [see Note A11 in audit] which requires the Foundation to modify the financial statements for the audit presentation. Net assets are now classified as either net assets with donor restrictions (not applicable) or net assets with no donor restrictions. It also requires a statement on the assets’ liquidity and a new chart called Statement of Functional Expenses [Page 4 of financial statements] which allocates expenses as either Program Services or Supporting Services. This chart replaces the supplementary schedule of Administrative Expenses. As the majority of the staff hours are now dedicated to the Foundation’s grantmaking, 75% of administrative expenses were allocated to Program Services, with the exception of investment management fees, federal excise taxes, accounting and legal fees, which were designated entirely as Supporting Services. Historically, for the purposes of designating expenses as qualifying distributions, the Foundation used a 50%/50% split of administrative expenses. With the implementation of the new FASB update, a review of responsibilities and hours resulted in the

new allocation, which had modest implications on the qualifying distributions.

Investment Management Fees

Investment management fees decreased \$818K in 2018 due to the termination of the investments with Oaktree Capital Management and Lazard Global Equity Solutions, effective October 31, 2017, and lower asset values as a result of the Kirby Alliance. In addition, approximately 48% of the Foundation's portfolio is invested in Vanguard Mutual Funds, which deduct fees from its net asset value, rather than billing the Foundation separately. It is anticipated that investment management fees, as a percentage of assets under management, will remain comparable to 2018 in the future.

Federal Excise Taxes

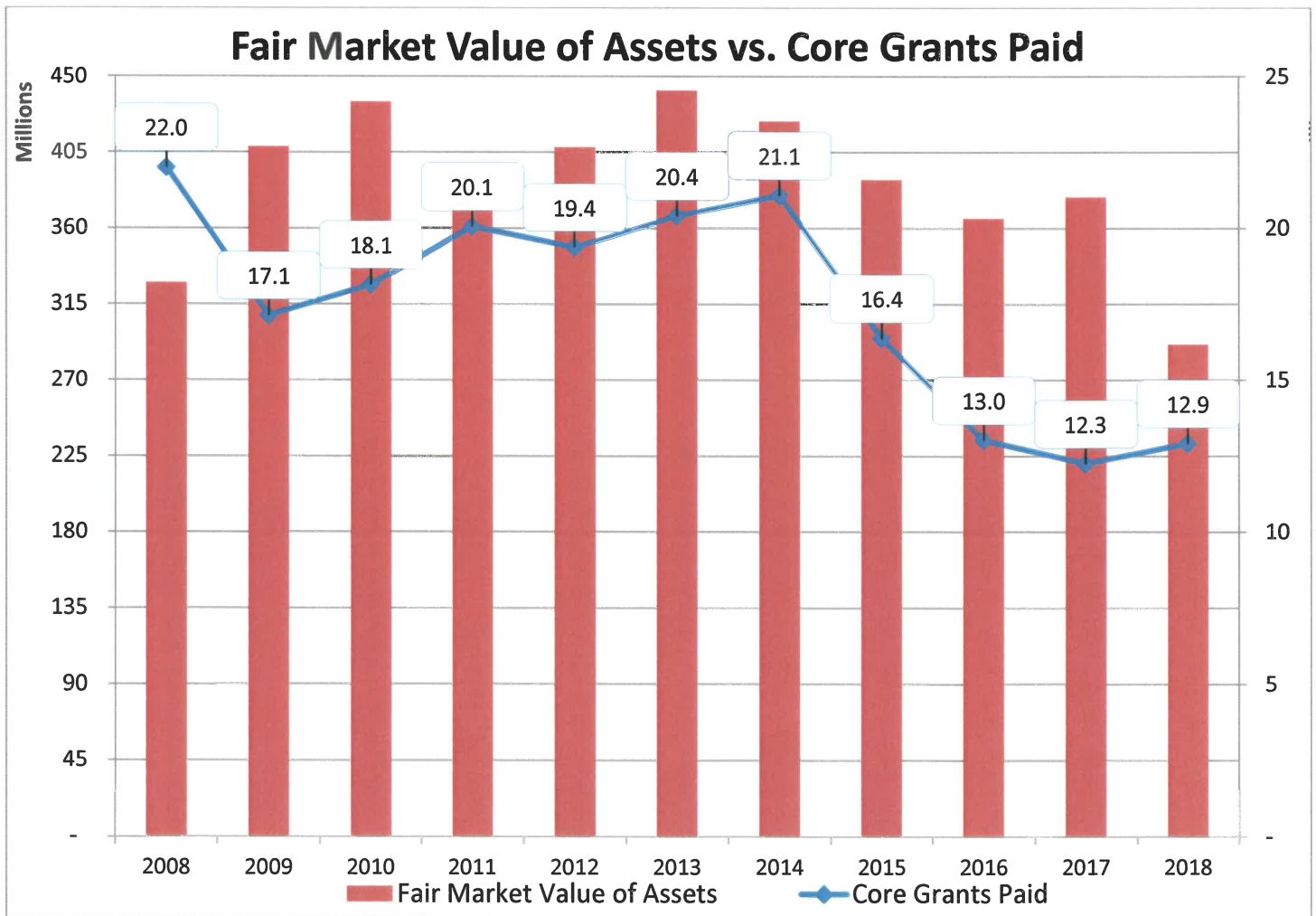
Federal excise tax decreased due to lower realized gains. The 2017 portfolio rebalancing resulted in the liquidation of several investments. 2018 was more of a "business as usual" year and the realized gains were the result of normal purchase/sale activities. The Foundation had realized gains of \$3.1M. These were offset by a large decrease in unrealized gains of \$34.3M which resulted in a net loss of \$31.2M in investment values. The Foundation qualified for the 1% tax rate in 2018 and 2017 due to the aforementioned Kirby Alliance grants.

Grants Paid and Promises to Give

On an accrual basis, the Foundation's grants expense decreased \$52.8M, or 79.5%, however, paid grants increased \$27.7M, or 70.5%. When the Kirby Alliance grants are excluded, the paid core grants level increased by \$661.5K, or 5.4%. The accrued grant expense level, when compared to paid grants, is lower due to a decrease in the Foundation's promises to give. The Foundation decreased promises to give by \$53.2M, or 96.7%, to \$1.8M as of December 31, 2018. The decrease is due to outstanding pledges of \$1.8M (Little Falls Hospital \$830K; Fred M. and Jessie A. Kirby Episcopal House \$250K; The Peck School \$250K; Madison

Area YMCA \$135K; Foundation for Morristown Medical \$125K; Newark Academy \$87.5K; Drew University \$75K; Bonnie Brae \$50K) that were offset by the payments of pledges of \$55.0M (Kirby Alliance – \$54.0M; Kirby Episcopal House - \$750K; Madison Area YMCA - \$135K; Greens Farms Academy – \$70K).

A longer-term view of the Foundation’s annual core grants paid is shown in the graph below. The disciplined reduction in grant making during 2015-2017 while implementing the Kirby Alliance plan resulted in the Foundation having the comfort to increase the grant level for 2018, despite a decrease in the year-end fair market value.

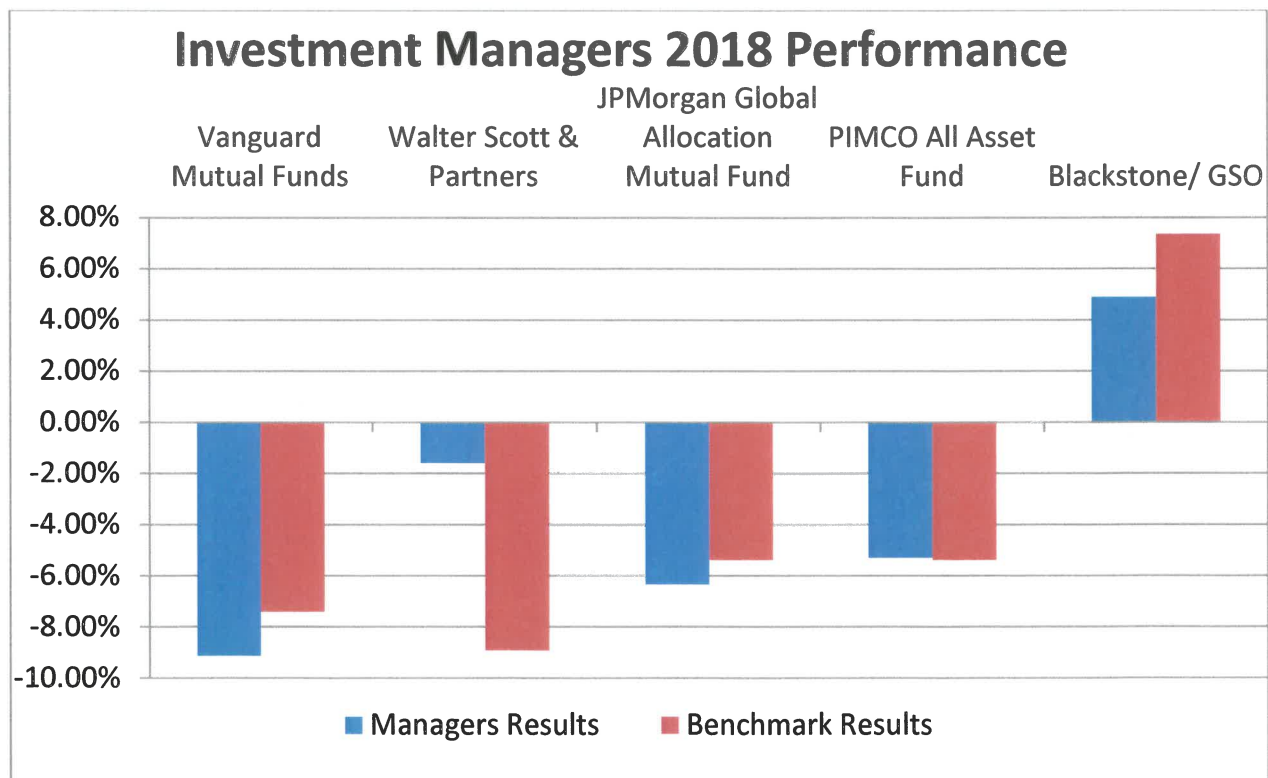


Net Realized and Unrealized Gains/Losses on Investments

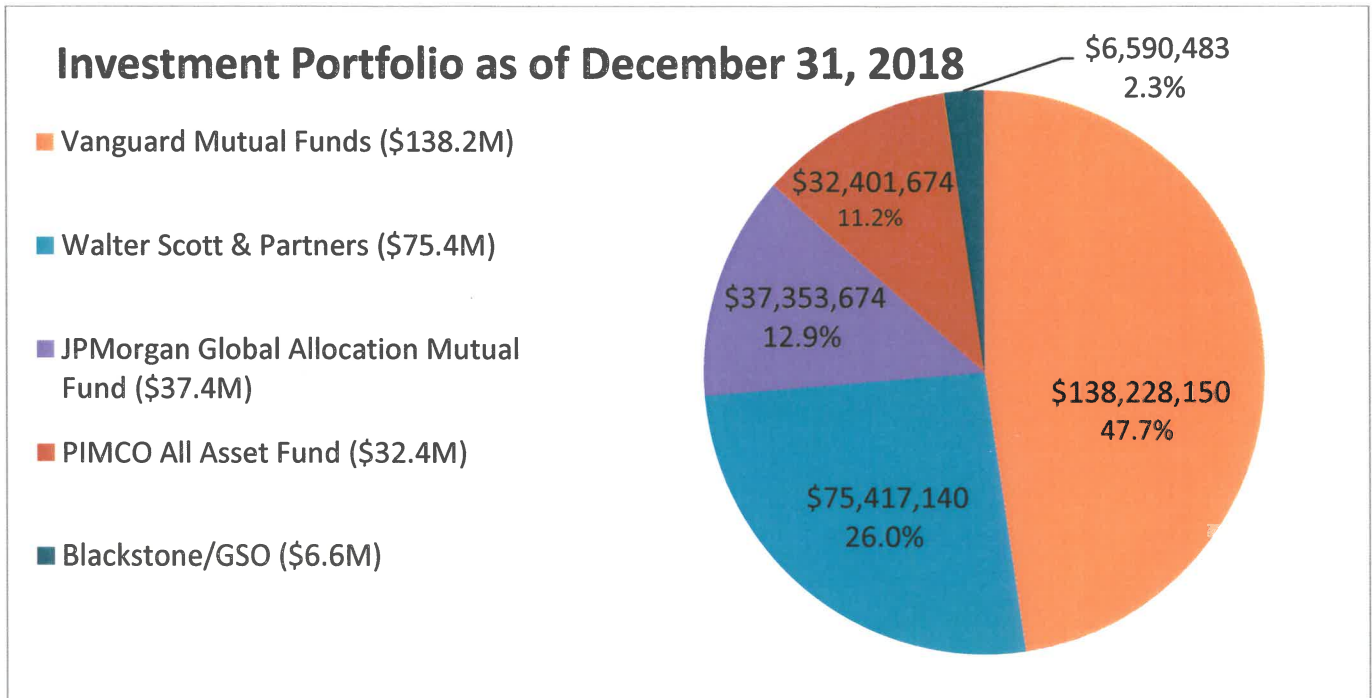
The Foundation had a total net loss of \$31.2M in 2018 as compared to a net gain of \$44.9M in 2017. All of the decrease for 2018 was unrealized losses of \$34.3M, with a small offset of realized gains of \$3.1M. The Foundation’s investment portfolio returned a negative 6.14% versus a negative 7.26% for the Foundation’s blended 70/30 benchmark.

The investment portfolio is currently managed by Blackstone/GSO Partners (private lending fund for financially distressed companies), J.P. Morgan Global Allocation Mutual Fund (global tactical asset allocation), PIMCO (global tactical asset allocation), Vanguard Institutional Advisory Services (diversified equity and bond institutional mutual funds) and Walter Scott & Partners (growth-oriented global equities).

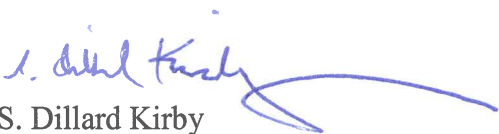
The investment performance of the Foundation’s portfolio managers for 2018, as compared with their respective benchmarks, is shown in the bar chart below. All performance results are net of fees and calculated on a cumulative, time-weighted basis. The managers are shown from left to right based on the largest assets under management to the least.



The pie chart below highlights the current allocation of the Foundation's portfolio between the five investment managers.



With the Kirby Alliance funding complete, the portfolio has a new base that has reset the Foundation financially for the long term. The Foundation will continue with its efforts on deliberate growth in grant making while responding to the Foundation's investment portfolio level and controlling administrative expenses. Please let me know if you have any questions.


S. Dillard Kirby

F. M. KIRBY FOUNDATION, INC.
17 DEHART STREET
P.O. Box 151
MORRISTOWN, N.J. 07963-0151
973-538-4800

DATE: April 5, 2019
MEMORANDUM FOR: Board of Directors
SUBJECT: Board of Directors Meeting

Our next Board of Directors meeting will be held on Friday, April 12, 2019 at 2:00 p.m. at Wake Forest University, 1834 Wake Forest Road, Beatty Colloquium, Farrell Hall, Winston-Salem, North Carolina.

Attached are the agenda for the meeting and the following reports:

- Report of the President
- Report of the Chairman of the Investment Committee
- Draft Minutes of the Investment Committee meeting held on January 23, 2019
- Cumulative List of Approvals of Management
 - December 1, 2018 through March 31, 2019
- Cumulative List of Referrals to the Board
 - December 1, 2018 through March 31, 2019
- Draft Minutes of the Nominating Committee meeting held on March 28, 2019

The minutes of the last meeting held December 7, 2018 were made available to you on December 21, 2018.

Sincerely,



Diana L. Kostas
Secretary

Attachments

F. M. Kirby Foundation, Inc.
Agenda for the Board of Directors Meeting
Wake Forest University, 1834 Wake Forest Road
Beatty Colloquium, Farrell Hall
Winston-Salem, North Carolina
April 12, 2019, 2:00 p.m.

AGENDA

- 1) Call to order
- 2) Welcome Laura H. Virkler, Ward K. Horton, F. Morgan Kirby, IV (via Skype), and J. Walker Kirby, Jr. (via call), today's invitees
- 3) Approval of the Minutes of the Meeting of the Board of Directors held December 7, 2018
- 4) Presentation by Nathan Hatch, President, Wake Forest University, and various members of staff and faculty (during lunch and at the meeting)
- 5) Report of the President
- 6) Report of the Chairman of the Investment Committee
- 7) Consider ratification of grants of \$75,000 or less approved by Management and made December 1, 2018 through March 31, 2019
- 8) Consider approval of grants in excess of \$75,000 recommended by the President December 1, 2018 through March 31, 2019
- 9) Consider acceptance of 2018 independent auditor's report
- 10) Election of Officers:
 - S. Dillard Kirby – President
 - Jefferson W. Kirby – Vice President
 - Diana L. Kostas – Secretary & Treasurer
 - Alice K. Horton – Assistant Secretary
- 11) Appointment of Executive, Investment, Nominating, and Compensation Committee members and **chairpersons**:
 - Executive Committee – **Jefferson W. Kirby**, Alice K. Horton, and S. Dillard Kirby
 - Investment Committee – **Jefferson W. Kirby**, S. Dillard Kirby, and William J. Raver as an Advisory Member
 - Nominating Committee – **Alice K. Horton**, Leigh Kirby Klein, and Wilson M. Compton
 - Compensation Committee – **Sandra B. Sherman**, Ashley H. Freedman, and Jefferson W. Kirby

**F. M. Kirby Foundation, Inc.
Agenda for the Board of Directors Meeting
Wake Forest University, 1834 Wake Forest Road
Beatty Colloquium, Farrell Hall
Winston-Salem, North Carolina
April 12, 2019, 2:00 p.m.**

AGENDA – CONT'D.

- 12) Old business
- 13) New business
- 14) Set date, place, and time of next Board of Directors meeting (possibly 1:00 p.m. Friday, September 13, 2019 at 17 DeHart Street, Morristown, NJ)
- 15) Executive session
- 16) Adjournment

F. M. KIRBY FOUNDATION, INC.
17 DEHART STREET
P.O. BOX 151
MORRISTOWN, N.J. 07963-0151
973-538-4800

April 5, 2019

TO: Board of Directors
FROM: S. Dillard Kirby *S.D.K.*
SUBJECT: Report of the President

I think we all look forward to our upcoming Board meeting and tours on the campus of Wake Forest University. Alice has gone to considerable lengths in coordinating and, as you know, is also hosting any of us who can stay for dinner Friday evening. (Please see attached schedule.) We will have a brief Members meeting prior to the Directors meeting. We have a full business agenda during the Board of Directors meeting, and I expect a somewhat longer Executive Session as we discuss transition plans since Bill's retirement. The annual Members meeting will begin at 1:45 p.m. After a brief gathering of just the Members, the Directors will be invited to hear the President's Annual Report. Diana will be in attendance, and JoAnn and Erin plan to participate as well via Skype.

As you know, our programmatic evaluation focus in 2019 is higher education. Our visit to Wake Forest will kick that off, and their presentations over lunch and at the meeting will likely include aspects important to our direct support at Wake but will also be insightful within the broader context of higher education in America. For our September meeting, we thought a presentation from the President of Drew University, MaryAnn Baenninger, to be of interest. Drew is a long-time grantee and Alice's alma mater. MaryAnn was hired four years ago to try and turn things around at the University within a very challenging environment, including a substantial decline in enrollment, large deficits, and a shrinking endowment. The University is not "out of the woods," but MaryAnn has made meaningful progress and her story is educational in itself. I am currently keeping our December meeting loose right now. It will have been five years since the Board received a presentation from our auditors, EisnerAmpner, and we now have a new managing partner taking over for 2019, so it seems like a good time to have them present. (I think we can make this session a bit more educational and interactive - more on that later.) That said, I may request Erin to "Spotlight" long-term grantee, National Association of Scholars, in December and provide a somewhat different perspective from what we heard from American Council of Trustees and Alumni a couple years ago. We might then have a brief discussion on key learnings within this higher education docket in 2019.

Related to EisnerAmpner, I am pleased that we again received a "clean" audit this year which was completed in a timely fashion. A couple new accounting standards have created some tweaks in the presentation. A hard copy of the audit and the Governance letter was sent to you by Diana on March 1, 2019. Diana and I will be prepared to answer any questions you might have. We shall also, of course, review the Annual President's Report at the Members meeting.

Of our grant list for ratification (\$75,000 and under), management has approved two new grantees: 1) Schiff Natural Lands Trust. I know it well as SNLT is 768 acres of protected "open space" (where I occasionally used to hike) within Mendham Township, NJ. Our one-time support of \$15,000 is toward the renovation of their Lodge which is used for their environmental educational programs. 2) The Adirondack Explorer. As noted in the March grants list, we provided modest support. Their focus is a bimonthly news magazine devoted to the protection and enjoyment of the Adirondack Park.

Within the cumulative list of proposed grants above \$75,000 (or in aggregate above \$75,000) to be approved by the Board, you will note that we have included several of our larger medical research grants for your review. As well, there are renewed commitments to Lafayette College and Lawrenceville School similar to recent years. Jeff has endorsed the proposed support at Lafayette and Lawrenceville. You can read all evaluation (EF) comments on our private Board area of the website prior to the meeting.

See you in a week.



F.M. Kirby Foundation Board Meeting Working Agenda

Friday, April 12

- 7:00-9:00 am Breakfast, Graylyn Manor House
- 10:30-10:45 am Tour of Kirby Hall
John Dalton, F.M. Kirby Faculty Fellow and Associate Professor, Dept. of Economics
- 10:50-11:20 am Tour of Reynolds Gym
Joe Cassidy, Executive Director, Fitness & Campus Recreation
Sikirat Kazeem, Associate Director, Facilities & Operations
- 11:25-11:40 am Tour of McCreary Field House and Sports Performance Center
Steve Adams, Associate Athletic Director, Internal Operations
- 11:45 am-12:00 pm Photo Op at F.M. Kirby Tree | Hearn Plaza
- 12:10-12:20 pm Brief Tour of Farrell Hall Living Room
- 12:30-2:00 pm Lunch (Buffet) | Beatty Colloquium (Farrell Hall)
Nathan Hatch, Mark Petersen, Michael Lamb, Andy Chan, Heidi Robinson,
Charles Iacovou (tentative), Linda Luvaas
- 2:00-3:00 pm Wake Forest Program for F.M. Kirby Foundation Board Meeting | Beatty Colloquium
Nathan Hatch, Michael Lamb, Andy Chan, and Heidi Robinson will present
- 3:00-5:00 pm F.M. Kirby Foundation Board Meeting | Beatty Colloquium
- 6:45-7:15 pm Cocktail Reception | Old Town Club, Balcony
Nathan Hatch, Julie Hatch, Mark Petersen, Michael Lamb, Andy Chan, Heidi Robinson,
Allison McWilliams, Bob Baker, Dianne Baker, Melissa Combes, Minta McNally, Frank
McNally, Linda Luvaas
- 7:15-9:00 pm Dinner | Old Town Club, Reynolda Room
Same attendees as above (cocktail reception)

Saturday, April 13

- 9:00 am Tour of Wake Forest Innovation Quarter
Rebecca Alexander, Professor, Dept. of Chemistry, Director of Academic Planning
for Wake Downtown, former F.M. Kirby Faculty Fellow

F. M. Kirby Foundation, Inc.
Investment Committee Update
As of February 28, 2019

Date Prepared: March 15, 2019

Vanguard Institutional Advisors

Valuation Summary as of 2/28/19

	Total Cost		Total Market Value		% of Totals	Indicated Income	Yield	Fees	
	\$		\$					Bps	\$
Cash	\$	12,766	\$	12,766	0.0%	\$ 191	1.5%		
Equity	\$	118,421,181	\$	109,710,402	74.3%	\$ 2,644,021	2.4%		
Fixed Income	\$	38,898,414	\$	38,003,136	25.7%	\$ 1,102,091	2.9%		
Accruals	\$	70	\$	70	0.0%	\$ -	0.0%		
Total	\$	157,332,432	\$	147,726,374	100.0%	\$ 3,746,303	2.5%	22	324,998

Performance Summary:

	Current Month	Latest 3 Months	YTD	1 Year	3 Years	5 Years	Annualized Since Inception	
							%	Date
FMKF Account	1.9	2.6	8.3	(1.8)	n/a	n/a	1.3	11/2/2017
Custom Spliced Benchmark	2.0	3.3	8.5	0.2	n/a	n/a	3.3	11/2/2017

Walter Scott & Partners Limited

Global Growth Equities Portfolio Manager: Roy Leckie Mgmt. Fee: 35 bps plus annual performance fee (up to 15 bps on excess return) Approximately \$300,000 annually on \$80mm account

Valuation Summary as of 2/28/19

	Total Cost		Total Market Value		% of Total	Indicated Income	Yield	Asset Class	% of Portfolio
	\$		\$						
Cash and equivalents	\$	1,109,675	\$	1,109,675	1.3%	\$ 111	0.0%	Cash	1.3%
Common stocks	\$	45,461,072	\$	83,410,708	98.6%	\$ 1,401,300	1.7%	Accrued Inc.	0.1%
Accrued income		65,251		65,251	0.1%	-	0.0%	US Equities	53.0%
Total	\$	46,635,998	\$	84,585,634	100.0%	\$ 1,401,411	1.7%	Intl Equities	45.6%
								Total	100.0%

Performance Summary:

	Current Month	Latest 3 Months	YTD	1 Year	3 Years	5 Years	7 Years	Since Inception
								(8/1/2007)
FMKF Account	3.8	4.6	12.2	7.7	16.0	9.7	10.7	8.1
MSCI ACWI Index	2.7	3.0	10.8	(0.8)	12.9	6.3	8.3	4.3

Institutional Mutual Funds

Valuation Summary as of 2/28/19

	Total Cost		Total Market Value		% of Totals	Indicated Income	Yield	Fees	
	\$		\$					Bps	\$
J.P. Morgan Global Allocation Fund Class R6 (GAOZX)		35,000,000		39,511,208	54.6%	1,047,047	2.7%	67	264,725
PIMCO All Asset Strategy (PAAIX)		35,000,000		32,904,020	45.4%	1,724,171	5.2%	87	284,620
Total	\$	70,000,000	\$	72,415,228	100.0%	\$ 2,771,218	3.8%		

Performance Summary:

	Current Month	Latest 3 Months	YTD	1 Year	3 Years	5 Years	Annualized Since Inception	
							%	Date
Global Allocation Fund (GAOZX)*	1.4	2.5	7.4	(1.7)	8.8	n/a	7.2	1/1/2016
Global Allocation Composite - 60/40	1.6	2.9	6.9	0.3	7.1	n/a	6.6	1/1/2016
*2017 data and prior is for GAOSX								
PIMCO All Asset Strategy (PAAIX)	0.2	3.5	4.7	(0.5)	n/a	n/a	(0.9)	1/2/2018
Global Allocation Composite - 60/40	1.6	2.9	6.9	0.3	n/a	n/a	1.0	1/2/2018

Blackstone/GSO Capital Solutions Fund, LP

Private lending fund for mid- and small-sized companies experiencing financial distress Portfolio Manager: Jason New, David Posnick, & Dwight Scott Fee: Fund I - 1.0% management fee; 20% carried interest Fund II - 1.5% management fee; 20% carried interest

YTD Statement of Changes in Capital Account as of 2/28/19

Capital Committed	Cash Reserved for Capital Call	Net Invested	Year-to-Date					
			Beginning Balance	Plus: Contributions	Minus: Distributions	Plus: Net Total Return	Minus: Est. Perf. Fee	Est. Ending Balance
Blackstone GSO I - \$10,000,000	\$ 1,003,519	\$ 2,975,872	\$ 915,290	\$ -	\$ -	\$ 9,500	\$ -	\$ 924,790
Blackstone GSO II - \$15,000,000		\$ 4,636,398	\$ 4,769,385	\$ -	\$ 97,711	\$ 1	\$ -	\$ 4,671,675

Performance Summary:

	Current Month	Latest 3 Months	YTD	1 Year	3 Years	5 Years	Annualized Since Inception	
							IRR	(12/31/2018)
Total Blackstone Investment	2.31	5.72	8.55	9.42	3.21	5.51		
Blackstone GSO I - 6/1/2010 inception date								10.6
Blackstone GSO II - 4/1/2014 inception date								8.1

F. M. Kirby Foundation, Inc. Total Market Value \$ 311,327,220

**Minutes of the Meeting
of the Investment Committee of the
F. M. Kirby Foundation, Inc.
January 23, 2019**

A meeting of the Investment Committee of the Board of Directors of the F. M. Kirby Foundation, Inc., was held on January 23, 2019 at 11:00 a.m. at the offices of Broadfield Capital Management, LLC, 86 Maple Avenue, Morristown, New Jersey. The following Committee members were present:

Jefferson W. Kirby
S. Dillard Kirby
William J. Raver

Mr. Jefferson W. Kirby, Chairman, presided and Mrs. Diana L. Kostas, Secretary/Treasurer, recorded the minutes of the meeting. Mr. F. Morgan Kirby IV was welcomed as a guest of the Committee.

Messrs. Matthew Ruhl, Senior Investment Consultant, and Ralph Ivory, Director, Nonprofit Solutions also joined the meeting, representing Vanguard Institutional Advisory Services. The Committee encouraged their participation.

The Chairman had three small modifications to the minutes from the October 30, 2018 Investment Committee meeting. The minutes were approved as modified. Mrs. Kostas reviewed the Attribution Report. As of December 31, 2018, the Total Fund outperformed the Benchmark by 145 basis points with a YTD return of -5.81% versus the Benchmark YTD return of -7.26%. Mr. Raver suggested adding a column to the Attribution report for the Investment Policy weights.

Mrs. Kostas then reviewed the eVestment peer group rankings report for all investments as of December 31, 2018, focusing on the actively-managed investments. At

the time of the meeting, the J.P. Morgan Global Allocation Fund had not yet submitted Q4 results to eVestment. A brief discussion regarding tracking error on the Vanguard funds ensued. Mr. Ruhl stated that he would get back to the Committee regarding tracking error on the active funds.

The Committee then reviewed the Endowment/Foundation Peer Report as of September 30, 2018. The Committee noted that the Foundation portfolio had outperformed the median Endowment/Foundation in the Callan database over both the 3rd quarter (by 93 bps), YTD (by 11 bps) and the 3-year rolling return (by 4 bps) when adjusted for fees.

Next, the Committee considered the allocation model worksheet as of December 31, 2018. The question was raised whether, given the portfolio's slight overweight on equities, any changes should be made. After a brief discussion the Committee decided that a change was not necessary at this point given the performance of the alternative investments and the Foundation's long-term time horizon.

The Chairman led a review of the Foundation's Investment Policy Statement, which underwent an extensive review and makeover in August 2017. A few minor changes were discussed and suggested. In the essence of time, it was agreed that Mrs. Kostas would prepare a draft incorporating suggested changes and distribute seeking approval. The revisions will be reviewed and approved at the April 23, 2019 Investment Committee meeting.

Mrs. Kostas discussed the total monies (\$5.3 million) needed to fund grants and expenses through April 30, 2019. The Investment Committee approved a \$2 million

drawdown from the Walter Scott account to cover the funds needed. Walter Scott will be notified the end of February 2019 for funds available on March 29, 2019.

The Committee finalized the date for the July meeting as Thursday, July 25, 2019. PIMCO and J.P. Morgan are confirmed to present.

At 12:30 p.m., the conversation turned towards Vanguard and the upcoming Investment Committee meeting at the Vanguard offices in April. Potential topics and timelines were discussed. Mr. Ruhl will develop a suggested schedule with Mrs. Kostas to be forwarded to the Committee for its consideration.

Mr. Ivory highlighted that Vanguard had strong cash flows for 2018, with \$216 billion of net inflows and \$5 trillion in assets under management. Mr. Ruhl then discussed the performance of the Foundation's portfolio. For the twelve months ended December 31, 2018, the Vanguard portfolio value decreased by 9.82% versus a benchmark decrease of 7.37%. Total equity values declined by 12.22% for the year while fixed income provided a positive return of .20%.

At 1:15 p.m., the meeting continued at the offices of the Foundation, 17 DeHart Street, Morristown, New Jersey. Messrs. Stephen Hess, Managing Director, Michael Griffin, Executive Director and Phil Camporeale, Client Portfolio Manager in Multi-Asset Solutions, representing J.P. Morgan, were invited to join the meeting and began their presentation to the Committee.

Mr. Camporeale reviewed the current and historical positioning of the fund as of December 31, 2018. He discussed both the quarterly strategy summit where the firm discusses asset allocations and the weekly meeting where tactical views are expressed.

Mr. Camporeale also reviewed the firm's long-call strategy to manage risk. He pointed out that over a rolling 3-year period the Global Allocation Fund's Sharpe Ratio was in the top quartile 91% of the time. Morningstar upgraded Global Allocation Fund to a Silver rating from Bronze in October 2018.

Mr. Camporeale then reported to the Committee the recent investment performance of the I Share Class of the Global Allocation Fund relative to the Global Allocation Composite Benchmark. All performance is net of fees. He reported that the fund outperformed the benchmark for the quarter ended December 31, 2018 by 108 basis points, -6.61% to -7.69%. Since inception through December 31, 2018, the portfolio outperformed the Global Allocation Composite Benchmark with a return of 5.07% versus 4.51%. The Fund had a Morningstar Percentile Ranking of 17%, 17%, and 10%, respectively, for the one year, three years, and since inception of the product periods.

Mr. Griffin distributed an attribution report for the fund. Mr. Camporeale highlighted the strong performance by Rick Singh, portfolio manager for the long/short equity sleeve. Mr. Singh's account contributed 24 basis points of alpha for Q4 2018. Mr. Camporeale stated that GAF rotates one or two managers per year and its investors do not pay acquired fund fees. A brief discussion regarding the different geographic teams and the division of assets by location was discussed. Mr. Camporeale stated that he would send a breakout of assets under management by category and location.

Mr. Raver inquired about the use of derivatives. Mr. Camporeale responded that the Fund always has physical cash for liquidity purposes and does take leverage. The Fund does not employ puts as they are too expensive systematically but uses calls and

futures instruments to establish exposures and manage risk. There is no over-the-counter derivative exposure. Every position is in an exchange-traded security.

J.P. Morgan is scheduled to give its next presentation to the Investment Committee at the July 25, 2019 meeting. After answering the Committee's questions, Messrs. Camporeale, Hess and Griffin left the meeting at 2:15 p.m.

At 2:15 p.m., Ms. Yinyin Wu, Vice President, PIMCO, and Mr. Brandon Kunz, Senior Vice President, Research Affiliates joined the meeting and began their presentation. Ms. Wu gave a broad overview of the All Asset Strategy, which is a contrarian strategy focused on diversification and reducing irrational investment behavior. Mr. Raver inquired about asset outflows. Mr. Kunz replied that All Asset flows were highly correlated and that outflows had been occurring since the Taper Tantrum (2013). Outflows for 2018 totaled \$24 billion. Research Affiliates feels that the third pillar structure is poised to outperform a 60/40 allocation. For 2018, all three pillars had negative returns: core stocks (-9.7%), core bonds (-1.3%) and diversifiers (-7.4%).

The Committee inquired about where All Asset derives its yield. Ms. Yu responded that yield can be generated from both fixed income and non-fixed income products. While these strategies utilize financial leverage, they do not take excessive economic leverage. Any PIMCO fund with a "PLUS" in the title uses futures contracts to obtain exposure to the desired beta, and collateral is actively managed using high quality bonds. Mr. Kunz stated that foreign currency runs through emerging market equities and bonds. RAE or RAFI are products designed and updated by Research Affiliates, implemented by Parametric (equities only), distributed by PIMCO, and in the various Equities and Alternative Strategies in the All Asset Fund. The Committee also asked

about counterparty risk on derivatives. Ms. Wu stated that she would forward a document on PIMCO's approach to derivatives.

PIMCO is scheduled to give its next presentation to the Investment Committee at the July 25, 2019 meeting. After answering the Committee's questions, Ms. Wu and Mr. Kunz left the meeting at 3:30 p.m.

At 3:40 p.m., Vanguard resumed their presentation. Mr. Ruhl discussed the new omnibus structure on the J.P. Morgan platform which prevented Vanguard from viewing the Foundation's holdings and necessitated the need for a direct "feed". The direct "feed" allows Vanguard online visibility to the daily flows pertaining to the Foundation's Vanguard investments that reside on the JP Morgan platform. The Vanguard connection has been going well, and Vanguard stated that the PIMCO and JPM Global Allocation Fund investments could be easily added. Mr. Ruhl will look into the ability to add the Walter Scott account. If so, Vanguard could provide some total portfolio reporting (excluding the Blackstone investment). Vanguard is currently reviewing third party reporting packages as they are not entirely happy with InvestorForce.

Mr. Ruhl briefly reviewed historical market volatility and returns and valuation by style. Large cap value was the strong performer and small cap growth the detractor for Q4 2018. Conversely, large cap growth was the strong performer and small cap value the detractor for 2018 overall. Vanguard is scheduled to give its next presentation to the Investment Committee at the April 23, 2019 meeting in Malvern, PA at the Vanguard offices. The Committee thanked Messrs. Ruhl and Ivory and they left the meeting at 4:15 p.m. There being no further substantive discussion required, the meeting adjourned at 4:20 p.m.

F.M. KIRBY FOUNDATION, INC.

Cumulative List of Approvals of Management

December 1, 2018 through March 31, 2019

Organization	Prior Year	Current Year
Project Description	Payment	Payment
Adirondack Explorer Saranac Lake, NY 2019		5,000
Alzheimer's New Jersey, Inc. Roseland, NJ 2019		20,000
American Council on Science and Health New York, NY 2018 2019	30,000	30,000
American Enterprise Institute for Public Policy Research Washington, DC 2019		75,000
BluePath Service Dogs, Inc. Hopewell Junction, NY 2017 2018	7,500	10,000
Bob Woodruff Foundation New York, NY 2017 2018	15,000	15,000
Bonnie Brae Liberty Corner, NJ 2017 2018 Toward the Family Living Room, within the new Osborne Family Resource Center, to be named in honor of Max Spann, Sr. and his family-\$25,000; like amount for like use pledged in 2019 and 2020	15,000	25,000
Cancer Research Institute, Inc. New York, NY 2018 For: The Irvington Postdoctoral Fellowship Program 2019 For: The Irvington Postdoctoral Fellowship Program	75,000	75,000
Caring House, Inc. Durham, NC 2018 2019	17,500	17,500
Carolina Ballet, Inc. Raleigh, NC 2017 2018 For: Support of the Ballet's performances of The Nutcracker at the Durham Performing Arts Center	15,000	15,000

Organization	Prior Year	Current Year
Project Description	Payment	Payment
Center for Immigration Studies, Inc.		
Washington, DC		
2018	25,000	
2019		25,000
The Center for Security Policy, Inc.		
Washington, DC		
2018 Toward support of the Infrastructure Security and National Security Initiatives		15,000
Central Park Conservancy		
New York, NY		
2019		20,000
Community Hope, Inc.		
Parsippany, NJ		
2018	45,000	
2019		45,000
Court Appointed Special Advocates of Morris & Sussex Counties		
Morristown, NJ		
2018	30,000	
2019		30,000
Foundation for Individual Rights in Education, Inc.		
Philadelphia, PA		
2018	75,000	
2019		75,000
The Frick Collection		
New York, NY		
2018	10,000	
2019		12,500
Grace Episcopal Church/Kingston		
Kingston, PA		
2018 For: Toward major repair work on the church organ	3,500	
2019 Toward repair of the primary leathers to the church organ		3,500
Great Swamp Watershed Association		
New Vernon, NJ		
2017	20,000	
2018 For: Program Services		25,000
Greensboro Day School		
Greensboro, NC		
2018	20,000	
2019		20,000
Grow It Green Morristown, Inc.		
Morristown, NJ		
2018	12,500	
2019		12,500

Organization Project Description	Prior Year Payment	Current Year Payment
The Growing Stage, The Children's Theatre of New Jersey		
Netcong, NJ		
2018	30,000	
2019		30,000
Interfaith Food Pantry, Inc.		
Morris Plains, NJ		
2017	25,000	
2018		27,500
Lincoln Center Theater		
New York, NY	15,000	
2018		15,000
2019		
Manhattan Institute for Policy Research, Inc.		
New York, NY		
2019		75,000
Market Street Mission, Inc.		
Morristown, NJ		
2018 For: Support of the Morristown operation only	40,000	
2019 For: Support of the Morristown operation only		40,000
Mental Health Association of Essex and Morris, Inc.		
Parsippany, NJ		
2017 For: Morris County programs and services	25,000	
2018 For: Morris County programs and services		25,000
Morris Arts		
Morristown, NJ		
2017	45,000	
2018		45,000
Morris County Organization for Hispanic Affairs		
Dover, NJ		
2017 For: The Center for Citizenship and Legal Immigration	20,000	
2018 For: The Center for Citizenship and Legal Immigration-\$20,000; toward the Justice for All initiative-\$5,000		25,000
Mountaintop Hose Company No. 1		
Mountaintop, PA		
2018 Toward the purchase of a heavy-duty rescue truck	7,500	
2019 Toward the purchase of two new rams (hydraulic rescue tools)		3,500
New Jersey Performing Arts Center Corporation		
Newark, NJ		
2018	20,000	
2019		20,000
New Jersey Theatre Alliance		
Morristown, NJ		
2018 Toward the \$1 million Alliance Endowment Campaign-\$10,000	30,000	
2019		20,000

Organization	Prior Year	Current Year
Project Description	Payment	Payment
New Vernon Volunteer Fire Department Fund		
New Vernon, NJ		
2017 For: First Aid Squad-\$3,500	7,500	
2018 Toward replacement of Self-Contained Breathing Apparatus (SCBA) cylinders		10,000
Open Space Institute Land Trust, Inc.		
New York, NY		
2019 For: One-time support toward the Boonton Reservoir Access and Enhancement project		75,000
The Peck School		
Morristown, NJ		
2019 For: The Annual Giving Fund		20,000
Plaid House, Inc.		
Morristown, NJ		
2017 In honor of Audrey F. VonPoelnitz, MD-\$5,000	30,000	
2018		30,000
Planned Parenthood South Atlantic		
Raleigh, NC		
2018 Toward education programs and support services in Durham and Orange counties	40,000	
2019 Toward education programs and support services in Durham and Orange counties		40,000
Protect the Adirondacks, Inc.		
North Creek, NY		
2017 For: Continued support of the Adirondack Park water quality regional assessment-\$15,000	25,000	
2018 For: Continued support of the Adirondack Lakes Assessment Program (ALAP)-\$15,000		25,000
Public Media NJ, Inc.		
Englewood, NJ		
2019		20,000
Rising Tide Capital, Inc.		
Jersey City, NJ		
2017	20,000	
2018		20,000
The Sarah P. Duke Gardens		
Durham, NC		
2018	35,000	
2019		35,000
Save The Redwoods League		
San Francisco, CA		
2019		20,000
Schiff Natural Lands Trust, Inc.		
Mendham, NJ		
2019 For: One-time support toward repairs to the Woodbadge Lodge		15,000

Organization Project Description	Prior Year Payment	Current Year Payment
St. Stephen's Episcopal Church/Durham		
Durham, NC		
2017 In support of the field education program for seminarians	18,000	
2018 Toward the Education in Ministry: The Final Step project		18,000
St. Vincent College		
Latrobe, PA		
2018 For: Support of the 2018 Civitas Forum on Principles and Policies for Public Life	25,000	
2019 For: Support of the 2019 Civitas Forum on Principles and Policies for Public Life		25,000
Stratford Volunteer Fire Company, Inc.		
Stratford, NY		
2018 Toward the replacement of the roofs at the fire station	5,000	
2019 Toward the replacement of the roofs at the fire station		10,000
Teach for America, Inc./Eastern North Carolina		
Durham, NC		
2019		30,000
Teach For America, Inc./New Jersey		
Newark, NJ		
2018 For: Greater Newark-\$40,000; Eastern North Carolina-\$30,000	70,000	
2019 For: Greater Newark		40,000
TeenPride, Inc.		
Morristown, NJ		
2017	20,000	
2018		20,000
Triangle Land Conservancy, Inc.		
Durham, NC		
2018	45,000	
2019		50,000
The Violet Festival		
Dolgeville, NY		
2018 For: The Violet Festival in Dolgeville, NY	4,000	
2019 For: The Violet Festival in Dolgeville, NY		4,000
Washington Association of New Jersey		
Morristown, NJ		
2018	20,000	
2019		20,000
Writers Theatre of NJ		
Madison, NJ		
2019		25,000
Zeta Psi Educational Foundation		
Pearl River, NY		
2018 For: The Kirby Presidents Leadership Conference at Lafayette College held in January 2018	22,500	
2019 For: The Kirby Presidents Leadership Conference at Lafayette College held in January 2019		22,500

Organization	Prior Year	Current Year
Project Description	Payment	Payment
Zufall Health Center, Inc.		
Dover, NJ		
2017 For: The Morristown Health Clinic	20,000	
2018 For: The Morristown Health Clinic		25,000
Grand Totals:	1,080,500	1,496,500

F.M. KIRBY FOUNDATION, INC.

Cumulative List of Referrals to the Board
December 1, 2019 through March 31, 2019

Organization	Prior Year Payment	Recommended Amount
Alzheimer's Association/National Office		
Chicago, IL		
2019 For: Support for Early-Career Investigators through the International Research Grant Program		\$150,000
American Red Cross/National Headquarters		
Washington, DC		
2018 For: National Disaster Relief Fund	\$250,000	
2019 For: National Disaster Relief Fund		\$250,000
American Red Cross/New Jersey Crossroads Chapter		
Summit, NJ		
2018 Toward disaster relief in Morris County, NJ-\$67,500; toward blood donor programs in Morris County, NJ-\$7,500	\$75,000	
2019 Toward disaster relief in Morris County, NJ-\$67,500; toward blood donor programs in Morris County, NJ-\$7,500		\$75,000
American Red Cross/Northeastern Pennsylvania Community Chapter		
Wilkes-Barre, PA		
2018 Toward disaster relief operations in Luzerne County, specifically Wilkes-Barre and Wyoming Valley, PA	\$30,000	
2019 Toward disaster relief operations in Luzerne County, specifically Wilkes-Barre and Wyoming Valley, PA		\$30,000
Children's Hospital Corporation		
Boston, MA		
2019 Toward the F.M. Kirby Neurobiology Center, specifically the Innovation and Education Fund		\$175,000
Cold Spring Harbor Laboratory		
Cold Spring Harbor, NY		
2019 Toward construction and outfitting of an organoid testing facility		\$100,000
Emily K Center, Inc.		
Durham, NC		
2018 For: Support of the Game Changer Campaign-\$100,000 toward Encourage Durham Youth (endowment); \$35,000 toward Empowering Students (programming and operations)	\$135,000	
2019 For: Support of the Game Changer Campaign-\$100,000 toward Encourage Durham Youth (endowment); \$35,000 toward Empowering Students (programming and operations)		\$135,000
F.M. Kirby Center for the Performing Arts		
Wilkes-Barre, PA		
2018	\$140,000	
2019		\$130,000
The Hill Learning Center, Inc.		
Durham, NC		
2018 In support of the Hill Center's 40th Anniversary-for general operations-\$80,000; for Hill faculty professional development-\$20,000	\$100,000	
2019		\$100,000 1

Organization Project Description	Prior Year Payment	Recommended Amount
Intercollegiate Studies Institute, Inc.		
Wilmington, DE		
2018	\$135,000	
2019		\$125,000
Lafayette College / Alumni Endowment		
Easton, PA		
2018 For: Alumni Association Endowment Fund	\$25,000	
2019 For: Alumni Association Endowment Fund		\$25,000
Lafayette College / Alumni (Annual) Fund		
Easton, PA		
2018 For: Alumni Fund - Class of '68-\$7,500 in honor of William J. Raver; Class of '80-\$5,000; Class of '81-\$5,000; Class of '84-\$15,000; Class of '87-\$5,000; Class of '13-\$1,000	\$38,500	
2019 For: Alumni Fund - Class of '68-\$7,500 in honor of William J. Raver; Class of '80-\$5,000; Class of '81-\$5,000; Class of '84-\$15,000; Class of '87-\$5,000; Class of '13-\$1,000		\$38,500
Lafayette College / Bailey Endowment		
Easton, PA		
2018 For: Carolyn Huntington Bailey Health Center Endowment Fund	\$15,000	
2019 For: Carolyn Huntington Bailey Health Center Endowment Fund		\$15,000
Lafayette College / F.M. Kirby Foundation, Inc. Scholars Fund		
Easton, PA		
2018 For: The F.M. Kirby Foundation, Inc. Scholars Fund-toward the President's Challenge for Financial Aid	\$50,000	
2019 For: The F.M. Kirby Foundation, Inc. Scholars Fund-toward the President's Challenge for Financial Aid		\$50,000
Lafayette College / Kirby Athletic Merit Scholarship Annual Fund		
Easton, PA		
2018 For: Kirby Athletic Merit Scholarships Annual Fund	\$50,000	
2019 For: Kirby Athletic Merit Scholarships Annual Fund		\$50,000
Lafayette College / Kirby Athletics Enhancement Endowment Fund		
Easton, PA		
2018 For: Kirby Athletics Enhancement Endowment Fund	\$150,000	
2019 For: Kirby Athletics Enhancement Endowment Fund		\$100,000
Lafayette College / Kirby Athletics Enhancement Gift Fund		
Easton, PA		
2018 For: Kirby Athletics Enhancement Gift Fund	\$225,000	
2019 For: Kirby Athletics Enhancement Gift Fund		\$275,000
Lafayette College / Maroon Club		
Easton, PA		
2018 For: Maroon Club-\$6,000; Friends of Lafayette Football Program-\$13,000; Maroon Club-Lacrosse Program-\$25,000 (Men's-\$10,000 and Women's-\$15,000); Maroon Club-Swimming Program-\$6,000	\$50,000	
2019 For: Maroon Club-\$6,000; Friends of Lafayette Football Program-\$13,000; Maroon Club-Lacrosse Program-\$25,000 (Men's-\$10,000 and Women's-\$15,000); Maroon Club-Swimming Program-\$6,000		\$50,000

Organization Project Description	Prior Year Payment	Recommended Amount
The Lawrenceville School		
Lawrenceville, NJ		
2018 For: Support of the Dining and Athletics (DAC) Complex	\$550,000	
2019 For: Support of the Dining and Athletics (DAC) Complex		\$500,000
The Leukemia & Lymphoma Society, Inc./New Jersey Chapter		
Cranford, NJ		
2018 For: Ongoing Acute Myeloid Leukemia research within the Beat AML Initiative	\$125,000	
2019 Toward the LLS Children's Initiative		\$100,000
The Nature Conservancy in New Jersey		
Chester, NJ		
2018 Toward the Campaign for the Real Nature of New Jersey-\$25,000 toward stewardship endowment for land acquired in northwestern New Jersey; toward the New Jersey Chapter Operations endowment-\$35,000	\$135,000	
2019 Toward the New Jersey Chapter Operations endowment-\$50,000		\$130,000
Network for Teaching Entrepreneurship		
New York, NY		
2019 Toward domestic programs; toward The Diana Davis Spencer Foundation challenge grant-\$10,000		\$85,000
Planned Parenthood Federation of America, Inc.		
New York, NY		
2018 For: The Health Care Division - Clinical Operations	\$90,000	
2019 For: The Health Care Division - Clinical Operations		\$90,000
United Way of Northern New Jersey		
Morristown, NJ		
2018 For: General allocation to partner agencies in Morris County only	\$200,000	
2019 For: General allocation to partner agencies in Morris County only		\$200,000
Yale University/School of Medicine		
New Haven, CT		
2018 Toward operational costs of the CNNR Imaging Facility	\$140,000	
2019 Toward operational costs of the CNNR Imaging Facility		\$100,000
Grand Totals:	\$2,708,500	\$3,078,500

**Minutes of the Meeting
of the Nominating Committee of the
F. M. Kirby Foundation, Inc.
March 28, 2019**

The meeting of the Nominating Committee of the F. M. Kirby Foundation, Inc. was held via conference call on March 28, 2019 at 9 a.m. The following Committee members were present:

Wilson M. Compton
Alice K. Horton
Leigh Kirby Klein

Mrs. Alice K. Horton, Chairperson, presided and recorded the minutes of the meeting.

The Nominating Committee resolved that the officers should consist of the following:

S. Dillard Kirby, President
Jefferson W. Kirby, Vice President
Diana L. Kostas, Secretary and Treasurer
Alice K. Horton, Assistant Secretary

In addition, the Nominating Committee recommended the following committee members. The recommended chairpersons are indicated in bold:

Executive Committee – **Jefferson W. Kirby**, Alice K. Horton, and S. Dillard Kirby

Investment Committee - **Jefferson W. Kirby**, S. Dillard Kirby, and William J. Raver as an
Advisory Member

Nominating Committee - **Alice K. Horton**, Leigh Kirby Klein and Wilson M. Compton

Compensation Committee – **Sandra B. Sherman**, Ashley H. Freedman, and Jefferson W.
Kirby