2023
Consolidated Financial Statements

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Boy Scouts of America®

AUDIT, FINANCE, AND ENTERPRISE RISK MANAGEMENT COMMITTEE
of the
Executive Board of the Boy Scouts of
America
Larry Simpkins, *Chairman*

Report of Independent Auditors

To the Executive Board of National Council of the Boy Scouts of America

Opinion

We have audited the accompanying consolidated financial statements of National Council of the Boy Scouts of America and its affiliates (the "Company"), which comprise the consolidated statement of financial position as of December 31, 2023, and the related consolidated statements of revenues, expenses and other changes in net assets, of functional expenses and of cash flows for the year then ended, including the related notes (collectively referred to as the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the 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 Company's ability to continue as a going concern for one year after the date the consolidated financial statements are available to be issued.

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Auditors' 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the 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 Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

PricewaterhouseCoopers LLP

May 3, 2024

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As of December 31, 2023 (In thousands) Boy Scouts of America

Assets	
Cash and cash equivalents	$ 202,897
Investments, at fair (Note 2)	245,359
Accounts receivable, less allowance of $219	13,049
Pledges receivable, less discount of $10,391 (Note 4)	23,477
Other receivables	509
Gift annuities	3,504
Prepaid and deferred charges	32,707
Inventories, less provision for obsolescence of $6,169	40,449
Land, buildings, and equipment, net (Note 5)	427,168
Right-of-use assets- net operating (Note 7)	17,012
Other	8,308
Total assets	$ 1,014,439
Liabilities and Net Assets	
Accounts payable and accrued liabilities	$ 79,836
Gift annuities	3,504
Lease obligation - operating (Note 7)	17,012
Unearned fees and subscriptions	92,865
Notes payable including line of credit (Note 6)	364,625
Claims and other reserves (Note1)	4,879
Total liabilities	562,721
Commitments and contingencies (Note 1 and 7)	
Net assets:	
Without Donor Restrictions (Note 8):	
Controlling interest:	
General operations	(207,530)
Board-designated	319,234
Total without donor restrictions—controlling interest	111,704
Noncontrolling interest (Commingled Endowment LP)	143,404
Total without donor restrictions	255,108
Total with donor restrictions (Note 9)	196,610
Total net assets ….	451,718
Total liabilities and net assets	$ 1,014,439

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

CONSOLIDATED STATEMENT OF REVENUES, EXPENSES, AND OTHER CHANGES IN NET ASSETS

Year ended December 31, 2023 (In thousands) Boy Scouts of America

	Without Donor Restrictions (Note 8)	With Donor Restrictions (Note 9)	Total
Revenues:			
Fees (Note 10)	$ 179,589		$ 179,589
Supply operations—sales	81,825		81,825
Cost of sales and expenses	(66,974)		(66,974)
	14,851		14,851
Magazine publication—sales	5,382		5,382
Cost of production and expenses	(4,253)		(4,253)
	1,129		1,129
Contributions and bequests	8,148	$ 26,326	34,474
Other—including trading post sales	28,495		28,495
Cost of sales and expenses	(3,818)		(3,818)
	24,677	0	24,677
Total revenues before net investment income	228,394	26,326	254,720
Investment income, net of fees	1,057	10,171	11,228
Revenues, net	229,451	36,497	265,948
Net assets released from restrictions:			
Donor restrictions satisfied	49,833	(49,833)	
Expenses:			
Program services:			
Field operations	27,528		27,528
Human resources and training	5,644		5,644
Program development and delivery	89,832		89,832
Program marketing	5,210		5,210
World Scout Bureau fees	1,604		1,604
Insurance programs—losses and costs (Note 1)	38,170		38,170
Premiums	(5,173)		(5,173)
	32,997		32,997
Total program services	162,815		162,815
Supporting services:			
Management and general	210,144		210,144
Fundraising	2,139		2,139
Total supporting services	212,283		212,283
Total expenses	375,098	0	375,098
Change in net assets—controlling interest	(95,814)	(13,336)	(109,150)
Change in net assets—noncontrolling interest (Commingled Endowment LP)	(7,304)	0	(7,304)
Change in net assets before extraordinary item	(103,118)	(13,336)	(116,454)
Extraordinary item			
Gain on transfer of liabilities to the settlement trust	2,400,767	0	2,400,767
Change in net assets after extraordinary item	2,297,649	(13,336)	2,284,313
Net assets, beginning of the year	(2,042,541)	209,946	(1,832,595)
Net assets, end of year	$ 255,108	$ 196,610	$ 451,718

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

CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES

Year ended December 31, 2023 (In thousands) Boy Scouts of America

	PROGRAM SERVICES			
	Field Operations	Human Resources and Training	Program Development and Delivery	Program Marketing
Salaries	$ 8,392	$ 3,327	$ 42,581	$ 1,968
Benefits	3,069	893	10,030	490
Travel	247	25	1,117	15
Office expense and occupancy	5,050	610	15,446	513
Depreciation and amortization	646	67	9,379	24
Insurance losses and costs				
Premiums				
Net insurance programs				
Jamboree (world/national)			21,029	
All other expenses	10,124	776	13,660	1,878
Allocated expenses[1]	0	(54)	(23,410)	322
Total expenses	$ 27,528	$ 5,644	$ 89,832	$ 5,210

	PROGRAM SERVICES			
	World Scout Bureau Fees	Insurance Programs	Product Sales Cost of Sales	**Total Program Services**
Salaries				$ 56,268
Benefits				14,482
Travel				1,404
Office expense and occupancy				21,619
Depreciation and amortization				10,116
Insurance losses and costs		$ 38,170		38,170
Premiums		(5,173)		(5,173)
Net insurance programs		32,997		32,997
Jamboree (world/national)				21,029
Cost of goods sold – scout shop & trading post			$ 28,652	28,652
All other expenses	$ 1,604			28,042
Allocated expenses[1]			(28,652)	(51,794)
Total expenses	$ 1,604	$ 32,997	$ 0	$ 162,815

	SUPPORTING SERVICES			
	Management and General	Fundraising	**Total Supporting Services**	**Total Expenses**
Salaries	$ 15,918	$ 1,107	$ 17,025	$ 73,293
Benefits	3,757	267	4,024	18,506
Travel	157	98	255	1,659
Office expense and occupancy	2,030	198	2,228	23,847
Depreciation and amortization	11,682	7	11,689	21,805
Insurance losses and costs				38,170
Premiums				(5,173)
Net insurance programs				32,997
Jamboree (world/national)				21,029
Cost of goods sold – scout shop & trading post				28,652
Reorganization Cost	166,506		166,506	166,506
All other expenses	12,238	440	12,678	40,720
Allocated expenses[1]	(2,144)	22	(2,122)	(53,916)
Total expenses	$ 210,144	$ 2,139	$ 212,283	$ 375,098

[1] Certain expenses have been allocated to Supply operations, Magazine publications, and Program services. Supply operations and Magazine publications expenses are included with revenue on the statement of activities.

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

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended December 31, 2023 (In thousands) Boy Scouts of America

Cash Flows from Operations:	
Change in net assets	$ 2,284,313
Adjustments to reconcile change in net assets to net cash and cash equivalents provided by operations:	
Depreciation and amortization	21,805
Net realized and unrealized losses on investments	(14,905)
Interest and dividends reinvested	(939)
Contributions to the permanently restricted endowment	(1,795)
Contributions restricted for capital expenditures and debt service	(647)
Non-cash operating lease expense	(19,315)
Net losses on disposal of land, buildings, and equipment	1,239
Changes in assets and liabilities:	
Decrease in accounts receivable	2,396
(Increase) in pledges receivable	(9,469)
Decrease in other receivables	52
(Increase) in inventories	(2,725)
(Increase) in prepaid charges/other assets/gift annuities	(13,899)
(Decrease) in accounts payable/accrued liabilities/gift annuities	(6,136)
Increase in unearned fees and subscriptions	19,311
Increase in operating lease liabilities	15,608
(Decrease) in claims and other insurance reserves	(2,400,225)
Net cash and cash equivalents (used in) operations	(125,331)
Cash Flows from Investing:	
Additions to land, buildings, and equipment	(4,998)
Proceeds from the sale of investments	371,278
Purchases of investments	(321,517)
Net cash and cash equivalents provided by investing activities	44,763
Cash Flows from Financing:	
Increase in line of credit financing	106,422
Increase in securities lending payable	(1,803)
Repayment of debt	(4,486)
Contributions from non-controlling interest	12,151
Distributions to non-controlling interest	(29,099)
Contributions to the permanently restricted endowment	1,795
Contributions restricted for capital expenditures and debt service	647
Net cash and cash equivalents provided by financing activities	85,627
Increase in cash and cash equivalents	5,059
Cash and cash equivalents, beginning of the year	197,838
Cash and cash equivalents, end of year	$ 202,897
Supplemental Cash Flow Information:	
Interest paid	$ 12,909
Gifts-in-kind	165

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

Note 1. Organization, Bankruptcy Proceedings, Going Concern, Litigation and Summary of Significant Accounting Policies

The major activities of the Boy Scouts of America, National Council are providing local councils with program materials and support in the areas of membership growth, fundraising, communications, administration, insurance, employee benefits, investment management, and human resources. The National Council's activities also include merchandise sales, magazine publications, and the coordination of national events.

Consolidation. The consolidated financial statements combine the accounts and results of operations and activities of the National Council of the Boy Scouts of America and its affiliates (National Council): Learning for Life; the Learning for Life Foundation; BSA Asset Management, LLC (BSAAM); BSA Commingled Endowment Fund, LP (Partnership); the Boy Scouts of America National Foundation (the Foundation), NewWorld19, LLC; and Arrow WV, Inc (collectively the "Affiliates"). Arrow WV, Inc. was formed in 2009 to develop the future home of the national Scout jamboree and a new high-adventure base, the Summit Bechtel Reserve (SBR). The National Council is the sole member of BSAAM, and BSAAM is the General Partner of the Partnership, whose limited partners consist primarily of the National Council and local councils. Thus, the National Council has a limited partner interest in the Partnership as well as a general partner interest as the sole member of BSAAM. As such, the financial statements include the consolidation of the Partnership's assets, liabilities, capital, and operations. The limited partner interest of the local councils in the Partnership is presented in the consolidated financial statements as a noncontrolling interest. Other results of operations and activities of local councils are not included. All significant intercompany transactions have been eliminated.

Petitions for Relief Under Chapter 11

On February 18, 2020 (the "Petition Date"), the National Council of the Boy Scouts of America, excluding the Affiliates, and Delaware BSA, LLC, formed in 2019 (together, the "Debtors"), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code"). The Debtors' chapter 11 cases (collectively, the "Chapter 11 Cases") are being jointly administered under the caption *In re Boy Scouts of America and Delaware BSA, LLC*, Case No. 20-10343 (LSS), in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). Documents filed on the docket of, and other information related to, the Chapter 11 Cases are available free of charge online. The Debtors filed the Chapter 11 Cases to achieve two key objectives: (i) to equitably compensate abuse survivors who were harmed during their time in Scouting and (ii) to ensure that the National Council emerges from bankruptcy with the ability to continue Scouting's mission. Upon the filing of the Chapter 11 Cases, sexual abuse-related litigation against the Debtors was stayed and, based on subsequent orders of the Bankruptcy Court, the automatic stay was extended to stay Scouting-related sexual abuse litigation against local councils and chartered organizations.

The application of the accounting requirements of ASC 852 *Reorganizations, Overall*, which provides guidance for entities that have filed petitions in bankruptcy court, began upon the filing of the Debtors' voluntary bankruptcy petitions; the applications and disclosure required by ASC 852-10 are included and the consolidated financial statements as of and for the year ended December 31, 2023. As of December 31, 2023, $166,506 of reorganization costs were incurred.

The criteria requiring fresh start accounting are: (1) the holders of the then-existing common shares of the Predecessor received less than 50 percent of the new common shares of the Successor outstanding upon emergence from bankruptcy and (2) the reorganization value of the Company's assets immediately prior to confirmation of the Plan was less than the total of all post-petition liabilities and allowed claims. Upon emergence from bankruptcy, we did not meet the criteria and were not required to adopt fresh start accounting in accordance with FASC Topic 852, Reorganizations.

Filing of Proofs of Claim and Restructuring Plan

On May 26, 2020, the Bankruptcy Court entered an order establishing, among other deadlines, November 16, 2020, as the deadline for all holders of abuse claims and other claims to assert claims against the Debtors and approving certain procedures for the filing of claims in the Chapter 11 Cases. The Bankruptcy Court approved special procedures for providing notice to known and unknown survivors of Scouting-related abuse. Approximately 82,200 non-duplicative proofs of claim on account of sexual abuse, and 14,000 claims indirectly related or unrelated to sexual abuse, were filed against the Boy Scouts of America prior to the claim's deadline. The Bankruptcy Court appointed $2,400,000 as payment for claims.

In order to globally resolve abuse claims against the Debtors and certain other parties in interest, the Debtors filed a plan of reorganization in the Chapter 11 Cases that establishes a settlement trust to compensate holders of abuse claims and provides for a channeling injunction of such abuse claims and nonconsensual third-party releases related thereto (as may be amended, modified, or supplemented, the "Plan") Specifically, the Plan incorporates agreements and settlements with, among others, the Debtors' secured lender, the official committees appointed to represent unsecured creditors and tort claimants in the Chapter 11 Cases, an ad hoc committee representing counsel of a majority of the holders of sexual abuse claims, an ad hoc committee representing the interests of the local councils, certain of the Debtors' chartered organizations, and certain of the Debtors' insurance companies. In return for contributions from or on behalf of certain of such settlement parties to the settlement trust established under the Plan for the benefit of abuse survivors, the Plan channels to the settlement trust abuse claims against the Debtors, related non-debtor entities, local councils, chartered organizations, settling insurance companies, and their respective representatives and provides for a coextensive nonconsensual release of such abuse claims related to acts prior to the Petition Date.

After a confirmation hearing that was contested by certain participants that spanned twenty-two days and included the submission of testimony and evidence and oral argument supporting confirmation of the Plan, the Bankruptcy Court issued an opinion on July 29, 2022, with respect to confirmation of the Plan (the "Confirmation Opinion"). The Confirmation Opinion did not confirm or deny the Plan, but the Bankruptcy Court approved the key elements of the Plan which included (a) the required contribution (as outlined below) of the National Council to a settlement trust to be established for the benefit of survivors in exchange for a release from all abuse claims arising prior to the petition date, (b) settlements with the local councils of any liability on the account of abuse claims arising prior to the petition date, (c) settlements with four of the Boy Scouts of America's insurers, settlements with certain chartered organizations and releases described above. After the Debtors and the parties supporting the Plan made modifications to the Plan to conform to the rulings in the Confirmation Opinion, the Bankruptcy Court held subsequent hearings to consider such modifications. On September 8, 2022, the Bankruptcy Court entered an order confirming the Third Modified Fifth Amended Chapter 11 Plan of Reorganization (with Technical Modifications) for Boy Scouts of America and Delaware BSA, LLC (the "Confirmation Order").

On April 19, 2023, the effective emergence date from bankruptcy under ASC 852-10 (emergence date), the Boy Scouts of America and Delaware BSA, LLC received affirmation from the bankruptcy court of the confirmation order resulting in the following required contributions for the National Council:

> Based on the emergence date and the amount of professional fees incurred by the National Council totaling $325,301 no additional unrestricted cash and investments were required.
>
> The National Council contributed its owned artwork with a deemed value in the Plan of $59,000. The owned artwork is not recognized as an asset in the Consolidated Statement of Financial Position at December 31, 2023.
>
> Oil and gas mineral rights with a deemed value in the Plan of $7,600. The oil and gas mineral rights being contributed are not recognized as assets at December 31, 2023.
>
> An $80 million 10-year note payable with fixed and variable principal payments, payable annually, and an interest rate of 5.5%.
>
> As of the date of emergence the contingent obligation based on achievement of certain future membership thresholds was $0.

Additional elements of the Plan which directly relate to the National Council as confirmed by the Confirmation Order include:

All liabilities of abuse occurring before the petition date of $2,400,000 were transferred to the settlement trust creating an extraordinary gain, resulting in a significant decrease in the general reserve liability balance and is no longer recorded on the financial statements as of December 31, 2023. A $767 gain was recognized associated with core value and unsecured settlement payments to creditors whose actual liabilities were lower than what was previously recorded.

New debt will be entered into by the National Council with the approximate amounts totaling approximately $262,700 with JP Morgan (replacing the existing debt), the settlement trust note of $80,000, and an intercompany loan from the Foundation of $42,800, which will eliminate in the National Council's consolidated financial statements. In addition, the National Council will be obligated to pay prepetition unsecured creditors a total of $25,000 in 4 semi-annual installments. The Boy Scouts of America will be subject to two financial covenants, a debt service coverage ratio and minimum liquidity. The Boy Scouts America will also be subject to average estimated debt service of $39,000 per year based on these debt balances.

The National Council will be bound by the terms of the Plan and Confirmation Order related to youth protection.

Commitments and Contingencies - General Liability Insurance Program

The National Council had a general liability insurance program (GLIP) through the Petition Date. The program is funded by payments received from the National Council, local councils, chartered units, and from investment income. Premiums received during 2023 for this program were $4,125 and insurance losses, costs and provision expense were $36,326. On the Consolidated Statement of Revenues, Expenses, and Other Changes in Net Assets, which includes the stated insurance losses and costs total, is $1,844 of insurance losses and costs from other insurance programs. Similarly, $1,048 is included in premiums revenue from other insurance programs.

The GLIP contained $32,125 of investments, receivables, other assets, and $219 of liabilities and loss contingency for a net assets of $31,906 as of December 31, 2023. The net assets of the GLIP is reported within board designated net assets in the accompanying Consolidated Statement of Financial Position.

Notes Payable

The National Council renegotiated post-bankruptcy debt that was in default, that involved entering into new debt agreements with JP Morgan to modify the terms of the original debts.

See Note 6 for further discussion regarding the status of outstanding debt as of the financial statement date.

Long Lived Asset to Be Held or Used

ASC 360, *Property, Plant, and Equipment*, indicates that long-lived assets within an asset group should be tested for recoverability whenever events or circumstances indicate that the carrying amount of the long-lived assets may not be recoverable. An asset or asset group is considered to be recoverable when the sum of the undiscounted cash flows expected to be generated from the asset or asset group is greater than its carrying amount. This analysis is the first step of the impairment test of long-lived assets. If an asset group is not recoverable based on the results of step one, the second step determines the extent of impairment, if any, by comparing the fair value of the asset group to its carrying amount. If the carrying amount of an asset group is recoverable (i.e., passes step one), the reporting entity is precluded from recognizing an impairment charge, even if the fair value of the asset group, or any individual asset within the group, is less than its carrying amount.

Liquidity and Capital Resources

The National Council's primary sources of liquidity are cash on hand, cash flow from operations, accounts receivable primarily from local councils, pledge payments available for operations, endowment earnings from board designated funds and borrowings from debt facilities.

The National Council regularly monitors liquidity to meet its operating needs and other contractual commitments. As part of the National Council's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities and other obligations come due. In addition, the National Council invests cash in excess of operating requirements.

Notes to Consolidated Financial Statements ($ stated in thousands)

The table reflects the National Council's financial assets as of December 31, 2023, reduced by the amounts that are not available to meet general expenditures within one year of the statement of financial position date due to contractual restrictions or internal board designations:

	2023
Cash and cash equivalents	$ 202,897
Investments	244,790
Account receivable	13,049
Pledges receivable	23,477
Total Financial Assets	484,213
Noncontrolling interest	(143,047)
Endowment with donor restrictions	(118,999)
Pledges receivable due in greater than one year	(20,935)
Financial assets available to meet cash needs for general expenditures within one year	$ 201,232

The National Council continues to fund its operations subsequent to the balance sheet. Furthermore, the National Council has a board-designated endowment of $1,650 as of December 31, 2023. As of the date of this report, an intercompany loan from the Foundation of $42,800, which is eliminated in consolidation of the financial statement will be used to fund operations when needed.

Statement of Cash Flows. For purposes of reporting cash flows, cash includes demand deposits with banks or financial institutions, on-hand currency, and other kinds of accounts that have the general characteristics of demand deposits. Cash equivalents include short-term investments with original maturities of three months or less but do not include short-term investment funds of third-party investment managers.

Estimated Fair Values of Financial Instruments. Financial instruments include cash, investments, accounts and pledges receivable, accounts payable, and debt. Cash, investments, accounts receivable, accounts payable, and debt are deemed to be stated at their fair values.

Unconditional promises to give that are expected to be collected within one year are recorded at net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at fair value, which is measured as the present value of their future cash flows. The discounts on those amounts are computed using risk-adjusted interest rates applicable to the years in which the promises are received.

The National Council has adopted the fair value accounting guidance issued by the Financial Accounting Standards Board (FASB). Fair value accounting guidance establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable input be used when available.

Observable inputs are used by market participants in pricing an asset or liability based on market data obtained from sources independent of the National Council. Unobservable inputs reflect the National Council's judgment regarding assumptions market participants would use in pricing an asset or liability based on the best information available in the circumstances. In instances where the determination of the fair value measurement is based on inputs from more than one level of the fair value hierarchy, the entire fair value measurement is classified within the hierarchy based on the lowest level of input that is significant to the fair value measurement in its entirety.

The hierarchy is measured in three levels based on the reliability of inputs:

- Level l–Valuations based on quoted prices in active markets for identical assets as of the reporting date.

- Level 2–Valuations based on pricing inputs that are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability and are developed based on market data obtained from independent sources.

- Level 3–Valuations are derived from other valuation methodologies, including pricing models, discounted cash flow models, and similar techniques. Level 3 valuations incorporate certain assumptions and projections that are not observable in the market and require significant judgment in determining the fair value assigned to such assets or liabilities.

Regarding Level 2, the valuation of these securities is handled daily by external pricing services administered by the National Council's safekeeping and custodial agent that monitor and assign values based on secondary markets. Where this is insufficient (e.g., for bank loans and private placements), the agent utilizes its proprietary pricing matrix for valuation, taking into consideration numerous input factors such as risk and liquidity.

Real estate investments, private equity, and collective trust funds are carried at estimated fair value based on the reported net asset value provided by the general partner of the fund.

The general partner of the fund marks the underlying real estate assets to fair value using the following procedures and parameters:

- All real estate investments are valued on at least an annual basis with the objective of providing a quarterly valuation schedule that is balanced with respect to property type, location, and percentage of portfolio carrying value.

- Newly acquired investments are carried at cost until their first scheduled valuation approximately 12 months after acquisition (the initial valuation) unless within the first 12 months market factors indicate cost may not be a reliable indicator of fair value.
- Subsequent to and including the initial valuation, the fair value of an investment shall be determined by an annual valuation prepared in accordance with standard industry practice by an independent third-party appraiser that is licensed and has a MAI designation (Member of the Appraisal Institute).

- All investments not scheduled for valuation in a particular quarter will be reviewed to determine if an interim value adjustment is warranted based on property or market-level changes. If warranted, an updated valuation will be prepared by an independent third-party appraiser that is licensed and has a MAI designation.

- Any capitalized costs relating to investments incurred during periods between independent valuations will be added to the most recent independent valuation to determine the current carrying value of the investment.

The appraisal process, while based on independent third-party valuations as well as verified property and market-level information, may result in a valuation estimate that differs materially from the sales price actually realized due to the particular motivations of buyers and sellers, as well as the subjectivity inherent in the process. Although the estimated fair values represent subjective estimates, the general partner of the fund believes these estimated values are reasonable approximations of market prices. Management has obtained an understanding of the valuation methodology utilized to value the underlying assets and believes the reported net asset value of the fund is an accurate fair value of the investment.

Bank loans are priced through the Markit Loan Pricing service. It offers liquidity information for the leveraged loan market, as well as access to liquidity metrics, such as the number of dealers quoting with the size and the average size quoted. A daily price is received on every bank loan in the portfolio.

Inventories. Inventories of merchandise, printing stock, and supplies are carried at the lower of average cost or market value. Periodically, but no less often than once each year, inventory is evaluated for obsolescence. If inventory quantities on hand exceed reasonably anticipated future demands, inventory is written down to its net realizable value. The difference between current carrying cost and net realizable value is a period cost. Damaged inventory items are expensed immediately.

Land, Buildings, and Equipment. These assets are stated at cost or, if acquired by gift, at the estimated fair market value at the date of the gift. Depreciation and amortization are provided over the estimated useful lives of the related assets using the straight-line method. Estimated useful lives for financial reporting purposes are as follows: buildings and improvements, 10 to 40 years; computer software and hardware, 3 to 10 years; and furniture, fixtures, and other equipment, 3 to 10 years. Land improvements are depreciated over 20 years. Leasehold improvements are amortized over the lesser of the lease term or the life of the asset. Construction in progress is not depreciated until placed into operation. Property and equipment with a cost of more than $1,500 and an estimated useful life of more than two fiscal years is capitalized.

Revenue. Registration and licensing fees are recorded as income in the applicable membership, participation, or licensing period. High-adventure and jamboree fees are recorded as income in the applicable period of attendance. National service fees are paid by the local councils for administrative services provided and are recognized in the period earned. Revenues from merchandise sales are recognized at the point of sale and are reported net of returns and allowances. Subscription and advertising revenues are reflected as earned income when publications are issued. Investment gain (loss) includes interest and dividends earned during the period as well as realized and unrealized gains and losses on investments, net of investment expenses.

Pledges (Note 4) and contributions are recognized as revenues in the year in which an unconditional promise to give is received. Amortization of the discounts is included in contribution revenue. Conditional promises to give are not included as support until the conditions are substantially met. Restricted pledges and contributions that are to be utilized in the same period as donated are initially recorded as restricted revenues. Bequests are recorded when the amount and timing of receipt of funds are known. Contributions of land, buildings, and equipment are generally recorded as board-designated net assets as no time restriction is assumed for their use. Insurance premium revenue is recognized pro rata over the terms of the related policies.

Concentration of Market and Credit Risk. Market risk represents the potential loss the National Council faces due to a decrease in the value of its investments and assets held at fair value. Credit risk represents the potential loss the National Council faces due to possible nonperformance by obligors and counterparties of the terms of their contracts. Financial instruments that potentially subject the National Council to concentrations of credit risk consist principally of cash equivalents, the investment portfolio (Note 2), and accounts receivable and pledges receivable. Credit risk on pledges receivable is managed by discounting the pledges based on a rate that reflects the risk of that pledge not being collectable.

In order to limit credit risk with respect to cash equivalents and the investment portfolio, the National Council invests in obligations of the United States government, mutual funds, and other marketable securities. These investments are held by diverse, high-quality financial institutions. The National Council grants unsecured credit to local councils and others for merchandise sales and insurance coverage within established guidelines for creditworthiness. These transactions make up the majority of accounts receivable.

Underwater Endowment Funds. The National Council considers its endowment funds to be underwater if the fair value is less than the sum of (1) the original value of the initial and subsequent gift amounts donated to the endowment fund and (2) any accumulations to the endowment fund that are required to be maintained in perpetuity per the direction of the donor. From time to time, the fair value of assets with individual donor- restricted endowment funds may fall below the level required to be maintained by the donor or required by law.

At December 31, 2023, there were two endowment funds with an aggregate deficiency of $24.

	2023
Fair value of endowment funds	$ 735
Original/accumulative endowment gift amount	(759)
(Deficiencies) of endowment funds	$ (24)

Leases. ASC 842 requires that, for leases longer than one year, a lessee recognize in the Balance Sheets a right of use asset, representing the right to use the underlying asset for the lease term, and a lease obligation, representing the liability to make lease payments. It also requires that for finance leases, a lessee recognize interest expense on the lease obligation, separately from the amortization of the right of use asset in the Consolidated Statement of Revenues, Expenses, and Other Changes in Net Assets, while for operating leases, such amounts should be recognized as a combined expense. In addition, this ASU requires expanded disclosures about the nature and terms of lease agreements. Right of use assets are amortized using the straight-line method over the shorter of the remaining life of the lease agreements or the life of the asset.

Donated Services. A substantial number of volunteers have donated significant amounts of their time to the operations of the National Council, and numerous media organizations have provided public service advertising. Volunteer services that create or enhance nonfinancial assets (e.g., camps, buildings) or require specialized skills, and are performed by people possessing those skills, are recorded as contributions and as expenses or additions to land, buildings, and equipment. Due to practical reasons, not all donated services are recorded. Where practical and of significant materiality, the National Council records donated services at fair value of the services received as contribution revenue on the Consolidated Statement of Revenues, Expenses, and Other Changes in Net Assets.

Functional Expenses. The costs of providing the Scouting program and supporting services have been summarized on the consolidated statement of revenue, expenses and other changes in net assets on a functional basis. Most expenses can be directly attributed to the program or supporting functions. Certain categories of expenses are attributed to more than one program or supporting function. Therefore, these expenses require allocation on a reasonable basis that is consistently applied. The expenses in this category include occupancy, depreciation, office expenses, insurance, salaries and wages of support personnel, accounting, information technology personnel, and payroll taxes. The basis of the allocation of these expenses is the result of a time study of staff activities which is performed every two years. The percentage of time allocated to each of the programs and the supporting functions is based on the time study and is applied to the expenses that are allocated. The consolidated financial statements report expenses by function in the consolidated statement of functional expenses.

Program Services Expenses comprise:

- **Field Operations.** Support for local councils, including but not limited to, administration of standards of performance, inspection of council campsites, assistance with long-range planning, conduct of regional training and conferences for professionals and volunteers, administration of an extensive program of local council financial support, and administration and funding of the defense of our private membership rights.

- **Human Resources and Training.** Administration of all aspects of human resources policies for the local councils including recruiting, placement, and training of professional employees; promoting diversity; managing compensation and benefits programs; and monitoring employee relations.

- **Program Development and Delivery.** Development of the basic program; providing camping and outdoor literature, materials, and techniques, as well as engineering service, to local councils; managing the volunteer training programs of the Boy Scouts of America and handling all national program support in the areas of health and safety, activities, program evaluation, and low-income program; developing uniforms and insignia and other program elements; operating the National Scouting Museum; operating the high-adventure bases and the national jamboree.

- **Program Marketing.** Administration of public relations, including providing news releases, features for print and broadcast media, and internal news in the form of newsletters, fact sheets, and the annual report for the nationwide Scouting family. In addition, protection and promotion of the Scouting brand.

- **World Scout Bureau Fees.** Payment to the World Organization of the Scout Movement in support of international enrichment programs based on an established fee for each registered, uniformed youth and adult member.

- **Insurance Programs.** Support of the group medical, life, dental, and general liability insurance programs for local councils and the National Council.

The Use of Estimates in Preparing Financial Statements. The preparation of financial statements in conformity with United States of America generally accepted accounting principles (US GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and reported amounts of revenues and expenses during the reporting period. Actual results could differ significantly from those estimates.

Income Tax Status. The National Council and its other affiliates, Learning for Life, the Learning for Life Foundation, the Boy Scouts of America National Foundation, BSA Asset Management, LLC, and Arrow WV, Inc., are exempt from income tax under Section 501(c)(3) of the Internal Revenue Code and have been classified as organizations that are not private foundations. Each of the partners of the Partnership is responsible for reporting its allocable share of the partnership's income or loss on its individual tax returns.

Income from certain activities (primarily magazine advertising income, sponsorships, and net revenue from sales of livestock) not directly related to the National Council's tax-exempt purpose is subject to taxation as unrelated business income. As of December 31, 2023, the National Council has a cumulative net operating loss of approximately $38,546. Management has determined that it is more likely than not that the net operating loss will not be realized and has therefore provided a full valuation allowance against any deferred tax asset as of December 31, 2023.

Uncertainty in Income Taxes. The National Council recognizes interest and penalties related to underpayment of income taxes as income tax expense. As of December 31, 2023, the National Council had not recorded any amounts related to unrecognized income tax benefits or accrued interest and penalties. The National Council does not anticipate any significant changes to unrecognized income tax benefits over the next year.

Recent Accounting Pronouncements. In February 2016, the FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326)*. ASU 2016-13 replaces the incurred loss impairment methodology currently under GAAP with the Current Estimated Credit Losses (CECL) model and requires the National Council to measure credit losses based on historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. The standard is effective for annual reporting periods in fiscal years that begin after December 15, 2023. The National Council does not expect the adoption of the standard to have a material impact on financial statements.

Subsequent Events. The National Council has performed a review of subsequent events through the date of the financial statements were issued and noted the following: In conclusion, other than those items already disclosed in the consolidated financial statements, there were no events or transactions during this subsequent event reporting period that required recognition or disclosure.

Notes to Consolidated Financial Statements ($ stated in thousands)

Note 2. Investments

At December 31, 2023, investments comprised the following:

	Level 1	Level 2	Level 3	Total
Short-term investment funds and treasury bills	$ 5,223	$ 3,957	$ 0	$ 9,180
Debt securities				
Government	0	19,525	0	19,525
Corporate	0	18,540	0	18,540
Other	0	18,174	0	18,174
Total debt securities	0	56,239	0	56,239
Equity securities				
Common stocks—domestic	8,427	3,383	0	11,810
Common stocks—foreign	23,392	3,340	0	26,732
Total equity securities	31,819	6,723	0	38,542
Investments measured at net asset value[1]				141,398
Total investments	$ 37,042	$ 66,919	$ 0	$245,359

[1] Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Consolidated Statement of Financial Position.

No transfers between any of the levels occurred in 2023.

Notes to Consolidated Financial Statements ($ stated in thousands)

The National Council uses the Net Asset Value (NAV) to determine the fair value of all underlying investments which: (a) do not have a readily determinable fair value and (b) prepare their investee's financial statements consistent with the measurement principles of an investment company or have the attributes of an investment company. The following table lists investments by major category as of December 31, 2023:

2023

Type	Strategy	NAV in Funds	# of Funds	Remaining Life	$ Amount of Unfunded Commitments	Timing to Drawdown Commitments
Private Equity (Limited Partnership)	Private equity funds invest in companies not listed publicly and startup companies to earn high rate of return. The strategy allocates between middle market corporate finance focused funds and venture capital focused funds	$ 56,189	56	1 to 10 years	$ 8,347	1 to 2 years
Collective Trust	Collective trust fund is like a mutual fund, but it only sells to institutional investors. CTF funds cover broad strategies including but not limited to U.S. equity, Non U.S. equity, U.S. investment grade debt, U.S. treasury debt, high yield debt and global REITS	58,924	19	N/A	N/A	N/A
Private Real Estate (Limited Partnership)	Private real estate fund utilizing core strategy to generate income while maintain low risk profile by focusing on gateway cities and other large cities. Investments include residential, industrial, retail and office sectors to diversify portfolio.	26,285	2	2 to 3 years	2,194	0 to 2 years
High Yield (Limited Partnership)	The limited partnership focus mainly on U.S. high yield market and has small exposure to bank loans.	0	0	N/A	N/A	N/A
	Total	$ 141,398	77		$ 10,541	

The Private Equity funds have no redemption terms. The Private Real Estate funds have a 45-day notice period and quarterly redemption. Most Collective Trust funds may be redeemed daily except the ACWI ex U.S. CTF fund that can typically be redeemed twice a month. High Yield Limited Partnership funds can be redeemed monthly with a ten-business day notice.

Investment securities may be purchased or sold on a when-issued or delayed delivery basis. These transactions involve a commitment to purchase or sell securities for a predetermined price or yield, with payment and delivery taking place beyond the customary settlement period. When delayed delivery purchases are outstanding, liquid assets will be set aside or earmarked internally, until the settlement date, in an amount sufficient to meet the purchase price. When purchasing a security on a delayed delivery basis, the rights and risks of ownership are assumed, including the risk of price and yield fluctuations, and such fluctuations are taken into account when determining net asset values. Delayed delivery transactions may be disposed of or renegotiated after they are entered into, and when-issued securities may be sold before they are delivered, which may result in an investment gain or loss.

Investment securities of the National Council whose values are expressed in foreign currencies are translated to U.S. dollars at the bid price of such currency against U.S. dollars last quoted by an approved pricing vendor or major bank on the valuation date. Dividend and interest income and certain expenses denominated in foreign currencies are translated to U.S. dollars based on the exchange rates in effect on the date the income is earned and the expense is incurred. Exchange gains and losses are realized upon ultimate receipt or disbursement.

Net investment income on the Consolidated Statement of Revenues, Expenses, and Other Changes in Net Assets includes $8,601 of interest and dividends, $12,991 of net realized gains, and $1,070 of unrealized gains in the fair value of investments less $1,789 in investment manager expenses. Included within the change in net assets attributed to noncontrolling interests is net investment income pertaining to the local councils' limited partner interest within the Partnership which for 2023 includes $3,258 of interest and dividends, $8,030 of net realized gains, and $500 of unrealized losses in the fair value of investments less $1,143 in investment manager expenses.

The National Council participates in a securities lending program with its investment custodian, State Street. This program allows State Street to loan securities, which are assets of the National Council, to approved brokers. State Street requires the borrowers, pursuant to a security loan agreement, to deliver collateral at least equal to 102 percent of the market value of U.S. securities loaned, and 105 percent of the market value of non-U.S. securities loaned, to secure each loan. In the event of a default by the borrower, State Street shall indemnify the National Council by purchasing replacement securities equal to the number of unreturned loaned securities or, if replacement securities are not able to be purchased, State Street shall credit the National Council for the market value of the unreturned securities. In each case, State Street would apply the proceeds from the collateral for such loan to make the National Council whole.

Risk Factors

Currency/foreign exchange risk. The National Council may hold investments denominated in currencies other than the U.S. dollar, the National Council's functional currency. In such instances, there is exposure to currency risk, as the value of the investments denominated in other currencies will fluctuate due to changes in exchange rates. To the extent that these investments create risk in respect of movements in foreign exchange rates, the National Council may hedge this risk, in a cost-effective manner, to the extent possible. As of December 31, 2023, there are no foreign currency hedges.

Interest rate/credit risk. The National Council's investment portfolios are subject to interest rate and credit risk. The value of debt securities may decline as interest rates increase. The investment portfolios could lose money if the issuer of a fixed-income security is unable to pay interest or repay principal when it is due.

Market price risk. The prices of securities held by the National Council may decline in response to certain events, including those directly involving the companies whose securities it owns. Those events may include, but are not necessarily limited to: conditions affecting the general economy; overall market changes; local, regional, or global political, social, or economic instability; and currency, interest rate, and commodity price fluctuations.

Notes to Consolidated Financial Statements ($ stated in thousands)

Note 3. Endowment

Endowment net asset composition and changes in composition by type of fund as of and for the year ended December 31, 2023:

	Without Donor Restrictions	With Donor Restrictions	Total
Balance December 31, 2022	$ 1,636	$ 145,971	$ 147,607
Investment return:			
Interest and dividends	0	4,004	4,004
Realized and unrealized investment losses	15	4,911	4,926
Investment manager fees	(1)	(630)	(631)
Net investment return	14	8,285	8,299
Contributions	0	3,155	3,155
Spending allocation	0	(286)	(286)
Net assets released from restriction	0	(3,030)	(3,030)
Other (net)	0	(34,884)	(34,884)
Balance December 31, 2023	$ 1,650	$ 119,211	$ 120,861

The National Council's endowment consists of approximately 111 individual funds established for a variety of purposes. The endowment includes both donor-restricted endowment funds and funds designated by the Executive Board to function as endowments. Net assets associated with endowment funds, including funds designated by the Executive Board to function as endowments, are classified and reported based upon the existence or absence of donor-imposed restrictions or in accordance with the Executive Board's interpretation of relevant law.

In 2023, $34,375 was distributed from donor with restrictions to fund operations.

Interpretation of relevant law. The National Council classifies net assets associated with its donor-restricted endowment as restricted. Investment returns in excess of spending authorized by the "spending policy" (the spending policy is defined below) are classified as temporarily restricted net assets, absent explicit donor stipulations to the contrary. The Executive Board of the National Council has determined that this classification is consistent with the intent of the Texas Uniform Prudent Management of Institutional Funds Act (TUPMIFA). Among other things, TUPMIFA creates a rebuttable presumption of imprudence if an organization authorizes a current spending rate in excess of 7 percent absent explicit donor stipulations. Amounts made available from donor-restricted endowment funds in accordance with the spending policy are classified as temporarily restricted net assets until they are expended.

In accordance with TUPMIFA, the National Council considers the following factors in establishing its spending rate for donor-restricted endowment funds:

1) The duration and preservation of the fund;
2) The purposes of the National Council and its donor-restricted endowment fund;
3) General economic conditions;
4) The possible effects of inflation and deflation;
5) The expected total return from income and the appreciation of investments;
6) Other resources; and
7) The National Council's investment policies.

Return objectives and risk parameters. The Executive Board of the National Council has adopted a Strategic Investment Policy and a Spending Policy for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that the National Council must hold in perpetuity or for a donor-specified period(s) as well as board-designated funds. The National Council invests its endowment assets in the Partnership. Under the Strategic Investment Policy, the endowment assets are invested in a manner that is intended to produce the highest total long-term return, consistent with prudent investment practices, sufficient to cover the maximum annual spending rate plus an allowance for inflation. The National Council expects its endowment funds to provide an average annual real rate of return of approximately 4.5 percent over the long term, after allowance for expected inflation and investment cost. Actual returns in any given year may vary significantly from this expectation.

Strategies employed for achieving objectives. To satisfy its long-term rate-of-return objectives, the National Council relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The National Council targets a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term return objectives within prudent risk constraints.

Spending policy and how the investment objectives relate to spending policy. The National Council has a policy of appropriating for distribution each year up to 5 percent of its endowment fund's average fair value over the prior 12 quarters through March 31 of the year preceding the fiscal year in which the distribution is planned. In establishing this policy, the National Council considered the long-term expected return on its endowment.

Notes to Consolidated Financial Statements ($ stated in thousands)

Note 4. Pledges Receivable

Included in pledges receivable are the following:

Unconditional promises to give before discounts	$ 35,977
Less discount	(10,391)
Net unconditional promises to give (before allowance)	25,586
Less allowance	(2,109)
Net unconditional promises to give (after allowance)	$ 23,477

Amounts due in:	
Less than one year	$ 4,085
One to five years	16,585
More than five years	15,307
Total undiscounted pledges	$ 35,977

Pledges are evaluated for collectability and assigned a discount rate related to the risk of uncollectable amounts. The discount rates for valuing 2023 pledges ranged from 2.20 to 4.91 percent.

Notes to Consolidated Financial Statements ($ stated in thousands)

Note 5. Land, Buildings, and Equipment

At December 31, 2023, land, buildings, and equipment comprised the following:

National office, less accumulated depreciation of $14,309	$ 4,512
High-adventure bases, less accumulated depreciation of $39,831	58,649
National Distribution Center, less accumulated depreciation of $110	10
Summit Bechtel Family National Scout Reserve, less accumulated depreciation of $103,586	346,276
Furniture, equipment, and software, less accumulated depreciation and amortization of $93,787	17,721
Total land, buildings, and equipment, less accumulated depreciation and amortization of $251,623	$ 427,168

Depreciation expense was $18,098 in 2023.

High-adventure bases include Philmont Scout Ranch, Florida Sea Base, Northern Tier, and the Summit.

Notes to Consolidated Financial Statements ($ stated in thousands)

Note 6. Notes Payable

Notes payable consists of the following at December 31, 2023:

	2023 Principal Payment	Interest Rate	Maturity Date	Outstanding at December 31, 2023
Converted Term Loan of $65,640	0	1.5% + SOFR	2033	65,640
Boy Scouts of America Settlement Trust of $81,422	0	5.5%	2033	81,422
2010 Bond issuance (Series B) of $50,000	0	3.22% fixed	2033	40,137
2012 Bond issuance of $175,000	0	2.94% fixed	2033	145,662
Term Loan of $11,250	0	1% + SOFR	2033	11,250
Core Value Note of $25,000	4,486		2025	20,514
National Boy Scouts of America Foundation Loan (intercompany eliminated in consolidation)	3,210	6.5%	2033	39,590
Total	$ 7,696			$ 404,215
National Boy Scouts of America Foundation Loan (intercompany eliminated in consolidation)	(3,210)		2033	(39,590)
Total	$ 4,486			$ 364,625

As of February 2020, the National Council's has pledged as collateral the National office and the High-adventure bases to secure notes payable.

In March 2012, the National Council issued debt to finance the development of the Summit. $175,000 in 10-year, tax-exempt bonds were added to the existing 2010 Series A and B bonds, and the 5-year $50,000 line of credit was increased by $25,000 to $75,000. Bond issuance costs were $100. The Series A bond was paid in 2015 and the Series B bond had a monthly principal and interest payment with a balloon payment of $40,363 that was due in 2020. No principal payments were made in 2023 due to the bankruptcy. In April 2023, post-bankruptcy the bond was renegotiated with JP Morgan on the remaining $40,137 extending the repayment period, with a balloon payment of $26,399 due in 2033.

The $175,000 bonds payable, required monthly interest and principal payments with a balloon payment of $136,834 due in 2022. No principal payments were made in 2023 due to the bankruptcy. In April 2023, post-bankruptcy the bond was renegotiated with JP Morgan on the remaining $145,662 extending the repayment period, with a balloon payment of $99,302 due in 2033.

The organization's entire bond proceeds have been used for development of the Summit. All the bonds are senior obligations of the organization and required collateral of the National Council's unrestricted gross revenues and the pledges pertaining to the project. The bond agreements include the standard covenants and events of default, including limitations on incurring additional indebtedness, a requirement to maintain a minimum ratio of certain cash and pledge amounts to debt, and a requirement to maintain a minimum ratio of unrestricted net assets to debt.

Notes to Consolidated Financial Statements ($ stated in thousands)

Covenants, collateral, and other terms for the $75,000 line of credit are as follows: The non-usage fee as amended is 0.15 percent per annum. The interest rate on amounts utilized is LIBOR plus 1.25 percent or prime rate of 4.5 percent for funds based on the flexibility needed on funds outstanding. In 2023, post-bankruptcy line of credit was converted to a term loan with an initial balance of $65,640, an interest rate of 1.5% plus SOFR, a maturity date of 2033 and a balloon payment of $13,128 also due at that time.

In April 2023, the National Council incurred a post-bankruptcy debt of $81,422 due to the settlement trust, this is a 10-year note with fixed and variable principal payments, payable annually with an interest rate of 5.5%.

In April 2023, Core Value debt to holders of unsecured claims post-bankruptcy of $25,000 payable semi-annual payments.

Aggregate maturities of notes payable for each of the years subsequent to December 31, 2023, are as follows:

2024	$ 14,214
2025	24,622
2026	24,674
2027	24,883
2028 and thereafter ...	276,232
Total..........................	$ 364,625

Interest incurred, capitalized, expensed, and paid during the year ending December 31, 2023, were:

Interest incurred	$ 16,008	Interest paid	$ 12,909
Interest expensed	$ 16,008		

Note 7. Lease Obligations

The National Council leases are operating leases. The National Council's leases have remaining terms that range from less than a year to approximately 5 years, including extension options management expects to exercise.

During the year ended December 31, 2023, the total costs associated with the National Council's leasing activities are as follows:

	2023
Operating lease cost	$ 4,574

Commitments

Future minimum rent payments under non-cancelable lease obligations with initial terms in excess of one year in effect as of December 31, 2023, are as follows:

Year Ending December 31,	Operating Lease
2024 ………………………….……	$ 4,710
2025 ………………………….……	4,707
2026 ………………………….……	4,587
2027 ………………………….…	4,504
2028 ………………………….…	500
Total……………………...……	19,008
Unrecognized interest……………	(1,996)
Lease obligations…………..……	$ 17,012

Notes to Consolidated Financial Statements ($ stated in thousands)

As of December 31, the National Council's right of use assets are summarized as follows:
Operating leases

	2023
Beginning balance	$ 1,404
Additions	16,576
Other adjustments	2,739
Buy-out	0
Amortization	(3,707)
Ending balance	$ 17,012

As of December 31, the National Council's lease obligations are summarized as follows:
Operating leases

	2023
Beginning balance	$ 1,404
Additions	16,576
Other adjustments	2,739
Buy-out	0
Interest accretion	1,996
Lease payments	(5,703)
Ending balance	$ 17,012

As of December 31, the weighted-average remaining term and the weighted-average discount rate associated with the National Council's leases are as follows:

	2023
Weighted-average remaining lease term – operating leases	36 months
Weighted-average discount rate – operating leases	2%

Note 8. Net Assets Without Donor Restrictions

At December 31, 2023, unrestricted net assets with a controlling interest comprised the following:

General operations	$ (207,530)
Board-designated:	
Unrestricted Investments	1,650
Properties	270,496
Retirement Benefits Trust (Note 11)	2,043
Insurance Programs	35,100
Other	9,945
Total board-designated net assets	319,234
Total unrestricted net assets, controlling interest	$ 111,704

Unrestricted net assets attributed to noncontrolling interests represent the local councils' ownership in the Partnership. Total unrestricted net assets have changed as follows:

	Controlling Interest	Noncontrolling Interest	Total Unrestricted
Net assets as of December 31, 2022	$(2,193,249)	$ 150,708	$(2,042,541)
Change in net assets	2,304,953	(7,304)	2,297,649
Net assets as of December 31, 2023	$ 111,704	$ 143,404	$ 255,108

Notes to Consolidated Financial Statements ($ stated in thousands)

Note 9. Net Assets With Donor Restrictions

At December 31, 2023, restricted net assets comprised the following:

Permanently restricted net assets:	
National Scouting Museum (income supports museum operations)	$ 12,191
Waite Phillips Scholarship (income supports Philmont scholarships)	8,243
Cooke Eagle Endowment (income supports Eagle Scout scholarships)	6,931
Genevieve and Waite Phillips (income supports maintenance of Philmont)	6,741
Kenneth McIntosh (income supports Scouting around the world)	3,431
High adventure (income benefits high-adventure program)	3,346
Hall Scholarship (income supports Eagle Scout scholarships)	2,381
John W. Watzek Jr. (income supports general operations)	2,367
Sonia S. Maguire (income supports Philmont camperships)	2,202
Steve Fossett High-Adventure Base Endowment (income supports high-adventure bases)	2,177
Genevieve Phillips (income maintains Philmont Villa and grounds)	2,020
NESA Scholarship (income provides academic scholarships for Eagle Scouts)	1,891
DeWitt-Wallace Foundation (income supports leadership programs)	1,555
Northeast Region Main Trust Fund (income supports Northeast Region)	1,543
Scoutmaster Recognition (income supports scholarships for outstanding Scoutmasters)	1,499
Summerfield Endowment (income supports general operations)	1,434
Hanna Eagle Scout Scholarship Fund (income supports Eagle Scout scholarships)	1,291
BSAF Endowment Fund (income supports Philmont Scout Ranch)	1,251
Robert E. Allen Endowment Fund (income supports general operations)	1,240
Other	25,994
Total permanently restricted net assets	89,728
Temporarily restricted net assets:	
Arrow WV (contributions and income supports the Summit)	23,940
Pillars of Scouting Pledge (income supports BSA debt relief)	17,531
Lilly Indiana Implementation Grant (supports councils in Indiana)	6,246
Poole Gateway Endowment (supports Poole Gateway Village and related programs)	5,456
Goodrich Lake Endowment Fund (maintains lake at the Summit)	4,003
Doug Cook Memorial Fund (supports Chief Okemo council)	2,189
Glen Adams Eagle Scout Scholarships (supports Eagle Scout scholarships)	1,867
G&W Phillips Endowment Income (income supports Philmont real estate)	1,639
Waite Phillips Scholarship Income (supports Philmont scholarships)	1,588
Arnold Scoutreach (supports general charitable purposes of the BSA and related entities)	1,395
Cabela Family Foundation Fund (used to rehabilitate Cimarroncita at Philmont)	1,320
Hafer Chaplain Expenses (supports chaplaincy services at high adventure bases)	1,295
Tridave Legacy Pledge (income supports Summit venues)	1,283
Mississippi Council Enhancement Fund	1,237
Other	35,893
Total temporarily restricted net assets	106,882
Total restricted net assets	$ 196,610

Notes to Consolidated Financial Statements ($ stated in thousands)

Note 10. Fees

During 2023, fees comprised the following:

Registration and license fees	$ 88,767
National service fees from local councils	10,128
High-adventure bases	51,083
National Jamboree	20,749
World Jamboree	4,754
Other	4,108
Total fees	$ 179,589

Note 11. Retirement Benefits Trust

The Retirement Benefits Trust (the "Trust"), a grantor trust, is funded at the discretion of the National Council by payments from local councils, the National Council, and by investment income. In 2023, neither the National Council nor the local councils made payments to the Trust. Net investment gains for the Trust in 2023 equaled $31, and at December 31, 2023, the Trust's net assets were $2,106.

In accordance with the Trust agreement, Trust funds may be used as follows: (1) to subsidize the cost of medical insurance benefits for retired employees of local councils and the National Council and their dependents; (2) to supplement the funding of the "qualified" defined benefit retirement plan, should the fair value of its assets fall below 125 percent of its accumulated benefit obligation; (3) to pay costs related to a "non-qualified" defined benefit retirement plan; or (4) for any other purpose deemed by the National Executive Board to be in the best interests of the Boy Scouts of America.

Note 12. Health, Life, and Other Welfare Insurance Programs

The National Executive Board offers health, life, and other welfare insurance programs that operate for the benefit of employees of local councils and the National Council and their dependents as well as certain retirees (defined in Note 11). These insurance programs provide health, life, dental, vision, accidental death and dismemberment, and long-term disability benefits. The health and dental programs are self-insured, and the other programs are fully insured.

Note 13. Benefits

The National Council offers a "non-qualified" defined benefit retirement plan (the "non-qualified plan") to ensure that all employees receive retirement benefits on a comparable basis, notwithstanding limitations imposed upon qualified retirement plans by the tax laws. In October 2017, the National Executive Board amended the thrift plan to the "BSA Matching Savings Plan" effective January 1, 2019. The National Council also sponsors a "qualified" elective matching savings plan where non-grandfathered employees (see Note 15) will receive an automatic contribution from the National Council of 1.75 percent of pay and $1 for $1 matching contributions on personal contributions up to 6 percent of pay. The National Council will match grandfathered employees' personal contributions, $.50 per $1 contributed, up to 6 percent of pay. The National Council's pension expense for the non-qualified retirement plans equals the amount of its contributions paid or accrued, such amounts being determined by the administrator of the plans. The National Council expense in 2023 related to the matching savings plan was $1,469.

Note 14. Defined Benefit Retirement Plan

The National Council operates as a single employer plan, but for accounting purposes, as a multiemployer plan, and thus reports accordingly, consistent with ASU No. 2011-09.

The National Council participates in a January 31 year-end qualified multiemployer defined benefit retirement plan covering National Council and local council employees with at least one year of service. The plan's legal name is the Boy Scouts of America Retirement Plan for Employees. The plan's three-digit plan number and its Employee Identification Number (EIN) are 001 EIN 22-1576300. The plan is not subject to a collective-bargaining agreement, and coverage under this plan is at the option of the employee. In the event the plan is terminated, no assets will inure to the benefit of the National Council prior to the satisfaction of all benefit obligations to the participants.

The risks of participating in the multiemployer plan are different from a single employer plan in that the assets contributed to a multiemployer plan may be used to provide benefits to employees of other participating employers (i.e., the local councils). If a participating employer stops contributing to the plan, the unfunded obligations of the plan will be borne by the remaining participating employers.

The overall number of employees participating in the plan decreased in correlation with an overall increase in employees of 2 to 4,378 in 2023. The National Council and local councils each contributed an amount equal to 12 percent of an employee's salary in 2023. The National Council's employer contribution for 2023 was $5,153. The amounts represent in excess of 5 percent of total contributions to the plan in each year. As of August 1, 2020, there was a plan freeze and employee contributions to the defined benefit plan was suspended indefinitely, however, employer contributions will continue.

Total employer contributions to the plan, including local councils, was $13,470 for 2023. Employee contributions ended for the plan as of August 1, 2020. For the year ended December 31, 2023, the plan had net assets of $1,389,765.

The National Council and local councils contribute such amounts as necessary, on an actuarial basis, to provide the plan with assets sufficient to meet the benefits paid to the plan's members and to meet the funding requirements of the Employee Retirement Income Security Act of 1974 (ERISA), as amended by the Pension Protection Act of 2006 (PPA). Under a provision in the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act passed in 2010, the Boy Scouts of America retirement plan was given a temporary exemption until 2017 of funding requirements and benefit restrictions enacted by the PPA. However, in 2014 a Congressional amendment was added to ERISA which provided the Boy Scouts of America retirement plan with a permanent exemption from PPA. The actuarial present value of accumulated plan benefits, based on an annual interest rate of 6.5 percent and the PPA-prescribed mortality tables for each plan year, for the year ending December 31, 2023, was $1,362,456. As of December 31, 2023, the pension plan is believed to be at least 80 percent funded with contributions exceeding the minimum funding requirements of ERISA.