



Orange County United Way

DONOR CIRCULAR & DISCLOSURE STATEMENT

AUGUST 2019

Orange County United Way is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Orange County United Way receives contributions from various donors which become subject to the control of Orange County United Way. Orange County United Way, in its discretion, may contribute property from time to time to Morgan Stanley Global Impact Funding Trust ("Morgan Stanley GIFT") for the purposes of establishing "private label" donor-advised funds in the name of Orange County United Way's own donors. Orange County United Way would be the "Sponsor" of each such fund. Morgan Stanley GIFT is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and a donor-advised fund. Various divisions of Morgan Stanley Smith Barney, LLC provide investment management and administrative services to Morgan Stanley GIFT. As the donor of a private label donor-advised fund at Morgan Stanley GIFT, the Sponsor may name one or more persons, including its own donors, to serve as advisors, to the account. The Sponsor also may serve as a liaison to its own donors.

While we believe that a private label donor-advised fund provides a valuable philanthropic opportunity, contributions for such funds are not appropriate for everyone. **Other forms of charitable giving may be more appropriate depending on a person's specific situation.** Of critical importance to any person considering making a donation to Orange County United Way or to MS GIFT is the fact that **any such donation is an irrevocable, nonrefundable contribution.** Although Sponsors and those who contribute to the Sponsor will have certain rights to make recommendations to Morgan Stanley GIFT as described in this circular, all contributions become the legal property of Orange County United Way when donated.

This Donor Circular & Disclosure Statement describes the risks, fees and expenses associated with participating in the Orange County United Way Donor Advised Fund Program and establishing and maintaining an MS GIFT account. Read it carefully before contributing. If you have any questions or need assistance, please email Emilee Tello at EmileeT@UnitedWayOC.org or by phone at (949) 263-6153.

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INTRODUCTION

Orange County United Way (sometimes the “Sponsor”) is an organization described in Section 501(c)(3) of the Code and is exempt from federal income tax pursuant to Section 501(a) of the Code, and is treated as a public charity. Orange County United Way receives contributions from various donors which become subject to the control of Orange County United Way.

Morgan Stanley Global Impact Funding Trust, Inc. is an organization described in Section 501(c)(3) of the Code and is exempt from federal income tax pursuant to Section 501(a) of the Code, and is treated as a public charity established to support and increase philanthropy. Consistent with this mission, it has established MS GIFT. MS GIFT is composed of separately identifiable accounts (each an “Account”) funded by contributions from one or two donors.

Orange County United Way periodically receives contributions from donors (“Donors”) for whom, in its discretion, it may contribute property from time to time to MS GIFT for purposes of establishing donor-advised funds in the name of such Donors. Such Donors shall then have the right, among others, to make requests to make grants to specific Sponsor programs or activities and/or other unrelated charitable organizations based on the recommendations of such Donor. The Sponsor and the applicable Donor will have the ability to recommend grants of funds in an Account to specific Sponsor programs or activities and/or other unrelated charitable organizations. If the Sponsor does transfer some or all of the funds it receives from a Donor to MS GIFT, a separate Account will be established in the name of each Donor of transferred funds at MS GIFT. The Sponsor and the applicable Donor will have the ability to recommend grants of funds in such Account to specific Sponsor programs or activities and/or other unrelated charitable organizations. This Donor Circular describes the policies, procedures, and services in connection with participating in Orange County United Way’s Donor Advised Fund Program.

The rights and responsibilities of Orange County United Way and Donors who make contributions with an expectation of a donor advised fund account being established are set forth in this Donor Circular, but are also subject to, among other things, Orange County United Way’s and MS GIFT’s Articles of Incorporation, By-Laws, and the policies and guidelines of MS GIFT, including those described in this Donor Circular (collectively referred to herein as the “Governing Documents”). The Governing Documents may be modified, amended or revoked at any time without prior notice. Orange County United Way has final legal authority to accept or reject all or any portion of contributions to Orange County United Way and to dispose of such contributions. MS GIFT has final legal authority to accept or reject all or any portion of contributions to MS GIFT, invest MS GIFT assets and approve grants.

PARTICIPATING IN THE PRIVATE LABEL DONOR ADVISED FUND PROGRAM

Orange County United Way has decided to participate and become a Sponsor in the Donor Advised Fund Program. All

contributions of cash and/or marketable securities from a Donor are made to Orange County United Way in the first instance and are not charitable gifts to MS GIFT. Orange County United Way at all times will exercise control over and have full discretion as to the disposition of any funds received, i.e., Orange County United Way is under no obligation to turn over all or any part of funds solicited from Donors to MS GIFT. Orange County United Way may choose to contribute funds received from Donors to MS GIFT and in such event, a separate Account will be established in the name of each Donor at MS GIFT. In certain circumstances, MS GIFT (and its subsidiaries and affiliates) may accept “complex assets” such as real estate and closely held business interests from one or more Donors. In each such case, MS GIFT shall have the sole discretion with respect to whether or not to accept such contributions and the terms under which such contributions shall be accepted. In addition, MS GIFT may accept contributions by credit card from Donors who have previously funded an Account. Both Orange County United Way and the Donor will have the ability to recommend grants from funds in an Account to specific Orange County United Way programs or activities and/or other unrelated charitable organizations as provided in this Donor Circular.

What Rights Will the Sponsor Have With Respect to Funds Received from Donors and Funds in a Donor Advised Fund Account?

The Sponsor is not an agent of MS GIFT. The Sponsor will at all times have full control over and complete discretion as to the disposition of any funds received from Donors. Sponsor may choose to contribute all or a portion of any funds received from Donors to MS GIFT and in such event a separate Account will be established in the name of each Donor at MS GIFT. Any funds contributed by the Sponsor to MS GIFT and all related future earnings, including any income and appreciation thereon, are no longer the Donor’s assets. In making a contribution a Donor cannot impose any restriction or condition that prevents Orange County United Way from freely and effectively using the contribution. The Sponsor and the Donor will have the ability to recommend grants of funds in an Account to specific Sponsor programs and activities and/or other charitable organizations and to make investment recommendations with regard to the funds in an Account.

What Information Does Orange County United Way Have Access to Regarding a Specific Account?

Orange County United Way will have the ability to review Account activity, including the balance of funds in an Account, grants recommended by the Donor and actual grants made from the Account, including the recipients thereof. Orange County United Way will receive copies of Account electronic statements directly from the third-party administrator.

Can a Donor Recommend Grants to Organizations Other than the Sponsor?

Yes, a Donor may recommend grants to Sponsor programs and activities and/or other, unrelated charitable organizations.

ESTABLISHING AN ACCOUNT

Account Opening. If Orange County United Way chooses to contribute part or all of the funds received from Donors to MS GIFT, a separate Account will be opened in the name of each Donor.

Account Opening Facts:

Subject to the Governing Documents:

- **Initial Contribution:** A Donor's initial contribution to Orange County United Way shall consist of cash or other assets that are acceptable to the Orange County United Way valued at no less than \$10,000.
- **Additions to the MS GIFT Account:** After an Account is established, additional contributions may be made at any time by completing the Additional Contribution Agreement. Any subsequent contribution to an Account shall be valued at no less than \$2,500.
- **Irrevocability:** *All contributions are irrevocable and nonrefundable.* Contributions and all related future earnings, including any income and appreciation thereon, are no longer the Donor's assets. When contributing, a Donor cannot impose any restriction or condition that prevents Orange County United Way from freely and effectively using the contribution.
- **Naming the Account:** When a donor advised fund account is to be established, Donors will be asked to name their accounts, subject to MS GIFT approval. Typically, Donors choose a name to recognize themselves or their family and/or to reflect their charitable goals (e.g., Barbara and Steven Family Foundation, Jones Family Fund, Robert Smith Educational Fund).
- **Naming Advisors:** Orange County United Way and the Donor will have the right to designate one or more persons, each of whom is at least 18 years of age as advisors with respect to each Account (each an "Advisor"). The Donor and his or her family members and friends may be designated as Advisors. Advisors may recommend grants concurrently with Orange County United Way.
- **Naming Successor Advisors:** Orange County United Way and Donors may also designate one or more persons, each of whom are at least 18 years of age, as Advisors and/or successor Advisors to exercise the rights and privileges granted to the Donor with respect to the Donor's accounts after the death or disability of the Donor, subject to Orange County United Way's right to remove an Advisor at any time in Orange County United Way's sole discretion. Successor advisors may not designate their successors. Succession is limited to one generation after the Donor.
- **Ultimate Charitable Beneficiary:** Donors are also given the opportunity to recommend grants of funds remaining in an Account after their death. In such a circumstance, Donors may recommend one or more qualified charities, including the Sponsor, to receive a specific percentage of the Account. If there are no Successor Advisors available

and willing to act or if no contributions are made to the Account and no grants are recommended for a period of five or more years, one or more grants may be made to Orange County United Way from such Account.

FUNDING AN ACCOUNT

All gifts are subject to the Gift Acceptance Policy of Orange County United Way, as amended from time to time.

Please allow sufficient time to complete all transfers. Note that some transfers can take two weeks or more.

Orange County United Way will consider for approval all contributions before accepting them and reserves the right to perform additional review as it deems necessary. If for any reason a contribution is not accepted, it will be returned to the Donor. Orange County United Way will retain a record of the return of such a contribution and the contribution shall be deemed to have been refused upon its return by Orange County United Way through the U.S. Mail or other comparable delivery service.

Upon accepting a contribution, Orange County United Way will issue a written confirmation to the Donor acknowledging receipt of the contribution as required by law. Orange County United Way may, in its sole and absolute discretion, condition its acceptance of any contribution upon the Donor completing such additional forms and complying with such procedures as it deems necessary.

Donors may, in certain circumstances, make contributions of "complex assets" such as real estate and closely held business interests to MS GIFT and/or its subsidiaries to fund an Account. Contributions of complex assets are subject to due diligence and approval by MS GIFT's Board of Directors. MS GIFT may assess transaction fees in connection with contributions of complex assets. Such fees are disclosed to the Donor in advance of the contribution and are collected from the proceeds thereof.

Donors who have already funded an Account may subsequently make contributions to MS GIFT by credit card. The proceeds of such a contribution, less any processing fees, would be added to and held as part of the existing Account.

INVESTMENT POOLS

Donors shall have no ownership interest in any Account or the investment pools in which an Account is invested, or in any of the investment pools' underlying investments. Accounts are subject to management fees and other expenses. (Please refer to Schedule B, entitled Investment Advisory Fees and Administrative Expenses for more information on investment expenses.) *The investment pools are not mutual funds and are not available for investment by any individual or organization.*

The value of assets in the investment pools fluctuate with market conditions and may result in a loss of principal. Thus, the assets in the pools might be worth more or less than the original contribution.

MS GIFT's Board of Directors has the sole responsibility and authority for investing MS GIFT's assets. The Board of Directors may adjust the composition of its investment pools and may choose other investment vehicles from time to time. Orange County United Way and Advisors (which may include the Donor and his or her family members and friends) may recommend to the Board of Directors of MS GIFT the allocation of their contributions—original or additional—among the investment pools.

Allocating Assets Among Investment Pools. Upon the acceptance of a contribution, an Account will be created to track the value of donated assets and distributions of assets held in the Account. The MS GIFT Board of Directors has sole authority and responsibility for the investment of all Accounts but seeks the involvement of donors and sponsors in the allocation among the investment pools of each contribution to MS GIFT.

GRANT-MAKING

Even though a contribution is irrevocable and nonrefundable, the Sponsor and any Advisor continue to have a role in the administration of assets contributed to an Account. A Sponsor and/or an Advisor may recommend that grants be made from an Account to one or more qualified: (1) domestic public charities, (2) domestic organizations, (3) private operating foundations, and (4) foreign organizations. Grants to private operating foundations may be subject to additional review and approval at the discretion of MS GIFT, Inc.'s Board of Directors. Grants cannot be made to private non-operating foundations, certain types of supporting organizations, or to individuals. Sponsors and Advisors may recommend grants online.

All grant recommendations are reviewed. For a grant recommendation to a domestic public charity, this review includes confirmation of the organization's tax-exempt status as an organization described in Section 501(c)(3) of the Code, its status as a public charity as defined by Section 509 of the Code and that the grantee organization is described in Code section 170(b)(1)(A) (other than a disqualified supporting organization, as defined in the Code). For a grant recommendation to a domestic private operating foundation, this review includes confirmation of the organization's tax-exempt status as an organization described in Section 501(c)(3) of the Code, its status as a private operating foundation as defined by Section 4942(j)(3) of the Code and that the grantee organization is described in Code section 170(b)(1)(F)(i). For a grant recommendation to a domestic governmental body, review includes confirmation of the body's tax-exempt status as an entity described in Code section 170(c)(1) and confirmation that the grant is made exclusively for public purposes. Following review of the grantee, the recommendation must then receive Board approval. If a grant recommendation does not receive approval, MS GIFT will notify the Sponsor or Advisor and ask whether the Sponsor or Advisor wishes to make an alternative grant recommendation.

Grant Process. All grant recommendations will be reviewed as promptly as possible. Recommendations for grants to domestic public charities and domestic governmental bodies (e.g., public schools and parks) will be reviewed and, if approved, a check will be mailed to the grantee charity or governmental body within 10 business days, under normal circumstances. Grant checks may not be provided to Sponsors,

Advisors or other parties for delivery to grantee organizations. On occasion, more time may be required. In cases where additional due diligence may be required (e.g., where the recommended organization is not listed in the Internal Revenue Service's official Exempt Organizations Select Check application or in the Business Master File), reasonable steps will be taken to make grant disbursements to qualified domestic recipients within 30 days of receipt of the grant request.

Grant checks are processed weekly and, because unit values of the investment pools fluctuate, the balance in an Account might change between the time a grant is recommended and the time it is approved and processed.

Other Grant Guidelines. To expedite the review and processing of grant recommendations, the following guidelines may be helpful to Donors:

- Grants may be made only to domestic public charities and certain private operating foundations that qualify as tax-exempt under Section 501(c)(3) of the Code, to domestic governmental bodies described in Section 170(c)(1) of the Code. Note that some established religious and educational institutions are not listed as 501(c)(3) organizations in the IRS's Business Master File but are nevertheless tax-exempt charitable organizations which MS GIFT will consider qualified to receive grants from MS GIFT.
- For purposes of this Donor Circular, "domestic public charities" are domestic organizations that are public charities as defined by Section 509(a)(1) or (2) of the Code and certain domestic organizations that are public charities as defined by Section 509(a)(3) of the Code.
- **Grants will not be made to individuals, to certain types of supporting organizations, to charities that benefit a particular person, to certain types of private non-operating foundations, to political parties/candidates or to support terrorist or other illegal activities in any way.**
- Recommended grantee organizations will be asked to represent that grant monies will not be used for illegal purposes, including drug trafficking, money laundering or supporting terrorism.
- Each grant must be at least \$250.
- Proposed grants cannot exceed the balance in an Account. If the grant recommendation exceeds the amount in a given Account, the grant recommendation will not be approved and the Sponsor and the Advisor(s) will be notified.
- Grants are made pro rata from all the investment pools in an Account.
- Proposed grants cannot fulfill pledges or promises already made by an advisor or others. For example, if a Donor or an Advisor makes a pledge in his or her own name to support an organization, MS GIFT cannot fulfill that pledge for him or her.
- U.S. Treasury Regulations forbid grants that would benefit the Donor or any specific individual. This includes requests to pay for memberships or tickets to galleries, museums or public broadcasting stations, goods at a
- Charitable auction, school tuition, or benefit dinners. This regulation ensures that the dollars contributed to MS GIFT will go directly and fully to support charitable programs.

- Grants cannot be made for lobbying purposes or to support political campaigns.

GRANT CHECK PROCEDURES

- Grant checks are made payable to the recipient organization's legal name, which may be different from the organization's commonly used name. Checks are mailed to the organization's official address. Advisors may not serve as intermediaries.
- Grant recommendations are nonbinding and subject to review and approval. It normally takes approximately 10 business days for review, approval and processing of the grant.
- A Donor or Advisor may request recurring grants (e.g., quarterly, bi-annually or annually) that will continue to be made as long as the organization remains qualified to receive grants under the tax law and as long as there are funds available in the Account to cover the grant request amount.

Tax Treatment of Grants. The Donor is not eligible to receive subsequent charitable deductions for recommending grants. The Donor's charitable deduction is available at the time of the contribution to the Sponsor.

To ensure that all grant funds are used exclusively for charitable purposes, an investigation will be conducted when there is reason to believe that grant funds are being used for the private benefit of a Donor or other individual. The Sponsor reserves the right to take appropriate legal action if it determines that grant funds have been diverted for improper purposes.

Grant Acknowledgment. Upon approval of a grant request, units will be redeemed from the Account's investment pool(s) and the proceeds will be sent to the recommended organization in the form of a check. An accompanying letter will acknowledge the account from which the grant was paid (unless the Donor or Sponsor has requested anonymity). The Donor may confirm the redemption of units out of the Account by viewing account information online or in the quarterly account statement.

Minimum Grant Activity, Dormant Accounts. Donors and Advisors are not required to recommend a minimum number of grant recommendations (or other distributions) in a calendar year. However, Accounts that have had no activity for five or more years may be distributed to the Sponsor after reasonable efforts have been made by MS GIFT to contact the Donor, and/or Advisors designated on the Account.

ADVISORS AND SUCCESSION

Advisors. As discussed above, the Donor may name an Advisor or Advisors, which may include the Donor and/or his/her family members and friends, who have the authority to recommend grants from the Account. Advisors must have attained the age of 18 and reached adulthood in the jurisdiction(s) in which they will act.

If an Account is funded with joint or community property, both the named Donor and his or her spouse will have the authority to recommend grants. Similarly, two non-spouse contributors of

joint property to a single account are each donors who may make grant recommendations. Orange County United Way and Advisors may exercise their privileges either individually or in

Notwithstanding the privileges granted to each joint Donor to make recommendations regarding the Account individually, each such Donor understands and agrees that MS GIFT may, in its sole discretion, require that grant recommendations be signed and submitted by all Donors of a given Account. Orange County United Way may revoke the designation of an Advisor in writing.

If an Account is funded with contributions traceable to a group of individuals, or by contributions traceable to a corporation or other legal entity, two individuals may be designated to recommend grants from that Account. Only individuals currently designated as Advisors can recommend grants on behalf of a corporation or other legal entity.

Successors. Orange County United Way and the Donor may at any time nominate (or remove) a spouse, child, other relative or any unrelated individual as successor Advisor upon the Donor's death, subject to Orange County United Way's right to remove an Advisor at any time in Orange County United Way's sole discretion. The successor Advisor must provide written notification and written proof of the Donor's death. Until such time as a minor attains the age of 18, MS GIFT may require that legal guardians make grant recommendations. Overall succession on Accounts may be limited to a specific number of generations and/or years.

Accounts established in the name of corporate Donors or other legal entities may be assigned to any successor or assignee of the corporation or other legal entities upon notification of the corporation's or other legal entities' termination. Successors may not name additional successors. Succession is limited to one generation after the Donor.

OTHER INFORMATION

Conflict of Terms. In the event of an inconsistency between the terms of this document, any documents provided by the Sponsor and the Governing Documents, the terms of the Governing Documents shall govern the rights and obligations of all parties with respect to the Donor Advised Fund.

General Disclaimer. Each individual's tax situation is unique and is subject to specific facts and circumstances that are beyond Orange County United Way's and MS GIFT's control or knowledge. Additionally, tax laws and regulations change frequently, and their application to a particular taxpayer's circumstances can vary widely. Donors are strongly encouraged to consult with their own tax advisors. Orange County United Way, MS GIFT and the third-party administrator specifically disclaim any responsibility for the accuracy or adequacy of any position taken by Donors in their own tax returns and any investment management decisions made.

Schedule A: MSSB Select UMA Program Investment Pools and Money Market Pool

The Select UMA Program is a unified managed account program in which MSSB acts as an investment advisor. The investment pools described below may be invested in a combination of mutual funds, exchange traded funds, and separately managed accounts managed by third party or affiliated portfolio managers. Multiple investment managers, asset type and asset classes can be used in one investment pool. Asset allocation may vary around the long-term target allocations described. The Money Market Pool investment pool is invested in a mutual fund. In the event that the Donor does not recommend an asset allocation, all contributions to the Account will be invested in the balanced pool.

Each investment pool is comprised of an Investment Account and a corresponding Cash (Operating) account which maintains approximately a 2% cash (money market) balance for daily operating activities.

- **Aggressive Pool Investment Account.** Seeks to provide growth of capital through a long-term target asset allocation of 100% Equities. As of the date of this Donor Circular, the asset allocation targets are 40% US Equity, 44% International Equity, 16% Fixed Income.
- **Growth Pool Investment Account.** Seeks to provide growth of capital and modest current income through a long-term target asset allocation of 68% Equities and 32% Fixed Income. As of the date of this Donor Circular, the asset allocation targets are: 32% US Equity, 36% International Equity, 32% Fixed Income.
- **Balanced Pool Investment Account.** Seeks to provide a combination of growth of capital and current income through a long-term target asset allocation of 53% Equities and 47% Fixed Income. As of the date of this Donor Circular, the asset allocation targets are 26% US Equity, 27% International Equity, 47% Fixed Income.
- **Conservative Pool Investment Account.** Seeks to provide some growth of capital with a focus on current income through a long-term target asset allocation of 77% Fixed Income and 23% Equities. As of the date of this Donor Circular, the asset allocation targets are 10% US Equity, 13% International Equity, 77% Fixed Income.
- **Investing with Impact Pool Aggressive Account.** Seeks to provide growth of capital through a long-term target asset allocation of 100% Equities. As available and prudent, this pool will seek investments which support and/or recognize the importance of environmental, social and governance factors through exclusionary screening, integrating environmental, social and governance criteria into the investment selection process and other approaches. As of the date of this Donor Circular, the asset allocation targets are 40% US Equity and 44% International Equity, 16% Fixed Income.
- **Investing with Impact Balanced Pool Account.** Seeks to provide a combination of growth of capital and current income through a long-term target asset allocation of 53% Equities and 47% Fixed Income. As available and prudent, this pool will seek investments which support and/or recognize the importance of environmental, social and governance factors through exclusionary screening,

integrating environmental, social and governance criteria into the investment selection process and other approaches. As of the date of this Donor Circular, the asset allocation targets are 26% US Equity, 27% International Equity, 47% Fixed Income.

- **Equity ETF Investment Account.** Seeks to provide growth of capital through a long-term target asset allocation of 100% Equities. As of the date of this Donor Circular, the asset allocation targets are 54% US Equity and 46% International Equity.
- **Fixed Income ETF Investment Account.** Seeks to provide some growth of capital with a focus on current income through a long-term target asset allocation of 100% Fixed Income. As of the date of this Donor Circular, the asset allocation targets are 100% Fixed Income.
- **Money Market.** Invested in bank deposits and other short-term cash equivalents

The MSSB Select UMA investment pools are not mutual funds and are not available for investment by any individual or organization other than MS GIFT, Inc.

The value of assets in the investment pools fluctuate with market conditions and may result in a loss of principal. Thus, the assets in the pools might be worth more or less than the original contribution by donors at the time grants are made.

Sponsors and Advisors should consider investment pool selections in light of their plans, particularly in terms of timing, for recommending grants. MS GIFT, Inc. reserves the right to decline a Sponsor's and/or Advisor's recommendation of such a selection.

Unit Values in Investment Pool. A unit value will be calculated for each investment pool based on its aggregate value, after MS GIFT expenses, divided by the number of units outstanding. The unit value of each investment pool includes any unrealized gain or loss in the underlying investments, and any dividend and capital gains distributions paid by the underlying funds. The value of the Account will be the number of units of each investment pool assigned to that account multiplied by each investment pool's current unit value

Schedule B: Investment and Administrative Expenses

Each investment pool described above has a corresponding investment account. Contributions from donors invested in an investment pool are pooled together for cost efficiency in the corresponding investment account, but the contributions, investment results and grants for each donor Account are tracked separately. Expenses for banking fees, filing fees, taxes, and other expenses are absorbed by the investment pools. Expenses attributed to creating and maintaining Accounts are absorbed by each Account as set forth below. This methodology may be modified in writing by MS GIFT, Inc. at any time. Existing and future Account balances at MSSB will not be aggregated with MS GIFT Accounts for the purpose of determining whether a donor meets the breakpoints set forth below.

Note: MS GIFT pays a reduced fee to MSSB for

accounts in the name of Financial Advisor(s) and certain members of their respective families

MSSB advises MS GIFT, Inc. on asset allocation and investment management decisions. The third-party administrator, provides the online contribution and grant-making platform to assist donors who wish to make a contribution and recommend grants, process donor contributions and grant payments, and perform certain accounting and record-keeping functions.

Each Account is subject to the following advisory fee and administration fee based on the following account balances. Please note that the below fees are as of the date of this Donor Circular and are subject to change at any time. Morgan Stanley advisory fees for Accounts utilizing the PM Program will be determined on an individual basis.

CG Select UMA Aggressive Pool

Assets	Morgan Stanley Advisory Fees *	Administration**	Total
\$0-\$1,999,999.99	0.97%	0.27%	1.24%
\$2,000,000.00-\$4,999,999.99	0.97%	0.20%	1.17%
\$5,000,000.00-\$9,999,999.99	0.97%	0.15%	1.12%
\$10,000,000.00-\$24,999,999.99	0.97%	0.13%	1.10%
\$25,000,000.00-\$49,999,999.99	0.97%	0.11%	1.08%
\$50,000,000.00 or greater	0.97%	0.09%	1.06%

CG Select UMA Growth Pool

Assets	Morgan Stanley Advisory Fees *	Administration**	Total
\$0-\$1,999,999.99	0.98%	0.27%	1.25%
\$2,000,000.00-\$4,999,999.99	0.98%	0.20%	1.18%
\$5,000,000.00-\$9,999,999.99	0.98%	0.15%	1.13%
\$10,000,000.00-\$24,999,999.99	0.98%	0.13%	1.11%
\$25,000,000.00-\$49,999,999.99	0.98%	0.11%	1.09%
\$50,000,000.00 or greater	0.98%	0.09%	1.07%

CG Select UMA Balanced Pool

Assets	Morgan Stanley Advisory Fees *	Administration**	Total
\$0-\$1,999,999.99	0.98%	0.27%	1.25%
\$2,000,000.00-\$4,999,999.99	0.98%	0.20%	1.18%
\$5,000,000.00-\$9,999,999.99	0.98%	0.15%	1.13%
\$10,000,000.00-\$24,999,999.99	0.98%	0.13%	1.11%
\$25,000,000.00-\$49,999,999.99	0.98%	0.11%	1.09%
\$50,000,000.00 or greater	0.98%	0.09%	1.07%

CG Select UMA Conservative Pool

Assets	Morgan Stanley Advisory Fees *	Administration **	Total
\$0-\$1,999,999.99	1.00%	0.27%	1.27%
\$2,000,000.00-\$4,999,999.99	1.00%	0.20%	1.20%
\$5,000,000.00-\$9,999,999.99	1.00%	0.15%	1.15%
\$10,000,000.00-\$24,999,999.99	1.00%	0.13%	1.13%
\$25,000,000.00-\$49,999,999.99	1.00%	0.11%	1.11%
\$50,000,000.00 or greater	1.00%	0.09%	1.09%

CG Select UMA Investing with Impact Aggressive Pool

Assets	Morgan Stanley Advisory Fees *	Administration **	Total
\$0-\$1,999,999.99	1.24%	0.27%	1.51%
\$2,000,000.00-\$4,999,999.99	1.24%	0.20%	1.44%
\$5,000,000.00-\$9,999,999.99	1.24%	0.15%	1.39%
\$10,000,000.00-\$24,999,999.99	1.24%	0.13%	1.37%
\$25,000,000.00-\$49,999,999.99	1.24%	0.11%	1.35%
\$50,000,000.00 or greater	1.24%	0.09%	1.33%

CG Select UMA Investing with Impact Balanced Pool

Assets	Morgan Stanley Advisory Fees *	Administration **	Total
\$0-\$1,999,999.99	1.11%	0.27%	1.38%
\$2,000,000.00-\$4,999,999.99	1.11%	0.20%	1.31%
\$5,000,000.00-\$9,999,999.99	1.11%	0.15%	1.26%
\$10,000,000.00-\$24,999,999.99	1.11%	0.13%	1.24%
\$25,000,000.00-\$49,999,999.99	1.11%	0.11%	1.22%
\$50,000,000.00 or greater	1.11%	0.09%	1.20%

CG Select UMA Equity ETF Pool

Assets	Morgan Stanley Advisory Fees *	Administration **	Total
\$0-\$1,999,999.99	0.74%	0.27%	1.01%
\$2,000,000.00-\$4,999,999.99	0.74%	0.20%	0.94%
\$5,000,000.00-\$9,999,999.99	0.74%	0.15%	0.89%
\$10,000,000.00-\$24,999,999.99	0.74%	0.13%	0.87%
\$25,000,000.00-\$49,999,999.99	0.74%	0.11%	0.85%
\$50,000,000.00 or greater	0.74%	0.09%	0.83%

CG Select UMA Fixed Income ETF Pool

Assets	Morgan Stanley Advisory Fees *	Administration**	Total
\$0-\$1,999,999.99	0.78%	0.27%	1.05%
\$2,000,000.00-\$4,999,999.99	0.78%	0.20%	0.98%
\$5,000,000.00-\$9,999,999.99	0.78%	0.15%	0.93%
\$10,000,000.00-\$24,999,999.99	0.78%	0.13%	0.91%
\$25,000,000.00-\$49,999,999.99	0.78%	0.11%	0.89%
\$50,000,000.00 or greater	0.78%	0.09%	0.87%

CG Select UMA Money Market Pool

Assets	Morgan Stanley Advisory Fees *	Administration**	Total
\$0-\$1,999,999.99	0.60%	0.27%	0.87%
\$2,000,000.00-\$4,999,999.99	0.60%	0.20%	0.80%
\$5,000,000.00-\$9,999,999.99	0.60%	0.15%	0.75%
\$10,000,000.00-\$24,999,999.99	0.60%	0.13%	0.73%
\$25,000,000.00-\$49,999,999.99	0.60%	0.11%	0.71%
\$50,000,000.00 or greater	0.60%	0.09%	0.69%

* Morgan Stanley Advisory Fees are effective as of the date of this Donor Circular. Morgan Stanley Advisory Fees include, as applicable based upon the program the account is invested in, the Morgan Stanley advisory fee, the Overlay Manager Fee, as well as advisory fees charged by third party portfolio managers. A portion of the Morgan Stanley advisory fee, not to exceed 0.50%, is shared with the applicable Morgan Stanley Financial Advisor. Morgan Stanley Advisory Fees do not include and are in addition to any fees and expenses charge by the mutual funds and ETFs held in the investment pool. **Morgan Stanley Advisory Fees reflect expenses as of the date of this Donor Circular. Mutual Fund, ETF, and Separately Managed Account fees vary over time. As a result, Morgan Stanley Advisory Fees are updated annually.**

Grants to foreign organizations are subject to additional expenses, as described above.