

SACRAMENTO REGION COMMUNITY FOUNDATION
Sacramento, California

FINANCIAL STATEMENTS
December 31, 2013 and 2012

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INDEPENDENT AUDITOR'S REPORT

To the Audit Committee and Board of Directors
Sacramento Region Community Foundation
Sacramento, California

Report on the Financial Statements

We have audited the accompanying financial statements of Sacramento Region Community Foundation, which comprise the statements of financial position as of December 31, 2013 and 2012, and the related statements of activity and change in net assets, cash flows and functional expenses for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

(Continued)

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Sacramento Region Community Foundation as of December 31, 2013 and 2012, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Crowe Horwath LLP
Crowe Horwath LLP

Sacramento, California
October 15, 2014

SACRAMENTO REGION COMMUNITY FOUNDATION
 STATEMENTS OF FINANCIAL POSITION
 December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 158,000	\$ 199,000
Restricted cash and cash equivalents, current portion	6,108,000	6,337,000
Contributions, pledges and grants receivable, current portion	<u>131,000</u>	<u>532,000</u>
Total current assets	<u>6,397,000</u>	<u>7,068,000</u>
Noncurrent assets:		
Restricted cash and cash equivalents, long-term	1,607,000	1,491,000
Contributions and pledges receivable, long-term	134,000	127,000
Investment securities (Note 3)	97,611,000	82,883,000
Land	2,000,000	2,903,000
Other assets (Note 4)	3,316,000	1,014,000
Funds held in charitable remainder trusts (Note 5)	7,916,000	10,365,000
Funds held in charitable gift annuities (Note 5)	<u>654,000</u>	<u>690,000</u>
Total noncurrent assets	<u>113,238,000</u>	<u>99,473,000</u>
Total assets	<u>\$ 119,635,000</u>	<u>\$ 106,541,000</u>
LIABILITIES AND NET ASSETS		
Liabilities:		
Current liabilities	\$ 396,000	\$ 340,000
Agency endowments	3,787,000	2,886,000
Liability under charitable gift annuities (Note 5)	654,000	669,000
Liability under charitable remainder trusts (Note 5)	<u>3,100,000</u>	<u>2,949,000</u>
Total liabilities	<u>7,937,000</u>	<u>6,844,000</u>
Commitments and contingencies (Note 7)	-	-
Net assets:		
Unrestricted net assets	3,022,000	2,862,000
Temporarily restricted	36,223,000	25,578,000
Permanently restricted	<u>72,453,000</u>	<u>71,257,000</u>
Total net assets	<u>111,698,000</u>	<u>99,697,000</u>
Total liabilities and net assets	<u>\$ 119,635,000</u>	<u>\$ 106,541,000</u>

See accompanying notes to financial statements.

SACRAMENTO REGION COMMUNITY FOUNDATION
STATEMENTS OF ACTIVITY AND CHANGES IN NET ASSETS
For the Year Ended December 31, 2013

	Unrestricted			Restricted			Total 2013
	Admini- strative	Other	Total	Temporarily	Charitable Remainder Trusts	Permanently	
Support, revenues, gains, (losses) and other support:							
Donations and pledges	\$ 61,000	\$ -	\$ 61,000	\$ 2,732,000	\$ -	\$ 3,817,000	\$ 6,610,000
Net investment income and other support	1,000	19,000	20,000	1,032,000	38,000	-	1,090,000
Net realized gain (loss) on investments	(2,000)	31,000	29,000	1,311,000	48,000	-	1,388,000
Net unrealized gain (loss) on investments	(2,000)	208,000	206,000	8,694,000	246,000	-	9,146,000
Change in value of beneficial interest	3,000	-	3,000	1,333,000	-	-	1,336,000
Change in value of charitable gift annuities	-	-	-	(48,000)	-	-	(48,000)
Realized gain on sale of land	-	-	-	896,000	-	-	896,000
Loss due to impairment of land	-	-	-	-	-	-	-
Other	87,000	(27,000)	60,000	-	-	-	60,000
Net assets released from restriction	1,554,000	6,791,000	8,345,000	(5,305,000)	(3,040,000)	-	-
Total revenues, gains, (losses) and other support	1,702,000	7,022,000	8,724,000	10,645,000	(2,708,000)	3,817,000	20,478,000
Operating expenses:							
Community grant making	215,000	35,000	250,000	-	-	-	250,000
Special projects	196,000	32,000	228,000	-	-	-	228,000
Financial administration	382,000	48,000	430,000	-	-	-	430,000
Development and public relations	510,000	74,000	584,000	-	-	-	584,000
Management and general	424,000	58,000	482,000	-	-	-	482,000
Total operating expenses	1,727,000	247,000	1,974,000	-	-	-	1,974,000
Grants and scholarships:							
Public safety	-	11,000	11,000	-	-	-	11,000
Education and scholarship	-	2,412,000	2,412,000	-	-	-	2,412,000
Human services	-	731,000	731,000	-	-	-	731,000
Children's services	-	304,000	304,000	-	-	-	304,000
Health services	-	734,000	734,000	-	-	-	734,000
Economic and regional development	-	75,000	75,000	-	-	-	75,000
Arts	-	1,176,000	1,176,000	-	-	-	1,176,000
Environment and other	-	1,147,000	1,147,000	-	-	-	1,147,000
Total grants and scholarships	-	6,590,000	6,590,000	-	-	-	6,590,000
Charitable remainder trusts:							
Change in present value of charitable remainder trusts receivable	-	-	-	-	87,000	-	87,000
Total charitable remainder trusts	-	-	-	-	87,000	-	87,000
Change in net assets	(25,000)	185,000	160,000	10,645,000	(2,621,000)	3,817,000	12,001,000
Net assets at the beginning of year	1,075,000	1,787,000	2,862,000	25,578,000	7,404,000	63,853,000	99,697,000
Net assets at end of year	\$ 1,050,000	\$ 1,972,000	\$ 3,022,000	\$ 36,223,000	\$ 4,783,000	\$ 67,670,000	\$ 111,698,000

(Continued)

SACRAMENTO REGION COMMUNITY FOUNDATION
STATEMENTS OF ACTIVITY AND CHANGES IN NET ASSETS
For the Year Ended December 31, 2012

	Unrestricted			Restricted			Total 2012
	Admini- strative	Other	Total	Temporarily	Charitable Remainder Trusts	Permanently	
Support, revenues, gains, (losses) and other support:							
Donations and pledges	\$ 57,000	\$ 219,000	\$ 276,000	\$ 2,590,000	\$ 2,030,000	\$ 2,058,000	\$ 6,954,000
Net investment income and other support	5,000	7,000	12,000	1,158,000	54,000	-	1,224,000
Net realized gain (loss) on investments	1,000	42,000	43,000	1,666,000	106,000	-	1,815,000
Net unrealized gain (loss) on investments	2,000	4,209,000	4,211,000	2,285,000	85,000	-	6,581,000
Change in value of beneficial interest	(1,000)	-	(1,000)	1,000	-	-	-
Realized gain on sale of land	-	-	-	-	-	-	-
Loss due to impairment of land	-	-	-	(50,000)	-	-	(50,000)
Other	51,000	(3,000)	48,000	-	-	-	48,000
Net assets released from restriction	1,430,000	4,121,000	5,551,000	(5,470,000)	(81,000)	-	-
Total revenues, gains, (losses) and other support	1,545,000	8,595,000	10,140,000	2,180,000	2,194,000	2,058,000	16,572,000
Operating expenses:							
Community grant making	194,000	35,000	229,000	-	-	-	229,000
Special projects	174,000	29,000	203,000	-	-	-	203,000
Financial administration	372,000	52,000	424,000	-	-	-	424,000
Development and public relations	471,000	61,000	532,000	-	-	-	532,000
Management and general	336,000	50,000	386,000	-	-	-	386,000
Total operating expenses	1,547,000	227,000	1,774,000	-	-	-	1,774,000
Grants and scholarships:							
Public safety	-	11,000	11,000	-	-	-	11,000
Education and scholarship	-	1,283,000	1,283,000	-	-	-	1,282,000
Human services	-	691,000	691,000	-	-	-	691,000
Children's services	-	243,000	243,000	-	-	-	243,000
Health services	-	455,000	455,000	-	-	-	455,000
Economic and regional development	-	86,000	86,000	-	-	-	86,000
Arts	-	543,000	543,000	-	-	-	543,000
Environment and other	-	829,000	829,000	-	-	-	829,000
Total grants and scholarships	-	4,141,000	4,141,000	-	-	-	4,141,000
Charitable remainder trusts:							
Change in present value of charitable remainder trusts receivable	-	-	-	-	857,000	-	-
Total charitable remainder trusts	-	-	-	-	857,000	-	857,000
Change in net assets	(2,000)	4,227,000	4,225,000	2,180,000	3,051,000	2,058,000	11,514,000
Net assets at the beginning of year	1,077,000	(2,440,000)	(1,363,000)	23,398,000	4,353,000	61,795,000	88,183,000
Net assets at end of year	\$ 1,075,000	\$ 1,787,000	\$ 2,862,000	\$ 25,578,000	\$ 7,404,000	\$ 63,853,000	\$ 99,697,000

See accompanying notes to financial statements.

SACRAMENTO REGION COMMUNITY FOUNDATION
 STATEMENTS OF CASH FLOWS
 For the Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Cash flows from operating activities:		
Change in net assets	\$ 12,001,000	\$ 11,514,000
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Depreciation	23,000	21,000
Unrealized gain on investment securities	(9,146,000)	(6,581,000)
Realized gain on investment securities	(1,388,000)	(1,815,000)
Realized gain on sale of land	(896,000)	-
Donation of land received	(352,000)	(170,000)
Impairment of land valuation	-	50,000
Proceeds from sale of land	2,151,000	-
Change in value of beneficial interest	(1,336,000)	-
Proceeds from contribution restricted for investment in endowment	(3,817,000)	(2,058,000)
Decrease (increase) in contributions and pledges receivable	394,000	(597,000)
Increase in other assets	(966,000)	(4,000)
Decrease (increase) in funds held in charitable remainder trusts, net	2,600,000	(3,052,000)
Decrease (increase) in funds held in charitable gift annuities, net	22,000	(17,000)
Increase (decrease) in current liabilities	56,000	(130,000)
Increase in agency endowments	<u>901,000</u>	<u>999,000</u>
Net cash used in operating activities	<u>(649,000)</u>	<u>(1,840,000)</u>
Cash flows from investing activities:		
Purchases of investment securities	(49,683,000)	(18,241,000)
Sales of investment securities	46,361,000	17,864,000
Decrease (increase) in restricted cash	<u>113,000</u>	<u>(858,000)</u>
Net cash used in by investing activities	<u>(3,209,000)</u>	<u>(235,000)</u>
Cash flows from financing activities:		
Proceeds from contribution restricted for investment in endowment	<u>3,817,000</u>	<u>2,058,000</u>
Decrease in cash and cash equivalents	(41,000)	(17,000)
Cash and cash equivalents, beginning of the year	<u>199,000</u>	<u>216,000</u>
Cash and cash equivalents, end of the year	<u>\$ 158,000</u>	<u>\$ 199,000</u>
Supplemental Disclosure of Non-Cash Activities		
Donation of land	\$ 352,000	\$ 170,000

See accompanying notes to financial statements.

SACRAMENTO REGION COMMUNITY FOUNDATION
STATEMENTS OF FUNCTIONAL EXPENSES
For the Years Ended December 31, 2013 and 2012

	December 31, 2013							
	Program Services			Supporting Services				
	Community Grantmaking	Special Projects	Total Program Services	Management and General	Development and Public Relations	Financial Admini- stration	Total Supporting Services	Total All Services
Grants and scholarships	\$ 5,739,000	\$ 851,000	\$ 6,590,000	\$ -	\$ -	\$ -	\$ -	\$ 6,590,000
Salaries and benefits	138,000	124,000	262,000	284,000	343,000	267,000	894,000	1,156,000
General and administrative	82,000	76,000	158,000	109,000	185,000	121,000	415,000	573,000
Professional fees	27,000	25,000	52,000	85,000	50,000	37,000	172,000	224,000
Depreciation	3,000	3,000	6,000	4,000	6,000	5,000	15,000	21,000
	<u>\$ 5,989,000</u>	<u>\$ 1,079,000</u>	<u>\$ 7,068,000</u>	<u>\$ 482,000</u>	<u>\$ 584,000</u>	<u>\$ 430,000</u>	<u>\$ 1,496,000</u>	<u>\$ 8,564,000</u>

	December 31, 2012							
	Program Services			Supporting Services				
	Community Grantmaking	Special Projects	Total Program Services	Management and General	Development and Public Relations	Financial Admini- stration	Total Supporting Services	Total All Services
Grants and scholarships	\$ 3,846,000	\$ 295,000	\$ 4,141,000	\$ -	\$ -	\$ -	\$ -	\$ 4,141,000
Salaries and benefits	122,000	114,000	236,000	233,000	328,000	254,000	815,000	1,051,000
General and administrative	69,000	57,000	126,000	93,000	141,000	112,000	346,000	472,000
Professional fees	35,000	29,000	64,000	55,000	58,000	53,000	166,000	230,000
Depreciation	3,000	3,000	6,000	5,000	5,000	5,000	15,000	21,000
	<u>\$ 4,075,000</u>	<u>\$ 498,000</u>	<u>\$ 4,573,000</u>	<u>\$ 386,000</u>	<u>\$ 532,000</u>	<u>\$ 424,000</u>	<u>\$ 1,342,000</u>	<u>\$ 5,915,000</u>

See accompanying notes to financial statements.

SACRAMENTO REGION COMMUNITY FOUNDATION
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Operation: Sacramento Region Community Foundation (the "Foundation") is a not-for-profit organization incorporated under the laws of the State of California whose purpose is to administer contributions received and distribute grants which meet community needs. The Foundation is exempt from Federal and State income taxes under Section 501(c)(3) of the Internal Revenue Code.

Method of Accounting: The financial statements of Sacramento Region Community Foundation are presented on the accrual basis of accounting and maintained in accordance with accounting principles generally accepted in the United States of America. The Foundation's resources are classified for accounting and reporting purposes into funds established according to their nature and objectives. While separate accounts are maintained for each fund, in the financial statements the funds have been combined.

The funds of the Foundation are maintained as follows:

Administrative Fund -- Administrative fund represents a portion of funds that are available for Foundation operations.

Expendable Funds -- Expendable funds are available for disbursement at the recommendation of the donor subject to approval by the Board of Directors.

Endowment Funds -- Endowment funds are permanent funds that are subject to restrictions of the gift instrument where the original donation must be kept in perpetuity and depending on the terms of the gift instrument, earnings may be available to make grants in accordance with the approved grant spending policy.

Cash and Cash Equivalents and Restricted Cash and Cash Equivalents: Cash and cash equivalents and restricted cash and cash equivalents include demand deposits, money market accounts and short-term investments with original maturities of 90 days or less.

The Foundation's cash is deposited with financial institutions insured by the Federal Deposit Insurance Corporation (FDIC). Deposits held in banks are insured up to \$250,000 by the FDIC. At December 31, 2013 and 2012 carrying balances were \$8,039,000 and \$9,708,000 with a bank balance of \$8,380,000 and \$9,125,000, respectively. The total uninsured bank balance at December 31, 2013 and 2012 was \$8,130,000 and \$7,736,000, respectively. Deposits held in cash investment accounts insured by the Securities Investors Protection Corporation as of December 31, 2013 and 2012 were \$48,000 and \$76,000, respectively.

At December 31, 2013 and 2012, the Foundation has \$7,715,000 and \$7,828,000 of restricted cash of which \$1,607,000 and \$1,491,000 are classified as noncurrent assets, respectively. The cash balances are restricted based on donor-imposed restrictions that limit their use. The cash balances are released from restriction when a donor restriction is satisfied.

Contributions and Pledges Receivable: Contributions and pledges receivable represent unconditional promises to contribute specified amounts to the Foundation in the future. The contributions and pledges are recognized as donations when made. Discounts related to contributions receivable are insignificant and have not been recorded.

(Continued)

SACRAMENTO REGION COMMUNITY FOUNDATION
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Contributions and pledges received are measured at their fair value and reported as an increase in net assets. The Foundation reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets, or if they are designated as support for future periods. When a donor restriction is satisfied, restricted net assets are reclassified to unrestricted net assets and reported in the statement of activity as net assets released from restriction.

Allowance for Uncollectible Contributions: An allowance is maintained to provide for uncollectible contributions that can be expected to occur in the normal course of operations. The allowance is based on management's analysis of the outstanding pledges and general business and economic conditions in the community. The allowance is established through a provision for pledge losses which reduces gross revenue. At December 31, 2013 and 2012, management determined that no allowance for uncollectible contributions was necessary.

Investment Pools: In order to increase its investment options and risk diversification, the Foundation pools investment securities from the various donor and administrative funds that it maintains. The funds are accounted for using the "market value unit method." Under this method, each donor fund is assigned a number of units based on the ratio of the donor fund's market value with the market value of all investments at the time of entry in the pool. Monthly, the pooled assets are valued and new unit values calculated.

Impairment of Long-Lived Assets: The Foundation evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Upon such an occurrence, recoverability of assets to be held and used is measured by comparing the carrying amount of an asset to forecasted undiscounted future net cash flows expected to be generated by the asset. If the carrying amount exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Once an impairment charge is recorded, the carrying amount cannot be increased.

Charitable Remainder Trusts: The Foundation is the trustee, beneficiary or both the trustee and beneficiary of charitable remainder trusts (CRTs). When the Foundation is the trustee of a CRT, the assets held in trust are recorded at fair value, as determined by quoted market price or other relevant valuation methods, and a corresponding liability is established to recognize the trust's future obligations. If the Foundation is an irrevocable beneficiary of a CRT, management prepares an estimate of the present value of the future contribution using methods that are reciprocal to the methods used by the donor in determining their charitable deduction for Federal income tax purposes. Collectibility and changes in fair value of these contributions are evaluated periodically and charged or credited to income annually. When the Foundation is the trustee and irrevocable beneficiary, the CRT assets are recorded at fair market value and the corresponding liability is recorded net of the contribution amount calculated in the manner outlined above. Changes in fair value of the recorded amounts are charged or credited to income annually.

Agency Endowments: The Foundation receives and distributes assets under certain agency and intermediary arrangements. When a not-for-profit organization (NPO) establishes a fund at a community foundation with its own funds and specifies itself or its affiliate as the beneficiary of that fund, the Foundation accounts for the transfer of such assets as a liability. Liabilities are established at the fair value of the funds, which are generally equivalent to the present value of future payments expected to be made to the NPOs and are reflected under agency endowments on the accompanying statement of financial position.

(Continued)

SACRAMENTO REGION COMMUNITY FOUNDATION
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Net Assets: The Foundation reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activity as net assets released from restriction.

Unrestricted Net Assets – Includes unrestricted contributions, income earned on unrestricted net assets and amounts for which temporary restrictions have expired.

Temporarily Restricted Net Assets – Represent those assets entrusted to the Foundation for the purpose of providing grants at a future date. The funds are expendable for charitable purposes at the recommendation of the donor in conjunction with approval by the Foundation's Board of Directors. A portion of the funds are related to endowment funds and are limited by donor-imposed stipulations that either expire by passage of time nor can be fulfilled otherwise removed by the actions of the Foundation.

Permanently Restricted Net Assets – Include endowment funds and charitable remainder trusts. A percentage from each endowment fund, as determined by the Foundation's Board of Directors, is expendable for charitable purposes at the recommendation of the donor or management in conjunction with approval by the Foundation's Board of Directors. Funds are expended from CRTs in accordance with the requirements of the underlying trust document.

As more fully described in Note 6, net income earned on permanently restricted net assets are classified as temporarily restricted net assets. Funds expended for charitable purposes at the recommendation of the donor or management in conjunction with approval by the Foundation's Board of Directors and fund expenses are classified as unrestricted net assets. The expenditures are recognized when the funds have been disbursed.

Functional Allocation of Expenses: The costs of providing the various programs, fundraising and other activities have been summarized on a functional basis in the statement of functional expenses. Accordingly, certain costs have been allocated among the programs and activities benefited.

Comparative Information: To prepare financial statements in conformity with accounting principles generally accepted in the United States of America management makes estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the financial statements and the disclosures provided, and actual results could differ. Fair values of financial instruments are particularly subject to change.

Subsequent Events: The Foundation has evaluated subsequent events for recognition and disclosure through October 15, 2014, which is the date the financial statements were available to be issued.

Income Taxes: The Foundation is a nonprofit corporation exempt from federal income taxes under Internal Revenue Code section 501(c)(3) and from State of California income taxes. Therefore, these financial statements contain no provision for such taxes. Informational returns are filed annually with federal and state taxing authorities.

(Continued)

SACRAMENTO REGION COMMUNITY FOUNDATION
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Foundation uses a comprehensive model for recognizing, measuring, presenting and disclosing in the financial statements tax positions taken or expected to be taken on a tax return. A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. For the years ended December 31, 2013 and 2012, management has determined that the Foundation does not have any tax positions that result in any uncertainties regarding the possible impact on the Foundation's financial statements. The Foundation is no longer subject to examination by taxing authorities for years before 2008. The Foundation does not expect the total amount of unrecognized tax benefits to significantly change in the next 12 months. The Foundation recognizes interest and/or penalties related to income tax matters in income tax expense. The Foundation did not have any amounts accrued for interest and penalties at December 31, 2013 and 2012.

NOTE 2 – FAIR VALUE MEASUREMENTS

Fair Value of Financial Instruments: Estimated fair values are disclosed for financial instruments for which it is practicable to estimate fair value. These estimates are made as of a specific point in time based on relevant market data and information about the financial instruments. These estimates do not reflect any premium or discount that could result from offering the Foundation's entire holdings of a particular financial instrument for sale at one time.

Fair value estimates are based on judgments regarding current economic conditions, risk characteristics of various financial instruments and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the fair value presented.

The following methods and assumptions were used by the Foundation to estimate the fair value of its financial instruments at December 31, 2013 and 2012.

Cash and cash equivalents: For cash and cash equivalents, the carrying amount is estimated to be fair value.

Contributions, pledges and grants receivable: For contributions, pledges and grants receivable, the carrying amounts approximate the fair values based on the anticipated short-term duration for which the receivables are expected to remain outstanding.

Investment securities: For investment securities, fair values are based on either quoted market prices, quoted market prices for similar securities, indications of values provided by brokers or derived from model-based valuation techniques that use assumptions not observable in the market.

Other assets: For beneficial interest in trust agreements included in other assets, fair values are based on information supplied by the trustee.

CRT contributions receivable: For CRT contributions receivable, fair values are based on a present value calculation of the irrevocable portion of the assets of the CRT utilizing discount rates between 5.9% - 7.9%, based on the applicable federal rate at the date of contribution.

The carrying amount of the Foundation's financial instruments equals or approximates fair value for the years ended December 31, 2013 and 2012.

(Continued)

SACRAMENTO REGION COMMUNITY FOUNDATION
 NOTES TO FINANCIAL STATEMENTS
 December 31, 2013 and 2012

NOTE 2 – FAIR VALUE MEASUREMENTS (Continued)

Fair Value Hierarchy: The Foundation groups its assets and liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. Valuations within these levels are based upon:

Level 1 – Quoted market prices (unadjusted) for identical instruments traded in active exchange markets.

Level 2 – Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable or can be corroborated by observable market data.

Level 3 – Model-based valuation techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect the Foundation's estimates of assumptions that market participants would use on pricing the asset or liability. Due to the inherent uncertainty of valuation of nonmarketable and restricted investments, those estimated values may differ significantly from the values that would have been used had a ready market for the securities existed. Those differences could be material.

Management monitors the availability of observable market data to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets, total liabilities or total earnings.

Assets and Liabilities Recorded at Fair Value: The following tables present information about the Foundation's assets and liabilities measured at fair value on a recurring and non-recurring basis as of December 31, 2013 and 2012:

Recurring Basis

<u>Description</u>	<u>Fair Value Measurements at December 31, 2013</u>			
	<u>Total Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Financial assets:				
Money market funds	\$ 7,230,000	\$ 7,230,000	\$ -	\$ -
Investment securities:				
Mutual funds	55,291,000	55,291,000	-	-
Common commingled funds	19,680,000	-	19,680,000	-
Alternative investments	21,589,000	-	-	21,589,000
Corporate stocks and notes	866,000	866,000	-	-
Corporate bonds	185,000	185,000	-	-
Beneficial interest in trust	3,103,000	-	-	3,103,000
CRT/CGA assets (non-cash)	8,053,000	3,168,000	-	4,885,000
	<u>\$ 115,997,000</u>	<u>\$ 66,740,000</u>	<u>\$ 19,680,000</u>	<u>\$ 29,577,000</u>

(Continued)

SACRAMENTO REGION COMMUNITY FOUNDATION
 NOTES TO FINANCIAL STATEMENTS
 December 31, 2013 and 2012

NOTE 2 – FAIR VALUE MEASUREMENTS (Continued)

<u>Description</u>	Fair Value Measurements at December 31, 2012			
	<u>Total Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Financial assets:				
Money market funds	\$ 7,472,000	\$ 7,472,000	\$ -	\$ -
Investment securities:				
Mutual funds	52,480,000	52,480,000	-	-
Common commingled funds	14,326,000	-	14,326,000	-
Alternative investments	15,130,000	-	-	15,130,000
Corporate stocks and notes	732,000	732,000	-	-
Corporate bonds	215,000	215,000	-	-
Beneficial interest in trust	827,000	-	-	827,000
CRT/CGA assets (non-cash)	8,507,000	3,210,000	-	5,297,000
	<u>\$ 99,689,000</u>	<u>\$ 64,109,000</u>	<u>\$ 14,326,000</u>	<u>\$ 21,254,000</u>

Mutual funds – This class includes investments in mutual funds that invest primarily in domestic and foreign equity or debt securities. The objective of these investments is to capture similar market returns in their respective indices. The funds are priced and traded on a daily basis and offer full liquidity and availability on a daily basis.

Common commingled funds – This class includes investments in commingled funds that invest primarily in domestic and foreign equity or debt securities. The objective of these investments is to capture similar market returns in their respective indices. The funds' underlying positions are all marketable and priced regularly but the funds themselves are priced monthly on a net asset value basis. Common commingled funds are accessible for full liquidity on a monthly basis on the first of every month.

Alternative investments – This class includes multiple strategies in investments that are intended to either protect capital through unique investment opportunities while finding value when markets are less than optimal or to maximize returns greater than, while providing less correlation to, the volatility of the overall stock markets. Hedge and absolute return investments which seek to protect capital may include strategies such as equity long/short, relative value, even-driven, etc. Redemptions vary by fund but often are redeemable with written notification up to 95 days. When requested for full redemption, 5-10% of assets are generally held back for several months after the redemption date until final audits are completed.

Private assets which seek to maximize return and provide less correlation to the overall stock markets include private investments in venture capital, buyout, special situations, real estate and other hard assets. Investments are focused on the infrastructure of various hard assets, the purchase and sale of quality real estate properties and/or investment in newly developed and start-up companies. There is no provision for redemption during the life of these funds but management intends to hold these investments until distributions occur within a period of 3-10 years.

Corporate stocks and notes – This class includes investments in individual domestic and foreign equity securities. The objective of these investments is to capture dividend income and capital appreciation. The securities are priced and traded on a daily basis and offer full liquidity and availability on a daily basis.

(Continued)

SACRAMENTO REGION COMMUNITY FOUNDATION
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 2 – FAIR VALUE MEASUREMENTS (Continued)

Corporate bonds – This class includes investments in individual domestic fixed income securities. The objective of these investments is to capture interest income. The securities are priced and traded on a daily basis and offer full liquidity and availability on a daily basis.

Valuation approach: The Foundation's investments are generally classified within Level 1 or Level 2 of the fair value hierarchy because they are valued using quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. The types of instruments valued based on quoted market prices in active markets include corporate stocks and notes, corporate bonds and mutual funds. Such instruments are generally classified within Level 1 of the fair value hierarchy. The Foundation's cash held in money market funds are classified within Level 1 as cash and cash equivalents on the balance sheet as of December 31, 2013 and 2012, respectively. The types of instruments valued based on other observable inputs include common commingled funds and are generally classified within Level 2 of the fair value hierarchy.

Alternative investments and the Foundation's beneficial interest in trusts are classified within Level 3 of the fair value hierarchy as significant assumptions are not observable in the market. The alternative investments are in offshore fund vehicles or in a fund of funds structure and the beneficial interest in trust represents an ownership interest in a trust, and therefore do not have a readily determinable fair value. The Foundation marks-to-market its alternative investments based on indicative pricing using a market approach. Those indicative price quotes represent the individual broker's own assessments based on similar assets as well as using valuation techniques and analyzing the underlying asset. The Foundation also relies on other qualitative analysis including discussions with brokers and fund managers and overall capital market liquidity to value its alternative investments. The Foundation marks-to-market its beneficial interest in trust based on the fair values of various securities and the net asset value of the Company which includes unobservable data through estimates and appraisals using a market approach.

CRT/CGA assets are classified within Level 1 and Level 3 of the fair value hierarchy. Assets included in Level 1 are invested in instruments such as cash, equities, mutual funds and other investments which have quoted market prices. Assets included in Level 3 are ownership interests in a company that benefit CRTs held at the Foundation. In addition, the non-trusted CRT receivables are included in Level 3 based on the inability of the Foundation to redeem the instrument within 90 days. The Foundation marks-to-market these ownership interests based on the fair values of various securities and the net asset value of the company which includes unobservable data through estimates and appraisals using a market approach.

There were no changes in the valuation techniques used during 2013 and 2012. There were no recurring assets or liabilities transferred in or out of Levels 1 and 2 during the years ended December 31, 2013 or 2012.

(Continued)

SACRAMENTO REGION COMMUNITY FOUNDATION
 NOTES TO FINANCIAL STATEMENTS
 December 31, 2013 and 2012

NOTE 2 – FAIR VALUE MEASUREMENTS (Continued)

Level 3 Assets Rollforward

	December 31, 2013			
	Alternative Investments	Beneficial Interest in Trust	CRT/CGA Assets	Total
Beginning balance	\$ 15,130,000	\$ 827,000	\$ 5,297,000	\$ 21,254,000
Total gains or losses (realized/ unrealized) included in changes in net assets	1,985,000	1,335,000	663,000	3,983,000
Purchases	9,476,000	941,000	-	10,417,000
Sales	(5,002,000)	-	(941,000)	(5,943,000)
Issuances	-	-	-	-
Settlements	-	-	(134,000)	(134,000)
Transfers in and/or out of Level 3	-	-	-	-
Ending balance	<u>\$21,589,000</u>	<u>\$ 3,103,000</u>	<u>\$ 4,885,000</u>	<u>\$ 29,577,000</u>

Change in unrealized gains and losses on investments as of December 31, 2013	<u>\$ 1,906,000</u>	<u>\$ 1,335,000</u>	<u>\$ 663,000</u>	<u>\$ 3,904,000</u>
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	December 31, 2012			
	Alternative Investments	Beneficial Interest in Trust	CRT/CGA Assets	Total
Beginning balance	\$ 12,542,000	\$ 874,000	\$ 5,323,000	\$ 18,739,000
Total gains or losses (realized/ unrealized) included in changes in net assets	797,000	(47,000)	(26,000)	724,000
Purchases	1,791,000	-	-	1,791,000
Sales	-	-	-	-
Issuances	-	-	-	-
Settlements	-	-	-	-
Transfers in and/or out of Level 3	-	-	-	-
Ending balance	<u>\$ 15,130,000</u>	<u>\$ 827,000</u>	<u>\$ 5,297,000</u>	<u>\$ 21,254,000</u>

Change in unrealized gains and losses on investments as of December 31, 2012	<u>\$ 945,000</u>	<u>\$ (47,000)</u>	<u>\$ (26,000)</u>	<u>\$ 872,000</u>
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SACRAMENTO REGION COMMUNITY FOUNDATION
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 2 – FAIR VALUE MEASUREMENTS (Continued)

The following table represents the Foundation's level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

<u>Instrument</u>	<u>Fair value at 12/31/13</u>	<u>Valuation Methods</u>	<u>Unobservable Input Factors</u>	<u>Quantitative Inputs</u>
Alternative investments	\$21,589,000	NAV of audited funds* General partner valuations*	NA*	NA*
Beneficial interest in CRTs & CGAs	\$3,103,000	Discounted cash flows	Asset fair values from trustees Payout rate Payout frequency Term life of instrument 2000 CM mortality tables based on annuitant's age AFR rate	Varies 6-8% Quarterly, annually 6 years or lifetime .29-.78 2%
CRT/CGA assets	\$4,885,000	Discounted cash flows	Asset fair values from trustees Payout rate Payout frequency Term life of instrument 2000 CM mortality tables based on annuitant's age AFR rate	Varies 5-11% Quarterly, annually Lifetime .23-.59 2%

*The majority of alternative investments are in a fund of funds structure. The funds use the net asset value (NAV) of the underlying funds' audited portfolios. When such information is unavailable or inappropriate, the funds' General Partners may adjust capital balances at its discretion to more appropriately reflect fair value.

Non-recurring Basis - The Foundation did not hold any assets or liabilities which were recorded at fair value on a non-recurring basis.

(Continued)

SACRAMENTO REGION COMMUNITY FOUNDATION
 NOTES TO FINANCIAL STATEMENTS
 December 31, 2013 and 2012

NOTE 3 – INVESTMENT SECURITIES

Investment securities are recorded at fair value and are summarized as follows:

	December 31,	
	2013	2012
Mutual funds	\$ 55,291,000	\$ 52,480,000
Common commingled funds	19,680,000	14,326,000
Alternative investments	21,589,000	15,130,000
Corporate stocks and notes	866,000	732,000
Corporate bonds	185,000	215,000
	\$ 97,611,000	\$ 82,883,000

Investment securities are carried at fair value; therefore, realized and unrealized gains and losses are reflected in the statement of activities and changes in net assets in the year incurred. Approximately 18% of the Foundation's investments at December 31, 2013 were invested in alternative investments composed of hedge, absolute return and private equity funds that are not immediately liquid. Certain of the Foundation's investments require investment commitments and include limitations on the timing of subsequent withdrawals from those investments. As of December 31, 2013, the Foundation was committed to approximately \$8,170,000 in future investments. The majority of investments are liquid and can be redeemed on a daily basis or in the case of certain common commingled funds, monthly with an average of 30 days written notice. Alternative investments have varying degrees of liquidity. Approximately 11% of the Foundation's investments, including hedge and absolute return funds, are considered semi-liquid with lock-up periods from 1-2 years. Approximately 11% of the Foundation's investments, which include certain real estate, private equity and venture capital funds, do not have specific lock-up periods but are anticipated to be invested for periods of 3-10 years.

NOTE 4 – OTHER ASSETS

Other assets consist of the following:

	December 31,	
	2013	2012
Beneficial interest in trust	\$ 3,103,000	\$ 827,000
Miscellaneous	213,000	187,000
	\$ 3,316,000	\$ 1,014,000

Other assets primarily represent non-cash receivables that are recorded at their estimated fair value. Management has used all available information in preparing its estimates; however, due to the nature of agreements and underlying assets, amounts ultimately realized upon liquidation could differ significantly from the estimated value.

(Continued)

SACRAMENTO REGION COMMUNITY FOUNDATION
 NOTES TO FINANCIAL STATEMENTS
 December 31, 2013 and 2012

NOTE 5 – CHARITABLE REMAINDER TRUSTS AND CHARITABLE GIFT ANNUITIES ASSETS AND LIABILITIES

Charitable remainder trusts and charitable gift annuities assets consist of:

	December 31,	
	2013	2012
Cash and cash equivalents	\$ 517,000	\$ 2,548,000
CRT contributions receivable	4,885,000	5,297,000
Investment securities	3,168,000	3,210,000
	\$ 8,570,000	\$ 11,055,000

The liability for future payments over the lives of the charitable remainder trusts and charitable gift annuities was \$3,754,000 and \$3,618,000 at December 31, 2013 and 2012, respectively.

Charitable remainder trusts held by the Foundation pay administrative fees to the Foundation that are accounted for as interfund transactions which eliminate in the financial statements. The related income and expense are reflected on the Statements of Activity and Changes in Net Assets to clarify the revenue sources of the Foundation's unrestricted fund.

NOTE 6 – ENDOWMENT NET ASSET

Endowment: The Foundation accounts for endowment gifts under the Uniform Prudent Management of Institutional Funds Act of 2006 (UPMIFA). UPMIFA was enacted in California on September 30, 2008 with an effective date of January 1, 2009. Under UPMIFA, the Foundation may allow an endowed fund to spend into historic gift value if it can prudently do so after consideration of 7 factors that affect the spending and future earnings of the fund. Contributions to the funds are classified as permanently restricted net assets while net earnings activity is classified as temporarily restricted net assets. When a stipulated time restriction ends or purpose restriction is accomplished, generally through the payment of grants and fund expenses, endowed fund expenses are reclassified to unrestricted net assets and reported in the statements of activity and changes in net assets as net assets released from restrictions. A board designated endowment fund, one where the Foundation's board has set aside a permanent portion of its unrestricted net assets to support the Foundation for the long term, is classified in its entirety as unrestricted net assets.

Interpretation of UPMIFA: The Board of Directors has interpreted UPMIFA as requiring the preservation of the fair value of the original and subsequent gifts as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary.

Spending Policy and Investment Objectives: The Foundation has a policy of appropriating for distribution in the current year 4% of an endowment fund's average fair value over the past 12 quarters ending September 30. In establishing this policy, the Foundation has set its long-term total return rate to be approximately 8.5 – 9% annually which allows for the achieved spending rate, investment expenses and growth of the fund's balance over time. The Foundation's spending policy is reviewed annually in light of economic conditions and relationship to the overall long-term benchmark.

(Continued)

SACRAMENTO REGION COMMUNITY FOUNDATION
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 6 – ENDOWMENT NET ASSET (Continued)

Investment Policies: To satisfy its long-term rate of return objectives, the Foundation relies on a total return perspective in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Foundation uses a diversified asset allocation based on a core-satellite strategy to achieve its long-term objectives within prudent risk constraints.

The endowment net asset composition by type of fund as of December 31 2013, consist of the following:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-restricted endowment funds	\$ -	\$ 14,782,000	\$ 67,670,000	\$ 82,452,000
Board designated endowment funds	<u>1,958,000</u>	<u>-</u>	<u>-</u>	<u>1,958,000</u>
	<u>\$ 1,958,000</u>	<u>\$ 14,782,000</u>	<u>\$ 67,670,000</u>	<u>\$ 84,410,000</u>
Endowment net assets, beginning of year	\$ 1,787,000	\$ 4,339,000	\$ 63,853,000	\$ 69,979,000
Investment return:				
Investment income	19,000	793,000	-	812,000
Net (depreciation) appreciation (realized and unrealized)	<u>239,000</u>	<u>10,520,000</u>	<u>-</u>	<u>10,758,000</u>
Total investment return	258,000	11,313,000	-	11,571,000
Contributions	-	11,000	3,817,000	3,828,000
Appropriation of endowment assets for expenditure	<u>(87,000)</u>	<u>(882,000)</u>	<u>-</u>	<u>(969,000)</u>
	<u>\$ 1,958,000</u>	<u>\$ 14,782,000</u>	<u>\$ 67,670,000</u>	<u>\$ 84,410,000</u>

(Continued)

SACRAMENTO REGION COMMUNITY FOUNDATION
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 6 – ENDOWMENT NET ASSET (Continued)

The endowment net asset composition by type of fund as of December 31 2012, consist of the following:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-restricted endowment funds	\$ (4,000)	\$ 4,339,000	\$ 63,853,000	\$ 68,188,000
Board designated endowment funds	<u>1,791,000</u>	<u>-</u>	<u>-</u>	<u>1,791,000</u>
	<u>\$ 1,787,000</u>	<u>\$ 4,339,000</u>	<u>\$ 63,853,000</u>	<u>\$ 69,979,000</u>
Endowment net assets, beginning of year	\$ (2,440,000)	\$ 2,971,000	\$ 61,795,000	\$ 62,326,000
Investment return:				
Investment income	23,000	868,000	-	891,000
Net (depreciation) appreciation (realized and unrealized)	<u>4,030,000</u>	<u>3,521,000</u>	<u>-</u>	<u>7,551,000</u>
Total investment return	4,053,000	4,389,000	-	8,442,000
Contributions	259,000	11,000	2,058,000	2,328,000
Appropriation of endowment assets for expenditure	<u>(85,000)</u>	<u>(3,032,000)</u>	<u>-</u>	<u>(3,117,000)</u>
	<u>\$ 1,787,000</u>	<u>\$ 4,339,000</u>	<u>\$ 63,853,000</u>	<u>\$ 69,979,000</u>

NOTE 7 – COMMITMENTS AND CONTINGENCIES

Lease Obligation: The Foundation leases its office premises and certain other equipment under non-cancelable leases. Future minimum lease payments are as follows:

<u>Year Ending December 31,</u>	
2014	\$ 133,000
2015	134,000
2016	138,000
2017	<u>106,000</u>
	<u>\$ 511,000</u>

Total rental expense for the years ended December 31, 2013 and 2012 was \$93,000 and \$76,000, respectively.

(Continued)

SACRAMENTO REGION COMMUNITY FOUNDATION
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 7 – COMMITMENTS AND CONTINGENCIES (Continued)

Other Commitments: As of December 31, 2013, the Foundation has unfunded capital commitments for private equity and real estate trust investments of approximately \$8,170,000.

Contingencies: The Foundation is subject to legal proceedings and claims which arise in the ordinary course of business. In the opinion of management, the amount of ultimate liability with respect to such actions will not materially affect the financial position or results of operations of the Foundation.

NOTE 8 – RETIREMENT BENEFITS

The Foundation provides retirement benefits to employees meeting specified service requirements. The benefits are equal to 8 percent of the employee's base pay and are deposited monthly to a Simplified Employee Pension/Individual Retirement Account administered by an institution selected by the employee. Contributions are fully vested when made, and totaled \$63,000 each for the years ended December 31, 2013 and 2012.

Effective June 1, 2014, the Foundation established a 401(k) plan (The Plan). Participation in the Plan is voluntary and all full time and part-time employees who complete 1,000 hours of service and complete a one year waiting period are eligible to participate. The Foundation makes contributions equal to 8 percent of the employee's base pay each payperiod. Employer contributions for all employees are fully vested when made except for eligible employees hired after June 1, 2014, whose employer contributions will vest equally over a 3 year period. All employee contributions are fully vested when made. Contributions to the Simplified Employee Pension/Individual Retirement Account were discontinued after May 31, 2014.