YMCA OF SAN DIEGO COUNTY

(A California Nonprofit Public Benefit Corporation)

Financial Statements
and Independent Auditor's Report

June 30, 2013
(with summarized financial information for 2012)

YMCA OF SAN DIEGO COUNTY
(A California Nonprofit Public Benefit Corporation)

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Independent Auditor's Report

To the Board of Directors
YMCA of San Diego County

We have audited the accompanying financial statements of the YMCA of San Diego County (a California nonprofit public benefit corporation) ("YMCA"), which comprise the statement of financial position as of June 30, 2013, and the related statements of activities, functional expenses and cash flows for the year 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 audit. We conducted our audit 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.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the YMCA as of June 30, 2013, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited the YMCA's 2012 financial statements, and our report dated November 5, 2012, expressed an unmodified opinion on those audited financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2012, is consistent, in all material respects, with the audited financial statements from which it has been derived.

CohnReznick LLP

San Diego, California
November 1, 2013

YMCA OF SAN DIEGO COUNTY
(A California Nonprofit Public Benefit Corporation)

Statement of Financial Position

June 30, 2013
(With comparative financial information for 2012)

Assets	2013	2012
Cash and cash equivalents	$ 11,967,000	$ 9,024,000
Pledges and accounts receivable (note 5)	18,859,000	15,500,000
Investments (note 6)	47,102,000	38,755,000
Investments for which uses are limited (note 6)	3,545,000	2,425,000
Prepaid expenses and other assets	1,022,000	932,000
Beneficial interest in charitable remainder trusts (note 2)	144,000	159,000
Land, buildings, and equipment, net (note 10)	111,644,000	103,150,000
Total assets	$ 194,283,000	$ 169,945,000
Liabilities and Net Assets		
Liabilities:		
Accounts payable and accrued expenses	$ 13,302,000	$ 12,608,000
Deferred revenue (note 11)	7,360,000	7,376,000
Other liabilities (note 12)	1,222,000	1,212,000
Total liabilities	21,884,000	21,196,000
Commitments and contingencies (notes 15 and 16)		
Net assets:		
Unrestricted	150,058,000	137,538,000
Temporarily restricted (note 2)	15,142,000	4,267,000
Permanently restricted (note 3)	7,199,000	6,944,000
Total net assets	172,399,000	148,749,000
Total liabilities and net assets	$ 194,283,000	$ 169,945,000

See accompanying notes to financial statements.

YMCA OF SAN DIEGO COUNTY
(A California Nonprofit Public Benefit Corporation)

Statement of Activities

Year ended June 30, 2013
(With summarized financial information for 2012)

	Unrestricted	Temporarily restricted	Permanently restricted	Total 2013	Total 2012
Revenue:					
Public support:					
Annual support	$ 5,157,000	$ -	$ -	$ 5,157,000	$ 5,263,000
Direct contributions	8,683,000	11,600,000	255,000	20,538,000	10,315,000
Land donation for Copley Price YMCA	9,020,000	-	-	9,020,000	-
Special events, net of expenses of approximately $1,612,000 in fiscal 2013	1,196,000	-	-	1,196,000	1,048,000
Total public support	24,056,000	11,600,000	255,000	35,911,000	16,626,000
Other revenue:					
Program service fees	52,732,000	-	-	52,732,000	49,300,000
Government funded programs	43,853,000	-	-	43,853,000	43,691,000
Membership dues	27,882,000	-	-	27,882,000	27,016,000
Investment income	568,000	189,000	-	757,000	659,000
Net realized gain on investments	1,333,000	409,000	-	1,742,000	312,000
Net merchandise sales	370,000	-	-	370,000	380,000
Total other revenue	126,738,000	598,000	-	127,336,000	121,358,000
Total public support and other revenue	150,794,000	12,198,000	255,000	163,247,000	137,984,000
Net assets released from restrictions	1,798,000	(1,798,000)	-	-	-
Total revenue	152,592,000	10,400,000	255,000	163,247,000	137,984,000
Expenses:					
Program services	130,245,000	-	-	130,245,000	126,293,000
Supporting services:					
Management and general	8,966,000	-	-	8,966,000	7,916,000
Fund-raising	1,736,000	-	-	1,736,000	1,782,000
Total supporting services	10,702,000	-	-	10,702,000	9,698,000
Total program and supporting services expenses	140,947,000	-	-	140,947,000	135,991,000
Change in net assets before net unrealized gain on investments	11,645,000	10,400,000	255,000	22,300,000	1,993,000
Net unrealized gain on investments	875,000	475,000	-	1,350,000	50,000
Change in net assets	12,520,000	10,875,000	255,000	23,650,000	2,043,000
Net assets at beginning of year	137,538,000	4,267,000	6,944,000	148,749,000	146,706,000
Net assets at end of year	$ 150,058,000	$ 15,142,000	$ 7,199,000	$ 172,399,000	$ 148,749,000

See accompanying notes to financial statements.

YMCA OF SAN DIEGO COUNTY
(A California Nonprofit Public Benefit Corporation)

Statement of Functional Expenses

Year ended June 30, 2013
(With summarized financial information for 2012)

	Program services	Supporting services: Management and general	Supporting services: Fundraising	Supporting services: Total supporting services	Total expenses 2013	Total expenses 2012
Personnel costs:						
Salaries	$ 58,368,000	$ 5,540,000	$ 1,044,000	$ 6,584,000	$ 64,952,000	$ 60,306,000
Health and retirement	7,118,000	868,000	183,000	1,051,000	8,169,000	7,531,000
Payroll taxes and other	5,553,000	522,000	101,000	623,000	6,176,000	5,426,000
Total personnel costs	71,039,000	6,930,000	1,328,000	8,258,000	79,297,000	73,263,000
Contracted services	29,348,000	450,000	45,000	495,000	29,843,000	31,723,000
National dues	291,000	-	-	-	291,000	279,000
Supplies	6,046,000	143,000	212,000	355,000	6,401,000	5,649,000
Telephone and postage	1,247,000	135,000	32,000	167,000	1,414,000	1,315,000
Rents	3,791,000	4,000	-	4,000	3,795,000	3,678,000
Care of buildings and grounds	1,921,000	44,000	-	44,000	1,965,000	2,129,000
Utilities	2,739,000	67,000	-	67,000	2,806,000	2,744,000
Transportation	1,505,000	73,000	3,000	76,000	1,581,000	1,484,000
Staff training	643,000	436,000	66,000	502,000	1,145,000	1,014,000
Insurance	499,000	55,000	-	55,000	554,000	588,000
Printing and promotion	978,000	219,000	45,000	264,000	1,242,000	1,242,000
Rental, maintenance, and purchase of minor equipment items	2,415,000	46,000	1,000	47,000	2,462,000	2,239,000
Miscellaneous	1,259,000	94,000	4,000	98,000	1,357,000	1,778,000
Provision for doubtful receivables	359,000	-	-	-	359,000	393,000
Depreciation and amortization	6,004,000	270,000	-	270,000	6,274,000	6,083,000
Loss on disposal of assets	161,000	-	-	-	161,000	390,000
Total program and supporting services including depreciation	$ 130,245,000	$ 8,966,000	$ 1,736,000	$ 10,702,000	$ 140,947,000	$ 135,991,000

See accompanying notes to financial statements.

YMCA OF SAN DIEGO COUNTY
(A California Nonprofit Public Benefit Corporation)

Statement of Cash Flows

Year ended June 30, 2013
(With comparative financial information for 2012)

	2013	2012
Cash flows from operating activities:		
Change in net assets	$ 23,650,000	$ 2,043,000
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Net realized and unrealized gain on investments	(3,092,000)	(362,000)
Depreciation and amortization	6,274,000	6,083,000
Gift of land for Copley Price YMCA	(9,020,000)	-
Loss on disposal of assets	161,000	390,000
Net discount amortization	113,000	62,000
Provision for losses on receivables	563,000	265,000
Contributions restricted for capital projects and endowment	(11,855,000)	(4,667,000)
Decrease in beneficial interest in charitable remainder trusts	15,000	4,670,000
Increase in pledges and accounts receivable	(4,035,000)	(4,429,000)
Increase in prepaid expenses and other assets	(90,000)	(284,000)
Increase (decrease) in accounts payable and accrued expenses	694,000	(1,357,000)
Increase (decrease) in other liabilities	(457,000)	261,000
Increase (decrease) in deferred revenue	(16,000)	113,000
Net cash provided by operating activities	2,905,000	2,788,000
Cash flows from investing activities:		
Purchases and construction of land, buildings, and equipment	(5,909,000)	(6,103,000)
Purchases of investments	(29,386,000)	(16,276,000)
Proceeds from the sale of equipment	-	94,000
Proceeds from the sale or maturity of investments	23,011,000	13,422,000
Net cash used in investing activities	(12,284,000)	(8,863,000)
Cash flows from financing activities:		
Net gift annuities issued (matured)	467,000	(112,000)
Contributions restricted for capital projects and endowment	11,855,000	4,667,000
Net cash provided by financing activities	12,322,000	4,555,000
Increase (decrease) in cash and cash equivalents	2,943,000	(1,520,000)
Cash and cash equivalents, beginning of year	9,024,000	10,544,000
Cash and cash equivalents, end of year	$ 11,967,000	$ 9,024,000

See accompanying notes to financial statements.

YMCA OF SAN DIEGO COUNTY
(A California Nonprofit Public Benefit Corporation)

Notes to Financial Statements

(1) Summary of Significant Accounting Policies:

(a) Nature of Operations:

The YMCA of San Diego County (a California nonprofit public benefit corporation) (the "YMCA" or the "Association") is dedicated to improving the quality of human life and to helping all people realize their fullest potential as children of God through development of the spirit, mind, and body.

Major programs of the YMCA of San Diego County include the following:

- **Active Older Adults** – active older adult council, recreational trips, instructional classes, and health and well being seminars
- **Aquatics** – swimming lessons, recreational and fitness swimming, competitive swimming, SCUBA diving, aquatics for special populations (arthritis), national lifeguard certification, and water exercise
- **Camping** – environmental education, family camp, day camping, intersession programs for year-round schools, resident camping, teen adventure programs, and teen caravans
- **Child Development** – infant/toddler, preschool and before/after school child care, and child care information and referral
- **Family Life** – parent/child programs and family activities
- **Health Enhancement** – youth fitness, mind/body fitness, cardiovascular fitness and strength training, wellness and healthful living training, active older adult fitness, and personal training
- **Leadership Development** – volunteer training, leadership development skills in youth, and board and committee training
- **Social Services** (Intervention, Diversion) – gang/abuse prevention, counseling, crisis shelter, literacy, school outreach and technology training
- **Sports and Skill Development** – youth sports leagues, camp, recreation, instruction, adult sports, martial arts and gymnastics
- **Teens** – leaders in training, junior lifeguard training, teen clubs, Youth and Government, and Teen Council

(b) Method of Reporting:

The financial statements of the YMCA were prepared in conformity with the *AICPA Audit and Accounting Guide, Not-For-Profit Entities*, and include the accounts of its Corporate Office, all of its branches in San Diego County, and other associated units. All significant inter-entity transactions and balances have been eliminated.

(c) Basis of Accounting:

The YMCA classifies its net assets and its revenues, gains and other support, and expenses based on the existence or absence of donor-imposed restrictions. Temporarily restricted net assets result from contributions whose use is limited by donor stipulations that either expire with the passage of time or can be fulfilled and removed by actions of the YMCA pursuant to those stipulations. Permanently restricted net assets result from contributions whose use is limited by donor stipulations that do not expire. Unrestricted net assets represent resources over which the Board of Directors has discretionary control.

The YMCA reports contributions of cash and other assets as temporarily restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, the related temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. Temporarily restricted income which is received and expended in the current year is recorded as unrestricted income.

(d) Cash and Cash Equivalents:

The YMCA considers all highly-liquid investments with maturities of three months or less when purchased to be cash equivalents.

(e) Land, Buildings, and Equipment:

Land, buildings and equipment are stated at cost or, if donated, at fair value at date of donation. Major renewals and improvements are capitalized, while maintenance and repairs that do not extend the lives of the assets are charged to operations when incurred. When assets are sold or retired, the cost and accumulated depreciation and amortization are removed from the respective accounts and any profit or loss on the disposition is credited or charged to revenue. Depreciation and amortization is provided using the straight-line method over the estimated useful lives of the assets as follows:

Building and improvements	10 - 30 years
Furniture, fixtures, and equipment	5 to 10 years
Buses and vans	5 years
Leasehold interest	Lesser of 20 years or remaining life of the lease
Leasehold improvements	Lesser of 3 to 25 years or remaining life of the lease

No depreciation is taken on construction in progress until it is placed in service.

The YMCA reports contributions of property as unrestricted support unless explicit donor stipulations specify how the donated property must be used. Contributions of property with explicit restrictions that specify how the property is to be used and contributions of cash and other assets that must be used for property additions are reported as restricted support. In the absence of explicit donor stipulations about how the property must be maintained, the YMCA reports expirations of donor restrictions when the donated or acquired property is placed in service.

(f) Fair Value of Financial Instruments:

The Association's material financial instruments at June 30, 2013 for which disclosure of estimated fair value is required by certain accounting standards consisted of cash and cash equivalents, pledges and accounts receivable, notes receivable from unrelated and related parties, marketable securities, and accounts payable. The fair values of cash and cash equivalents, accounts receivable and accounts payable are equal to their carrying value because of their liquidity and short-term maturity. The carrying value of pledges receivable approximates fair value because amounts due in more than one year are discounted to present value and are recorded net of an allowance for uncollectible amounts. Marketable securities are stated at fair value based on quoted market values. As a result of the relationship between the Association and its related parties, there is no practical method that can be used to determine the fair values of notes receivable from related parties. Management believes that the fair values of notes receivable from unrelated parties do not differ materially from their aggregate carrying values in that substantially all of the obligations bear variable interest rates that are based on periodically adjustable market interest rates.

(g) Leases:

Leases that transfer substantially all of the benefits and risks of ownership of leased property are accounted for as capital leases. Other leases are accounted for as operating leases.

(h) Split Interest Agreements:

The YMCA is licensed by the State of California Department of Insurance as a Grants and Annuities Society. As such, the YMCA may issue charitable gift annuity contracts. As of June 30, 2013, the YMCA had issued 39 annuity contracts entered into with 27 separate donors. The present value of the life annuities associated with these contracts is recorded as other liabilities (see note 12).

The YMCA is the beneficiary of assets held in an irrevocable split interest agreement pooled income fund administered by a bank trustee. The assets of the pooled income fund are recorded in investments at fair market value (see note 6). The difference between the fair market value of the assets in the pooled income fund and the present value of estimated future contributions to be received has been recorded as deferred revenue (see note 11). The amortization of discount and changes in actuarial assumptions are reflected within the direct contribution line item in the statement of activities.

The YMCA is the beneficiary in two irrevocable charitable trusts, for which the YMCA is not the trustee. Each trust names the YMCA as a residual beneficiary following the death of one or more life income beneficiaries. The fair value of the assets to be received under each trust, discounted for the estimated time until receipt, is recorded in beneficial interest in charitable remainder trusts and in temporarily restricted net assets until trust termination. The current year change in the valuation of beneficial interest in charitable remainder trusts is included in temporarily restricted contributions on the statement of activities.

The YMCA estimates fair value of split interest agreements by using net present value calculations with discount rates of 4.5% and estimated life expectancies based upon the mortality rate tables published by the Internal Revenue Service ("IRS").

(i) Public Support and Revenue:

All public support and revenue is considered available for unrestricted use, unless specifically restricted by the donor or the terms of a grant. General membership fees are reported as unrestricted revenue in the year in which they are earned and specific program fees are recognized as revenue in the year in which the related services are provided. Government funded programs are recognized in revenues as earned.

(j) Donated Services:

Contributed services are reflected in the accompanying financial statements at the fair value of the services received, if the services create or enhance nonfinancial assets or require specialized skills that are provided by individuals possessing those skills and would otherwise need to be purchased if not provided by donation.

A substantial number of corporations and volunteers have donated significant amounts of time and services in the YMCA's program operations and in its fund-raising campaigns. Contributed services are not reflected in the accompanying financial statements, as they generally do not meet the criteria described above.

(k) Use of Certain Facilities:

Nominal rentals are paid by the YMCA under the terms of various long-term lease agreements with local municipalities. The leases require the YMCA to fulfill certain conditions annually. As such conditions are satisfied the YMCA recognizes contribution revenue and a corresponding expense in an amount approximating the annual fair-value rental of the leased properties. Such amount totaled $1,989,000 for the year ended June 30, 2013.

(l) Functional Expenses:

Amounts for program services shown in the statement of functional expenses include expenses of branches and other units. Management and general expenses are expenses of the Corporate Office. Expenses are charged to program services, management and general, and fundraising based on a combination of specific identification and allocation by management.

(m) Advertising Expenses:

Advertising costs are expensed as incurred. Advertising expense totaled $752,000 for the year ended June 30, 2013.

(n) Income Taxes:

The YMCA, a California nonprofit public benefit corporation, is exempt from Federal and state income taxes under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the Revenue and Taxation Code of the State of California.

In accordance with Financial Accounting Standards Board ("FASB") ASC 740-10-15-2, income tax benefits and/or liabilities are recognized for income tax positions taken or expected to be taken in a tax return, only when it is determined that the income tax position will more-likely-than-not be sustained upon examination by taxing authorities. The YMCA has analyzed the tax positions taken in its filings with the IRS and the California Franchise Tax Board. The YMCA believes that its income tax filing positions will be sustained upon examination and does not anticipate any adjustments that would result in a material adverse effect on the YMCA's financial condition, results of operations or cash flows. Accordingly, the YMCA has not recorded any reserves, or related accruals for interest and penalties for uncertain income tax positions at June 30, 2013.

The Association's U.S. Federal and state income tax returns prior to fiscal years 2010 and 2009, respectively, are closed. Management continually evaluates expiring statutes of limitations, audits, proposed settlements, change in tax law and new authoritative rulings.

(o) Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from these estimates.

(p) Promises to Give:

The YMCA records promises to give cash and other assets by donors at fair market value in the period in which there is sufficient evidence in the form of verifiable documentation that an unconditional promise was received. Conditional promises to give are recognized when the conditions are substantially met.

Unconditional promises to give that are expected to be collected within one year are recorded at their net realizable value. The allowance for uncollectible amounts is estimated based upon historical collection rates and specific identification of uncollectible accounts. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of estimated future cash flows. The discounts on those amounts are computed using current risk-free interest rates, which range from 0.7% to 4.9%. Accretion of discount on long-term unconditional promises to give is included in contribution revenue.

(q) Summarized Information:

The accompanying financial statements include certain prior year summarized information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the Association's financial statements as of and for the year ended June 30, 2012, from which the summarized information was derived.

(2) Temporarily Restricted Net Assets:

Net assets are released from donor restrictions primarily by incurring expenses which satisfy the restricted purposes. Net assets released from restriction during fiscal year 2013 and temporarily restricted net asset balances as of June 30, 2013 were $1,798,000 and $15,142,000, respectively. $13,162,000 of the temporarily restricted net assets balance relates to the construction and acquisition of property and equipment, $1,836,000 relates to the endowment fund, and $144,000 relates to the YMCA's beneficial interest in charitable remainder trusts.

(3) Permanently Restricted Net Assets:

The YMCA's permanently restricted net assets consist of permanent endowment funds. The endowment funds are subject to donor restrictions requiring that the principal be invested in perpetuity and that income be utilized in support of operations. Accordingly, unless otherwise specified by the donor, income derived from such funds whose donor instructions are unspecified is reported as temporarily restricted net assets until appropriated by the Board of Directors for expenditure.

(4) Endowment:

The Association's endowment consists of approximately 155 individual funds established for a variety of purposes. The Association's endowment includes both donor-restricted endowment funds and funds designated by the Board of Directors to function as endowments. As required by accounting principles generally accepted in the United States of America, net assets associated with endowment funds, including funds designated by the Board of Directors to function as endowments, are classified and reported based on the existence or absence of donor-imposed restriction.

Interpretation of Relevant Law:

The Association has interpreted the State of California's Uniform Prudent Management of Institutional Funds Act ("UPMIFA") as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Association has classified as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Association in a manner consistent with the standard of prudence prescribed by UPMIFA. In accordance with UPMIFA, the Association considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

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

Endowment net assets composition by type of fund as of June 30, 2013 are as follows:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Donor-restricted endowment funds	$ (44,000)	$ 1,836,000	$ 7,199,000	$ 8,991,000
Board-designated endownment funds	21,027,000	-	-	21,027,000
Total funds	$ 20,983,000	$ 1,836,000	$ 7,199,000	$ 30,018,000

Changes in endowment net assets for the fiscal year ended June 30, 2013 are as follows:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Endowment net assets, beginning of year	$ 18,141,000	$ 1,084,000	$ 6,944,000	$ 26,169,000
Investment return:				
Investment income	443,000	189,000	-	632,000
Net appreciation (realized and unrealized)	2,062,000	884,000	-	2,946,000
Total investment return	2,505,000	1,073,000	-	3,578,000
Contributions	490,000	-	255,000	745,000
Transfers to increase board-designated endowment funds	135,000	-	-	135,000
Appropriation of endowment assets for expenditure	(288,000)	(321,000)	-	(609,000)
Endowment net assets, end of year	$ 20,983,000	$ 1,836,000	$ 7,199,000	$ 30,018,000

Funds with Deficiencies:

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor or UPMIFA requires the Association to retain as a fund of perpetual duration. Deficiencies of this nature that are reported in unrestricted net assets were $44,000 as of June 30, 2013. These deficiencies resulted from unfavorable market fluctuations that occurred shortly after the investment of new permanently restricted contributions, and continued appropriation for certain programs that were deemed prudent by the Board of Directors.

Return Objectives and Risk Parameters:

The Association has adopted investment and spending policies 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 Association must hold in perpetuity or for a donor-specified period as well as board-designated funds. Under this policy, as approved by the Board of Directors, the endowment assets are invested in a manner that is intended to produce results of at least 4% greater than the rate of inflation on a total return basis. Actual returns in any given year may vary from this expected return.

Strategies for Achieving Objectives:

To satisfy its long-term rate-of-return objectives, the Association 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 Association uses a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term objectives within prudent risk parameters.

Spending Policy and How the Investment Objectives Relate to the Spending Policy:

The Association's policy is to appropriate for distribution each year approximately 5% of the endowment funds' fair value at the end of the prior year. In establishing this policy, the Association considered the long-term expected return on its endowment. Accordingly, over the long-term, the Association expects the current spending policy to allow its endowment to grow at an average annual rate equal to the general inflation rate. This is consistent with the Association's objective to maintain the purchasing power of the endowment assets held in perpetuity or for a specified term as well as to provide additional real growth through new gifts and investment return.

(5) Pledges and Accounts Receivable:

Pledges and accounts receivable at June 30, 2013 consist of the following:

Corporate and branch capital development program	$ 11,408,000
Less discount to recognize pledges at present value	(113,000)
	11,295,000
Note receivable	68,000
Government program receivables	5,052,000
Shepherd trusts receivable	1,988,000
Program receivables and other pledges	1,019,000
	8,127,000
Less allowance for uncollectible amounts	(563,000)
Net receivables	$ 18,859,000

The YMCA receives pledges from individuals, foundations, government entities and corporations. A range of discount rates from 0.7% to 4.9% (the appropriate rate at the time the pledge was recorded) was used to calculate the estimated present value of capital pledges as of June 30, 2013.

Of the Corporate and branch capital development program receivables, approximately $4,429,000 is due within one year and the balance of approximately $6,979,000 within two to five years at June 30, 2013. The program receivables and other pledges are due within one year.

At June 30, 2013, the YMCA has a receivable of approximately $1,988,000 from two charitable remainder trust agreements. The trusts terminated upon the death of the income beneficiary, at which time the remainder of the trusts were due to the remaining charitable beneficiaries. The YMCA's share is 60% of one trust and 25% of the other trust. As of June 30, 2013, the YMCA has received $6,391,000 in distributions from the trusts. The remaining trust assets are comprised of cash and two real estate properties located in San Diego County. The trustee is in the process of selling the properties and liquidating the trusts. At June 30, 2013, the portions of the trusts attributable to the fair value of the future benefits to be received by the YMCA are reflected in the statement of financial position. The fair value of the remainder interest was calculated using expected future cash flows and the appraised values of the real estate, which were discounted for valuation and fees using an interest rate of 5%, which resulted in an increase in unrestricted contribution revenue and an increase in assets of approximately $1,988,000.

At June 30, 2013, the YMCA had 4 conditional pledges in the amount of $403,000. These conditional pledges all relate to the same capital project. The Association expects to meet the conditions in the next year and will record these pledges at that time.

(6) Investments:

Investment funds include endowments, split-interest agreements and other funds earmarked for specific purposes to further the YMCA's mission. These investments other than permanently restricted endowments are held until used for capital expansion and program development as determined by the Board of Directors.

Investments as of June 30, 2013 consist of the following:

Certificates of deposit	$	17,068,000
Common stocks - domestic		16,807,000
Common stocks - international		4,162,000
Hedge funds		3,623,000
Fixed income securities		5,442,000
	$	47,102,000

Investments whose uses are limited as of June 30, 2013 consist of the following:

Pooled income fund (see note 1h)	$	1,192,000
Gift annuity reserve (see note 1h)		2,187,000
Green Fund held by San Diego Foundation		166,000
	$	3,545,000

Fixed income securities consist of investments in U.S. government securities, corporate bonds, and government agency securities, which are held by major brokerage firms. Certificates of deposit and money market accounts are held at major financial institutions. All certificates of deposit are purchased in amounts and at institutions meeting requirements for full Federal Deposit Insurance Corporation ("FDIC") insurance coverage. Investments in common stocks are managed by professional investment managers under guidelines approved by the Board of Directors. In 2010, the YMCA invested a small portion of the endowment-related portfolio in a hedge fund of funds, and a second fund was added in 2013. These hedge funds of funds invest in hedge funds with investment objectives using marketable securities and futures contracts to reduce overall portfolio volatility and increase relative investment returns. Investment income of approximately $757,000, net realized capital gains of $1,742,000 and net unrealized capital gains of $1,350,000 is net of investment expenses of approximately $128,000 for the year ended June 30, 2013.

(7) Assets and Liabilities Measured at Fair Value on a Recurring Basis:

The Association values its financial assets and liabilities based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, a fair value hierarchy that prioritizes observable and unobservable inputs is used to measure fair value into three broad levels, which are described below:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets.

Level 3: Valuations derived from valuation techniques in which one or more significant inputs are unobservable.

In determining the fair value, the Association utilizes the valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considers counterparty credit risk in its assessment of fair value. The highest priority is given to Level 1 fair value measurements and the lowest priority is given to Level 3 fair value measurements.

Following are the major categories of assets and liabilities measured at fair value on a recurring basis during the year ended June 30, 2013, using quoted prices in active markets for identical assets and liabilities (Level 1); significant other observable inputs (Level 2); and significant unobservable inputs (Level 3):

	Level 1	Level 2	Level 3	Totals
Investments:				
Equity securities - domestic				
Large cap value	$ 4,380,000	$ -	$ -	$ 4,380,000
Large cap growth	4,390,000	-	-	4,390,000
Small/mid cap growth	1,589,000	-	-	1,589,000
Large cap blend	4,823,000	-	-	4,823,000
Small/mid cap value	1,625,000	-	-	1,625,000
Subtotal equity securites - domestic	16,807,000	-	-	16,807,000
Equity securities - international				
Emerging markets	1,325,000	-	-	1,325,000
International equity	2,837,000	-	-	2,837,000
Subtotal equity securites - international	4,162,000	-	-	4,162,000
Hedge funds	-	-	3,623,000	3,623,000
Fixed income securities				
Corporate bonds	-	897,000	-	897,000
Municipal bonds (taxable)	-	4,234,000	-	4,234,000
Government sponsored entity bonds	-	311,000	-	311,000
Subtotal fixed income securites	-	5,442,000	-	5,442,000
Certificates of deposit	-	17,068,000	-	17,068,000
Subtotal investments	20,969,000	22,510,000	3,623,000	47,102,000
Investments whose uses are limited:				
Pooled income fund	-	1,192,000	-	1,192,000
Gift annuity reserve	-	2,187,000	-	2,187,000
Green Fund held by San Diego Foundation	-	166,000	-	166,000
Subtotal investments whose uses are limited	-	3,545,000	-	3,545,000
Beneficial interest in charitable remainder trusts	-	-	144,000	144,000
Total assets measured at fair value on a recurring basis	$ 20,969,000	$ 26,055,000	$ 3,767,000	$ 50,791,000
Charitable gift liabilities (1)	$ -	$ 1,222,000	$ -	$ 1,222,000

(1) Included as a component of other liabilities on the accompanying statement of financial position.

The Association's investments in short-term and long-term investment securities are exposed to price fluctuations. The fair value measurements for short-term and long-term investment securities are based upon the quoted price in active markets multiplied by the number of securities owned, exclusive of any transaction costs and without any adjustments to reflect discounts that may be applied to selling a large block of securities at one time. The Association's Level 2 investment securities are valued based on prices quoted in over-the-counter markets for identical or substantially similar securities. The Association's Level 3 investments include beneficial interest in charitable trusts, and investment in two hedge funds of funds. The beneficial interest in charitable trusts is valued using a model based upon trust characteristics, actuarial tables, and the present value of future cash flows. The trustees report investment values using observable inputs for each asset type, such as real estate appraisals, market quotes, and over-the-counter comparisons. The hedge fund of funds investments are valued based upon values reported by the fund managers and verified by a third party consultant. The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Association believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The Association does not believe changes in the fair value of these assets will materially differ from the amount that could be realized upon settlement or that the changes in fair value will have a material effect on the Association's financial position or change in net assets. However, the ultimate amount that could be realized upon sale or settlement is dependent on several factors including external market conditions, the terms and conditions of a sale agreement, the counterparty to a sale agreement, the investment's liquidity in capital markets, the actual lifespan of trust life income beneficiaries, and the length of time to liquidate an investment. There were no transfers between Level 1, Level 2 and Level 3 of the fair value hierarchy during the year ended June 30, 2013.

The following table summarizes fair value measurements using significant Level 3 inputs, and changes therein, for the year ended June 30, 2013:

	Hedge Funds	Land Held For Sale	Beneficial Interest in Charitable Trusts	Total
Balance at July 1, 2012	$ 1,655,000	$ 14,000	$ 159,000	$ 1,828,000
Unrealized gain relating to assets still held at the reporting date	316,000	-	-	316,000
Purchases	1,652,000	-	-	1,652,000
Sales	-	(14,000)	-	(14,000)
Change in valuation related to actuarial tables or other observable inputs	-	-	(15,000)	(15,000)
Balance at June 30, 2013	$ 3,623,000	$ -	$ 144,000	$ 3,767,000

(8) Fair Value Measurements of Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent):

At June 30, 2011, the Association adopted new FASB guidance on determining the fair value of investments in certain entities that calculate net asset value ("NAV") per share. This guidance amended prior accounting principles generally accepted in the United States of America by stating that if an investment does not have a readily determinable fair value and has all the attributes of an investment company, a reporting entity is permitted, as a practical expedient, to estimate fair value using the investment's NAV per share. The NAV should be calculated as of the reporting entity's measurement date and, if not, the NAV must be adjusted for significant market events since its calculation. This guidance also precludes a reporting entity from using this practical expedient if it is probable that it will sell the investment at a price other than NAV. The guidance also requires enhanced disclosures about the nature and risk of such investments. At adoption, there was no material impact on the Association's financial position or results of operations.

The following table lists investments in investment companies which are valued at NAV at June 30, 2013:

Asset category	Strategy	NAV in funds	No. of funds	Redemption terms	Redemption restrictions	Redemption restrictions in place at fiscal year end	Unfunded commitments at fiscal year end
Hedge funds	Multiple strategies including long/short equities, long/short credit, multi-strategy opportunistic, portfolio hedge, macro, and activist.	$ 3,623,000	2	May be redeemed as of last business day of each calendar quarter, with 95 day's written notice.	The fund has a side pocket to delay redemption requests.	None	None

The following table represents the Association'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.

Instrument	Fair value	Principal valuation technique	Unobservable inputs	Significant input values	Weighted average
Beneficial interest in charitable remainder trusts	$ 144,000	Present value of expected cash flows	Investment yield Discount rate	3.00% 6.00%	N/A

(9) Related Party Transaction:

At June 30, 2013, "Pledges and accounts receivable" in the statement of financial position includes a promissory note receivable from an officer originated on December 29, 2010. The note receivable is secured by a deed of trust on real property, is due December 29, 2020 and bears interest at 8% per annum. The principal balance of this note receivable at June 30, 2013 was $68,000.

(10) Land, Buildings, and Equipment:

The carrying values of land, buildings, and equipment as of June 30, 2013 are as follows:

Land	$ 25,045,000
Buildings and machinery	100,001,000
Furniture, fixtures, and equipment	12,778,000
Buses and other vehicles	966,000
Leasehold improvements	23,408,000
Construction in progress	4,036,000
	166,234,000
Less accumulated depreciation and amortization	(54,590,000)
Land, buildings, and equipment, net	$ 111,644,000

(11) Deferred Revenue:

At June 30, 2013, deferred revenue consists of the following:

Program revenues	$ 5,408,000
Pooled income fund (see note 1h)	596,000
Membership dues	1,005,000
Other	351,000
	$ 7,360,000

Deferred program revenues consist primarily of advance payments for summer camp programs.

(12) Other Liabilities:

Other liabilities at June 30, 2013 consist of the following:

Gift annuities payable (see note 1h)	$ 1,222,000

Future maturities are as follows:

2014	$	205,000
2015		205,000
2016		205,000
2017		199,000
2018		97,000
Thereafter		311,000
	$	1,222,000

(13) Concentration of Credit Risk:

Financial instruments which potentially subject the YMCA to concentrations of credit risk consist principally of cash and cash equivalents, investments and government program receivables.

At June 30, 2013, the YMCA had cash and cash equivalents which exceeded FDIC and SIPC insured limits at certain financial institutions in excess of $5.7 million.

The YMCA's investment policy includes risk management provisions such as credit quality restrictions, security marketability/liquidity and asset allocation parameters designed to protect against substantial investment losses.

The YMCA had approximately 75 government contracts in fiscal year 2013 from Federal, state, and local sources. The largest 3 contracts were for the Federal and state-funded alternative payment child care programs totaling approximately $26,082,000 in fiscal year 2013.

(14) Retirement Plan:

The YMCA participates in a defined contribution, individual account, money purchase retirement plan which is administered by the national YMCA Retirement Fund (the "Retirement Fund"). This plan is for the benefit of substantially all employees.

The Retirement Fund is operated as a church pension plan and is a nonprofit, tax-exempt New York State corporation. As a defined contribution plan, the Retirement Fund has no unfunded benefit obligations.

In accordance with the agreement with the Retirement Fund, the YMCA contributes monthly 12% of wages for exempt and nonexempt staff who have met participant requirements, as defined in the Retirement Fund agreement. Participants may make voluntary contributions as allowed by existing tax law. Contributions by the YMCA to the Retirement Fund amounted to approximately $4,358,000 for the year ended June 30, 2013.

YMCA OF SAN DIEGO COUNTY
(A California Nonprofit Public Benefit Corporation)

Notes to Financial Statements

(15) Commitments:

The YMCA leases land, buildings, and equipment under cancelable and non-cancelable operating leases. Several renewable options exist which the YMCA has not exercised as of June 30, 2013. Annual rent expense of $3,795,000 for fiscal year 2013 includes the annual fair-value rental of the leased properties (Note 1(k)) in the amount of $1,989,000.

Minimum future obligations under non-cancelable operating leases as of June 30, 2013 are as follows:

Year Ending June 30,		
2014	$	1,454,000
2015		1,149,000
2016		935,000
2017		828,000
2018		635,000
Thereafter		1,102,000
	$	6,103,000

At June 30, 2013, the YMCA has $14,394,000 remaining under construction contracts scheduled to be completed in fiscal year 2014.

(16) Contingencies:

(a) Legal Matters:

The YMCA is involved in various claims and lawsuits arising from the normal course of its programs and activities, none of which, in the opinion of management or the YMCA's legal counsel, should exceed the YMCA's insurance limits or have a material effect on the financial position of the YMCA.

(b) Various Grant Contingencies:

In 2003, the YMCA received a grant from the California Youth Authority to acquire property. This grant included conditions for a specified number of years that the property ownership would revert to the state if the YMCA did not use the facilities acquired for the express purposes agreed to in the grant document. In September 2012, the YMCA fulfilled its obligation on the note and the California Youth Authority lifted the lien on the property.

Also in 2003, the YMCA purchased an apartment building for use in the Youth & Family Services Temporary Living Program. A total of $310,000 of the $653,000 purchase price was funded by a City of San Diego Community Development Block Grant. If the YMCA discontinues use of the property as specified in the grant documents, it must repay the grant proceeds in full. Management fully intends to continue using this facility in a manner which is consistent with the grant terms.

(c) Letter of Credit:

On July 1, 2003, the YMCA entered into a contract for workers' compensation insurance that required the YMCA to post a $1,565,000 direct pay standby letter of credit payable to The Travelers Indemnity Company ("Travelers") as collateral for potential workers' compensation claims liabilities. The letter of credit may be drawn upon only if the YMCA fails to timely reimburse the beneficiary for workers' compensation claims paid, and it requires the YMCA to immediately reimburse the bank for any drawings by the beneficiary. Under the terms of the 2003 and 2004 insurance contracts with Travelers, the YMCA reduced the face amount of the letter of credit to $15,000 in July 2013, to collateralize potential remaining future claims incurred within these contract years.

(d) Self-Insurance:

On July 1, 2004, the YMCA was approved by the State of California Department of Industrial Relations to become a self-insured employer for workers' compensation claims. As such, the YMCA is responsible for timely payment of all workers' compensation claims incurred after July 1, 2004. The YMCA carries an excess workers' compensation liability policy that includes a $750,000 self-insured reserve per claim. To satisfy claims collateralization requirements of California State law, the YMCA is a participant in the California Self Insurer's Security Fund. The YMCA employs a professional third-party administrator to manage workers' compensation claims incurred. As of June 30, 2013, the YMCA has accrued approximately $1,704,000 as an estimate of workers' compensation claims incurred, but not yet paid or reported as of year-end. This liability is reflected in accounts payable and accrued expenses on the accompanying statement of financial position.

(e) Line of Credit:

In July 2012, the YMCA established a line of credit facility with Morgan Stanley Bank. The line of credit limit was initially set at $10 million. There have been no draws on the line of credit and it had a $0 balance at June 30, 2013. In August 2013, the line of credit limit was raised to $27 million. In September 2013, the YMCA drew $16 million on the line for the NMTC transaction discussed in Note 17.

(17) Subsequent Events:

Subsequent events have been evaluated through November 1, 2013, which is the date the financial statements were available to be issued.

Subsequent to year end, the YMCA was advised by the trustee of two of the charitable remainder trusts, that one real estate parcel was sold and that the YMCA should expect to receive a distribution of approximately $360,000 which represents the YMCA's share of the trusts, and is included in receivables at June 30, 2013. The remaining properties in these trusts are on the market and in the process of being sold.

Also subsequent to year end, the YMCA established a new wholly controlled supporting organization to facilitate receiving financial benefits from a New Markets Tax Credit ("NMTC") financing transaction to provide part of the funding for the Copley Price YMCA new facilities project. The NMTC program was established by the U.S. Federal government and administered by the Department of the Treasury to encourage private investment in qualifying low-income communities. The financial statements of the newly formed supporting organization, a California nonprofit public benefit organization, will be consolidated into the YMCA's financial statements beginning in fiscal year 2014. In September 2013, an investor loaned $7.6 million to a newly created wholly-owned NMTC investment fund, which in turn loaned $6.8 million to the newly created YMCA supporting organization for the purposes of funding construction costs. The terms of the loan include a 35 year repayment period with interest only payments for the first seven years. The NMTC investor has the right, but not the obligation, to put its ownership interest in the NMTC investment fund to the YMCA for $1,000 at the end of seven years following the closing of the transaction. If the option is not exercised by the investor, the YMCA has the right to purchase the investor's interest in the NMTC investment fund at fair market value. In connection with the Copley Price YMCA new facilities project, in September 2013 the YMCA also took a $15.5 million draw on a line of credit and then loaned the $15.5 million to the NMTC investment fund, which in turn loaned the $15.5 million to the newly formed supporting organization for the purposes of funding construction costs. The YMCA intends to repay the line of credit from capital campaign proceeds over time.