

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

Consolidated Financial Statements and
Independent Auditor's Report

June 30, 2014
(with summarized financial information for 2013)

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

Table of Contents

	Page
Independent Auditor's Report	1-2
Consolidated Statement of Financial Position	3
Consolidated Statement of Activities	4
Consolidated Statement of Functional Expenses	5
Consolidated Statement of Cash Flows	6
Notes to Consolidated Financial Statements	7-29
Supplementary Information	
Consolidating Statement of Financial Position	31
Consolidating Statement of Activities	32

Independent Auditor's Report

To the Board of Directors
YMCA of San Diego County

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of the YMCA of San Diego County (a California nonprofit public benefit corporation) (the "YMCA"), which comprise the consolidated statement of financial position as of June 30, 2014, and the related consolidated statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated 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 consolidated 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 consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of the YMCA as of June 30, 2014, 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 2013 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated November 1, 2013. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2013, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating statement of financial position on page 31 and the consolidating statement of activities on page 32 are presented for purposes of additional analysis rather than to present the financial position and changes in net assets of the individual organizations, and are not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

CohnReznick LLP

San Diego, California

October 17, 2014

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

Consolidated Statement of Financial Position

June 30, 2014

(With comparative financial information for 2013)

Assets	<u>2014</u>	<u>2013</u>
Cash and cash equivalents	\$ 12,738,000	\$ 11,967,000
Restricted cash (note 1(f))	13,782,000	-
Pledges and accounts receivable (note 5)	12,660,000	18,859,000
Note receivable (note 6)	15,465,000	-
Investments (note 7)	52,911,000	47,102,000
Investments for which uses are limited (note 7)	2,491,000	3,545,000
Prepaid expenses and other assets	1,383,000	1,022,000
Beneficial interest in charitable remainder trusts (note 2)	124,000	144,000
Land, buildings, and equipment, net (note 12)	<u>119,571,000</u>	<u>111,644,000</u>
Total assets	<u><u>\$ 231,125,000</u></u>	<u><u>\$ 194,283,000</u></u>
Liabilities and Net Assets		
Liabilities:		
Accounts payable and accrued expenses	\$ 16,037,000	\$ 13,302,000
Deferred revenue (note 13)	7,687,000	7,360,000
Notes payable (note 14)	22,310,000	-
Other liabilities (note 15)	<u>601,000</u>	<u>1,222,000</u>
Total liabilities	<u>46,635,000</u>	<u>21,884,000</u>
Commitments and contingencies (note 19)		
Net assets:		
Unrestricted	161,694,000	150,058,000
Temporarily restricted (note 2)	15,426,000	15,142,000
Permanently restricted (note 3)	<u>7,370,000</u>	<u>7,199,000</u>
Total net assets	<u>184,490,000</u>	<u>172,399,000</u>
Total liabilities and net assets	<u><u>\$ 231,125,000</u></u>	<u><u>\$ 194,283,000</u></u>

See accompanying notes to consolidated financial statements.

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

Consolidated Statement of Activities

Year ended June 30, 2014
(With summarized financial information for 2013)

	<u>Unrestricted</u>	<u>Temporarily restricted</u>	<u>Permanently restricted</u>	<u>Total</u>	
				2014	2013
Revenue:					
Public support:					
Annual support	\$ 5,235,000	\$ -	\$ -	\$ 5,235,000	\$ 5,157,000
Direct contributions	9,045,000	10,251,000	148,000	19,444,000	20,538,000
Land donation for Copley Price YMCA	-	-	-	-	9,020,000
Special events, net of expenses of approximately \$2,378,000 in fiscal 2014	1,051,000	-	-	1,051,000	1,196,000
Total public support	<u>15,331,000</u>	<u>10,251,000</u>	<u>148,000</u>	<u>25,730,000</u>	<u>35,911,000</u>
Other revenue:					
Program service fees	55,677,000	-	-	55,677,000	52,732,000
Government funded programs	45,948,000	-	-	45,948,000	43,853,000
Membership dues	29,191,000	-	-	29,191,000	27,882,000
Investment income	608,000	197,000	-	805,000	757,000
Net realized gain on investments	1,188,000	427,000	-	1,615,000	1,742,000
Net merchandise sales	390,000	-	-	390,000	370,000
Total other revenue	<u>133,002,000</u>	<u>624,000</u>	<u>-</u>	<u>133,626,000</u>	<u>127,336,000</u>
Total public support and other revenue	<u>148,333,000</u>	<u>10,875,000</u>	<u>148,000</u>	<u>159,356,000</u>	<u>163,247,000</u>
Net assets released from restrictions	<u>11,622,000</u>	<u>(11,645,000)</u>	<u>23,000</u>	<u>-</u>	<u>-</u>
Total revenue (loss)	<u>159,955,000</u>	<u>(770,000)</u>	<u>171,000</u>	<u>159,356,000</u>	<u>163,247,000</u>
Expenses:					
Program services	<u>138,695,000</u>	<u>-</u>	<u>-</u>	<u>138,695,000</u>	<u>130,245,000</u>
Supporting services:					
Management and general	9,815,000	-	-	9,815,000	8,966,000
Fund-raising	1,772,000	-	-	1,772,000	1,736,000
Total supporting services	<u>11,587,000</u>	<u>-</u>	<u>-</u>	<u>11,587,000</u>	<u>10,702,000</u>
Total program and supporting services expenses	<u>150,282,000</u>	<u>-</u>	<u>-</u>	<u>150,282,000</u>	<u>140,947,000</u>
Change in net assets before net unrealized gain on investments and impairment of leasehold improvements	9,673,000	(770,000)	171,000	9,074,000	22,300,000
Net unrealized gain on investments	<u>2,489,000</u>	<u>1,054,000</u>	<u>-</u>	<u>3,543,000</u>	<u>1,350,000</u>
Change in net assets before impairment of leasehold improvements	12,162,000	284,000	171,000	12,617,000	23,650,000
Impairment of leasehold improvements (note 18)	<u>(526,000)</u>	<u>-</u>	<u>-</u>	<u>(526,000)</u>	<u>-</u>
Change in net assets	<u>11,636,000</u>	<u>284,000</u>	<u>171,000</u>	<u>12,091,000</u>	<u>23,650,000</u>
Net assets at beginning of year	<u>150,058,000</u>	<u>15,142,000</u>	<u>7,199,000</u>	<u>172,399,000</u>	<u>148,749,000</u>
Net assets at end of year	<u>\$ 161,694,000</u>	<u>\$ 15,426,000</u>	<u>\$ 7,370,000</u>	<u>\$ 184,490,000</u>	<u>\$ 172,399,000</u>

See accompanying notes to consolidated financial statements.

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

Consolidated Statement of Functional Expenses

Year ended June 30, 2014

(With summarized financial information for 2013)

	<u>Supporting services</u>			<u>Total expenses</u>		
	<u>Program services</u>	<u>Management and general</u>	<u>Fund raising</u>	<u>Total supporting services</u>	<u>2014</u>	<u>2013</u>
Personnel costs:						
Salaries	\$ 60,434,000	\$ 5,532,000	\$ 1,027,000	\$ 6,559,000	\$ 66,993,000	\$ 64,952,000
Health and retirement	7,648,000	899,000	189,000	1,088,000	8,736,000	8,169,000
Payroll taxes and other	6,147,000	484,000	93,000	577,000	6,724,000	6,176,000
Total personnel costs	74,229,000	6,915,000	1,309,000	8,224,000	82,453,000	79,297,000
Contracted services	31,799,000	599,000	84,000	683,000	32,482,000	29,843,000
National dues	311,000	-	-	-	311,000	291,000
Supplies	6,378,000	138,000	223,000	361,000	6,739,000	6,401,000
Telephone and postage	1,188,000	153,000	7,000	160,000	1,348,000	1,414,000
Rents	4,043,000	3,000	-	3,000	4,046,000	3,795,000
Care of buildings and grounds	2,188,000	40,000	-	40,000	2,228,000	1,965,000
Utilities	3,179,000	79,000	-	79,000	3,258,000	2,806,000
Transportation	1,609,000	78,000	3,000	81,000	1,690,000	1,581,000
Staff training	767,000	579,000	81,000	660,000	1,427,000	1,145,000
Insurance	635,000	70,000	-	70,000	705,000	554,000
Printing and promotion	1,007,000	638,000	58,000	696,000	1,703,000	1,242,000
Rental, maintenance, and purchase of minor equipment items	1,910,000	113,000	2,000	115,000	2,025,000	2,462,000
Miscellaneous	1,881,000	134,000	5,000	139,000	2,020,000	1,357,000
Provision for doubtful receivables	1,050,000	-	-	-	1,050,000	359,000
Depreciation and amortization	6,334,000	276,000	-	276,000	6,610,000	6,274,000
Loss on disposal of assets	187,000	-	-	-	187,000	161,000
Total program and supporting services including depreciation	<u>\$ 138,695,000</u>	<u>\$ 9,815,000</u>	<u>\$ 1,772,000</u>	<u>\$ 11,587,000</u>	<u>\$ 150,282,000</u>	<u>\$ 140,947,000</u>

See accompanying notes to consolidated financial statements.

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

Consolidated Statement of Cash Flows

Year ended June 30, 2014
(With comparative financial information for 2013)

	2014	2013
Cash flows from operating activities:		
Change in net assets	\$ 12,091,000	\$ 23,650,000
Adjustments to reconcile change in net assets to net cash (used in) provided by operating activities:		
Net realized and unrealized gain on investments	(5,158,000)	(3,092,000)
Depreciation and amortization	6,610,000	6,274,000
Gift of land for Copley Price YMCA	-	(9,020,000)
Loss on disposal of assets	187,000	161,000
Impairment of leasehold improvements	526,000	-
Net discount amortization	44,000	113,000
Provision for losses on receivables	253,000	563,000
Contributions restricted for capital projects and endowment	(10,251,000)	(11,855,000)
Decrease in beneficial interest in charitable remainder trusts	20,000	15,000
Decrease (Increase) in pledges and accounts receivable	5,902,000	(4,035,000)
Increase in prepaid expenses and other assets	(361,000)	(90,000)
Decrease in accounts payable and accrued expenses	1,402,000	694,000
Decrease in other liabilities	-	(457,000)
Increase (decrease) in deferred revenue	327,000	(16,000)
Net cash provided by operating activities	11,592,000	2,905,000
Cash flows from investing activities:		
Purchases and construction of land, buildings, and equipment	(13,917,000)	(5,909,000)
Purchases of investments	(21,020,000)	(29,386,000)
Proceeds from the sale or maturity of investments	21,423,000	23,011,000
Net cash used in investing activities	(13,514,000)	(12,284,000)
Cash flows from financing activities:		
Net gift annuities (matured)/issued	(621,000)	467,000
Loan proceeds	22,310,000	-
Note receivable advanced	(15,465,000)	-
Restricted cash	(13,782,000)	-
Contributions restricted for capital projects and endowment	10,251,000	11,855,000
Net cash provided by financing activities	2,693,000	12,322,000
Increase in cash and cash equivalents	771,000	2,943,000
Cash and cash equivalents, beginning of year	11,967,000	9,024,000
Cash and cash equivalents, end of year	\$ 12,738,000	\$ 11,967,000

Supplemental Schedule of Noncash Investing Activities

Included in liabilities at June 30, 2014, is \$1,333,000 related to construction in progress activities incurred but not yet paid.

See accompanying notes to consolidated financial statements.

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

Notes to Consolidated 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 Team Headquarters Office, all of its branches in San Diego County, and other associated units. All significant inter-entity transactions and balances have been eliminated.

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

Notes to Consolidated Financial Statements

(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 consolidated 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) ***Basis of Consolidation***

These financial statements include the consolidated assets, liabilities, net assets and activities of the YMCA of San Diego County and the YMCA of San Diego County/City Heights (collectively the YMCA). All balances and transactions between the consolidated entities have been eliminated.

(e) ***Cash and Cash Equivalents***

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

(f) ***Restricted Cash***

Restricted cash represents funds held in accounts under restrictive disbursement agreements related to requirements of the New Markets Tax Credit financing transaction described in Note 10. The restricted cash is for the construction of the new Copley Price YMCA facility.

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

Notes to Consolidated Financial Statements

(g) 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.

(h) 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 are removed from the respective accounts and any profit or loss on the disposition is credited or charged to revenue. Depreciation 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.

The YMCA reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In performing a review for impairment, the YMCA compares the carrying value of the asset with its estimated future undiscounted cash flows. If it is determined that impairment has occurred, the loss would be recognized during that period. The impairment loss is calculated as the difference between the asset's carrying value and the present value of estimated net cash flows

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

Notes to Consolidated Financial Statements

or comparable market value, giving consideration to recent operating performance and pricing trends. See description of write off of leasehold improvements at Note 18.

(i) *Fair value of financial instruments*

The Association's material financial instruments at June 30, 2014 for which disclosure of estimated fair value is required by certain accounting standards consisted of cash and cash equivalents, accounts receivable, notes receivable from unrelated and related parties, marketable securities, accounts payable and notes 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. Marketable securities are stated at fair value based on quoted market values. The carrying value of the notes payable approximates fair value due to the interest rates relative to current market rates. 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 the obligations bear variable interest rates that are based on periodically adjustable market interest rates.

(j) *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. Rent expense is recognized on a straight-line basis over the term of the leases. At June 30, 2014 approximately \$43,000 is reflected as deferred rent, which represents the excess of rent expense computed on a straight-line basis over the minimum lease payments.

(k) *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, 2014, the YMCA had issued 33 annuity contracts entered into with 24 separate donors. The present value of the life annuities associated with these contracts is recorded as other liabilities (see note 15).

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 7). 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 13). The amortization of discount and changes in actuarial assumptions are reflected within the direct contribution line item in the consolidated 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

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

Notes to Consolidated Financial Statements

year change in the valuation of beneficial interest in charitable remainder trusts is included in temporarily restricted contributions on the consolidated 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").

(l) *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.

(m) *Donated Services*

Contributed services are reflected in the accompanying consolidated 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 consolidated financial statements, as they generally do not meet the criteria described above.

(n) *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 \$2,034,000 for the year ended June 30, 2014.

(o) *Functional Expenses*

Amounts for program services shown in the consolidated 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.

(p) *Advertising Expenses*

Advertising costs are expensed as incurred. Advertising expense totaled \$1,253,000 for the year ended June 30, 2014.

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

Notes to Consolidated Financial Statements

(q) *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.

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 Internal Revenue Service 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, 2014.

The Association's U.S. Federal and state income tax returns prior to fiscal years 2011 and 2010, respectively, are closed. Management continually evaluates expiring statutes of limitations, audits, proposed settlements, changes in tax law and new authoritative rulings.

(r) *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 consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from these estimates.

(s) *Summarized Information*

The accompanying consolidated 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, 2013, from which the summarized information was derived.

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

Notes to Consolidated Financial Statements

(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 2014 and temporarily restricted net asset balances as of June 30, 2014 were \$11,645,000 and \$15,426,000, respectively. \$12,205,000 of the temporarily restricted net assets balance relates to the construction and acquisition of property and equipment, \$3,097,000 relates to the endowment fund, and \$124,000 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 160 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.

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

Notes to Consolidated Financial Statements

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, 2014 are as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-restricted endowment funds	\$ (26,000)	\$ 3,097,000	\$ 7,370,000	\$ 10,441,000
Board-designated endowment funds	<u>24,548,000</u>	<u>-</u>	<u>-</u>	<u>24,548,000</u>
Total funds	<u>\$ 24,522,000</u>	<u>\$ 3,097,000</u>	<u>\$ 7,370,000</u>	<u>\$ 34,989,000</u>

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

Notes to Consolidated Financial Statements

Changes in endowment net assets for the fiscal year ended June 30, 2014 are as follows:

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Endowment net assets, beginning of year	\$ 20,983,000	\$ 1,836,000	\$ 7,199,000	\$ 30,018,000
Investment return:				
Investment income	462,000	197,000	-	659,000
Net appreciation (realized and unrealized)	3,454,000	1,481,000	-	4,935,000
Total investment return	3,916,000	1,678,000	-	5,594,000
Contributions	321,000	-	148,000	469,000
Transfers	49,000	-	23,000	72,000
Appropriation of endowment assets for expenditure	(747,000)	(417,000)	-	(1,164,000)
Endowment net assets, end of year	<u>\$ 24,522,000</u>	<u>\$ 3,097,000</u>	<u>\$ 7,370,000</u>	<u>\$ 34,989,000</u>

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 \$26,000 as of June 30, 2014. 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.

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

Notes to Consolidated Financial Statements

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, 2014 consist of the following:

Corporate and branch capital development program	\$ 5,416,000
Less discount to recognize pledges at present value	(44,000)
	<u>5,372,000</u>
Note receivable	59,000
Government program receivables	4,844,000
Shepherd trusts receivable	1,534,000
Program receivables and other pledges	1,104,000
	<u>7,541,000</u>
Less allowance for uncollectible amounts	(253,000)
Net receivables	<u>\$ 12,660,000</u>

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

Notes to Consolidated Financial Statements

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, 2014.

Of the Corporate and branch capital development program receivables, approximately \$4,062,000 is due within one year and the balance of approximately \$1,354,000 within two to five years at June 30, 2014. The program receivables and other pledges are due within one year.

At June 30, 2014, the YMCA has a receivable of approximately \$1,534,000 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, 2014, the YMCA has received \$7,307,000 in distributions from the trusts. The remaining trust assets have been fully liquidated and await final distribution by the trustee. At June 30, 2014, the portions of the trusts attributable to the fair value of the future benefits to be received by the YMCA were reflected in the consolidated statement of financial position. The fair value of the remainder interest was based upon the YMCA's share of each account balance at June 30, 2014.

At June 30, 2014, the YMCA had 3 conditional pledges in the amount of \$325,000. These conditional pledges relate to capital projects. The YMCA expects to meet the conditions in the next year and will record these pledges at that time.

(6) Note Receivable

As a result of the New Markets Tax Credit financing structure described in Note 10, YMCA of San Diego County is the holder of a promissory note with YMCA-CP Investment Fund, LLC (the Investment Fund) effective September 12, 2013 for the face value of \$15,465,350. This 30-year note bears interest at 1.082% per annum. Interest only is due in quarterly installments for the first seven years of the note, which coincides with the New Markets Tax Credit tax compliance period. If the Investor does not exercise their put option in the Put and Call Agreement, the principal balance on the note will amortize over the remaining 23-year life of the note. Interest income for the fiscal year ended June 30, 2014 to the YMCA of San Diego County was \$148,000, which is included in the consolidated statement of financial position in land, buildings and equipment as an offset to capitalized interest expense.

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

Notes to Consolidated Financial Statements

(7) 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, 2014 consist of the following:

Certificates of deposit	\$ 18,788,000
Common stocks - domestic	18,072,000
Common stocks - international	6,217,000
Hedge funds	4,239,000
Fixed income securities	5,595,000
	<u>\$ 52,911,000</u>

Investments whose uses are limited as of June 30, 2014 consist of the following:

Pooled income fund (see note 1k)	\$ 1,205,000
Gift annuity reserve (see note 1k)	867,000
Green Fund held by San Diego Foundation	419,000
	<u>\$ 2,491,000</u>

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 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 \$805,000, net realized capital gains of \$1,615,000 and net unrealized capital gains of \$3,543,000 are net of investment expenses of approximately \$135,000 for the year ended June 30, 2014.

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

Notes to Consolidated Financial Statements

(8) 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.

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

Notes to Consolidated Financial Statements

Following are the major categories of assets and liabilities measured at fair value on a recurring basis during the year ended June 30, 2014, using quoted prices in active markets for identical assets (Level 1); significant other observable inputs (Level 2); and significant unobservable inputs (Level 3):

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Totals</u>
Investments:				
Equity securities - domestic				
Large cap value	\$ 5,023,000	\$ -	\$ -	\$ 5,023,000
Large cap growth	5,137,000	-	-	5,137,000
Small/mid cap growth	1,700,000	-	-	1,700,000
Large cap blend	4,425,000	-	-	4,425,000
Small/mid cap value	<u>1,787,000</u>	<u>-</u>	<u>-</u>	<u>1,787,000</u>
Subtotal equity securities - domestic	<u>18,072,000</u>	<u>-</u>	<u>-</u>	<u>18,072,000</u>
Equity securities - international				
Emerging markets	2,128,000	-	-	2,128,000
International equity	<u>4,089,000</u>	<u>-</u>	<u>-</u>	<u>4,089,000</u>
Subtotal equity securities - international	<u>6,217,000</u>	<u>-</u>	<u>-</u>	<u>6,217,000</u>
Hedge Funds	<u>-</u>	<u>-</u>	<u>4,239,000</u>	<u>4,239,000</u>
Fixed income securities				
Corporate bonds	-	1,648,000	-	1,648,000
Municipal bonds (taxable)	-	3,609,000	-	3,609,000
Government sponsored entity bonds	<u>-</u>	<u>338,000</u>	<u>-</u>	<u>338,000</u>
Subtotal fixed income securities	<u>-</u>	<u>5,595,000</u>	<u>-</u>	<u>5,595,000</u>
Certificates of deposit	<u>-</u>	<u>18,788,000</u>	<u>-</u>	<u>18,788,000</u>
Subtotal investments	<u>24,289,000</u>	<u>24,383,000</u>	<u>4,239,000</u>	<u>52,911,000</u>
Investments whose uses are limited:				
Pooled income fund	-	1,205,000	-	1,205,000
Gift annuity reserve	-	867,000	-	867,000
Green Fund held by San Diego Foundation	<u>-</u>	<u>419,000</u>	<u>-</u>	<u>419,000</u>
Subtotal investments whose uses are limited	<u>-</u>	<u>2,491,000</u>	<u>-</u>	<u>2,491,000</u>
Beneficial interest in charitable remainder trusts	<u>-</u>	<u>-</u>	<u>124,000</u>	<u>124,000</u>
Total assets measured at fair value on a recurring basis	<u>\$ 24,289,000</u>	<u>\$ 26,874,000</u>	<u>\$ 4,363,000</u>	<u>\$ 55,526,000</u>
Charitable gift liabilities (1)	<u>\$ -</u>	<u>\$ 601,000</u>	<u>\$ -</u>	<u>\$ 601,000</u>

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

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

Notes to Consolidated Financial Statements

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 investment is valued based upon values reported by the fund managers and verified by a third party consultant.

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, 2014.

The following table summarizes fair value measurements using significant Level 3 inputs, and changes therein, for the year ended June 30, 2014:

	Hedge Funds	Beneficial interest in charitable trusts	Total
	<u> </u>	<u> </u>	<u> </u>
Balance at July 1, 2013	\$ 3,623,000	\$ 144,000	\$ 3,767,000
Unrealized gain	316,000	-	316,000
Purchases/additions	300,000	-	300,000
Sales/redemptions	-	(6,000)	(6,000)
Change in valuation related to actuarial tables or other observable inputs	<u>-</u>	<u>(14,000)</u>	<u>(14,000)</u>
Balance at June 30, 2014	<u><u>\$ 4,239,000</u></u>	<u><u>\$ 124,000</u></u>	<u><u>\$ 4,363,000</u></u>

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

Notes to Consolidated Financial Statements

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

In determining the fair value of investments in certain entities that calculate net asset value (“NAV”) per share, if an investment does not have a readily determinable fair value and has all the attributes of an investment company, the YMCA estimates fair value using the investment’s NAV per share. The NAV is calculated as of the reporting entity’s measurement date and, if not, the NAV is adjusted for significant market events since its calculation. The YMCA will not use this approach if it is probable that it will sell the investment at a price other than NAV. See below for disclosures of the nature and risk of such investments.

The following table lists investments in investment companies which are valued at NAV at June 30, 2014:

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.	\$ 4,239,000	2	May be redeemed as of last business day of each calendar quarter, with 95 days' 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 at June 30, 2014:

Instrument	Fair value	Principal valuation technique	Unobservable inputs	Significant input values	Weighted average
Beneficial interest in charitable remainder trusts	\$ 124,000	Present value of expected cash flows	Investment yield Discount rate	3.00% 6.00%	N/A

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

Notes to Consolidated Financial Statements

(10) New Markets Tax Credit ("NMTC") Financing

In September 2013, the YMCA entered into an NMTC financing agreement with various entities for the purposes of receiving financing for the construction of the new Copley Price YMCA facility. The NMTC program was established in 2000 by the US Congress and is administered by the Department of Treasury to encourage private investment in qualifying low-income communities. Pursuant to Section 45D of the Internal Revenue Code, the YMCA's NMTC structure consists of an NMTC investor (Investor) and provided qualified equity investments to a community development entity (CDE) who in turn provided debt financing to a separate not for profit tax exempt entity named YMCA of San Diego County/City Heights (YMCA/CH), which is a qualified active low income community business (QALICB).

The YMCA is a lender in the NMTC structure and holds a note receivable from the Investment Fund (see Note 6). Because the YMCA has the power to appoint all board members of YMCA/CH, the QALICB, the YMCA and YMCA/CH have been consolidated in the financial statements. The Investment Fund made qualifying equity investments in Civic San Diego Growth and Neighborhood Investment Fund Sub-CDE I, LLC (the CDE Fund), which in turn provided debt financing of \$22,310,000 (see Note 14) to YMCA/CH to fund qualified construction costs, as required under terms of the agreements.

Management anticipates that the NMTC structure will stay in effect through September 2020 when the NMTC tax compliance period expires. At that time, management believes the Investor will exercise their Put Option in the Put and Call Agreement allowing the YMCA to acquire a 100% equity interest in the Investment Fund for \$1,000. If the Put Option is not exercised, the YMCA has the right to call for the purchase of a 100% equity interest in the investment fund at a fair market value price. In either case, once the option is exercised, the YMCA's loan to the Investment Fund would be extinguished, the Investment Fund and the CDE Fund would be dissolved, and the loans from the CDE Fund to YMCA/CH would be extinguished. In addition, YMCA/CH would be dissolved and distribute its assets and liabilities to the YMCA.

(11) Related Party Transaction

At June 30, 2014, "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. It is due December 29, 2020 and bears interest at 8% per annum. The principal balance of this note receivable at June 30, 2014 was \$59,500.

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

Notes to Consolidated Financial Statements

(12) Land, Buildings, and Equipment

The carrying values of land, buildings, and equipment as of June 30, 2014 are as follows:

Land	\$ 25,045,000
Buildings and machinery	100,058,000
Furniture, fixtures, and equipment	13,527,000
Buses and other vehicles	964,000
Leasehold improvements	26,434,000
Accumulated depreciation and amortization	<u>(60,408,000)</u>
	105,620,000
Construction in progress	<u>13,951,000</u>
Land, buildings, and equipment, net	<u><u>\$ 119,571,000</u></u>

(13) Deferred Revenue

At June 30, 2014, deferred revenue consists of the following:

Program revenues	\$ 5,456,000
Pooled income fund (see note 1j)	583,000
Membership dues	919,000
Other	<u>729,000</u>
	<u><u>\$ 7,687,000</u></u>

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

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

Notes to Consolidated Financial Statements

(14) Notes Payable

Notes Payable at June 30, 2014 consisted of the following:

Civic San Diego Economic Growth and Neighborhood Investment Fund Sub-CDE 1, LLC Note A Dated 9/12/13, 35-year term, 0.75% interest, with interest only payments for the first seven years and amortizing principal payments for the remaining 28 years, matures 9/1/2048	\$ 6,845,000
Civic San Diego Economic Growth and Neighborhood Investment Fund Sub-CDE 1, LLC Note B Dated 9/12/13, 35-year term, 0.75% interest, with interest only payments for the first seven years and amortizing principal payments for the remaining 28 years, matures 9/1/2048	<u>15,465,000</u>
Total Notes Payable	<u><u>\$ 22,310,000</u></u>

Interest expense on these notes payable was \$148,000 for the year ended June 30, 2014, which was offset against interest received on the NMTC note receivable and capitalized as costs related to the construction of the Copley Price YMCA facility.

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

Notes to Consolidated Financial Statements

(15) Other Liabilities

Other liabilities at June 30, 2014 consist of the following:

Gift annuities payable (see note 1k)	\$ 601,000
	<u>\$ 601,000</u>

Future maturities are as follows:

2015	\$ 62,000
2016	62,000
2017	62,000
2018	58,000
2019	55,000
Thereafter	302,000
	<u>\$ 601,000</u>

(16) 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, 2014, the YMCA had cash and cash equivalents which exceeded FDIC and SIPC insured limits at certain financial institutions in excess of \$15.7 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 2014 from Federal, state, and local sources. The largest 3 contracts were for the Federal and state-funded alternative payment child care programs totaling approximately \$28,089,000 in fiscal year 2014.

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

Notes to Consolidated Financial Statements

(17) 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 \$4,549,000 for the year ended June 30, 2014.

(18) Impairment of Leasehold Improvements

As of December 31, 2014, the YMCA plans to vacate the building at 3901 Landis Street, also known as the Copley Family YMCA. The YMCA anticipates moving into the new Copley Price YMCA on El Cajon Blvd by December 1, 2014, which will replace the need for the Landis Street building. The Landis Street building is situated on a ground lease from the City of San Diego. Upon termination of the lease ownership of the building, all fixtures transfer to the City. After December 31, 2014 the YMCA will discontinue all operations at the Landis site. Therefore, the YMCA has recorded an impairment of leasehold improvements of \$526,000, which represents the anticipated net book value at December 31, 2014.

(19) Commitments and Contingencies

General

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, 2014. Annual rent expense of \$4,046,000 for fiscal year 2014 includes the annual fair-value rental of the leased properties (Note 1n) in the amount of \$2,034,000.

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

Notes to Consolidated Financial Statements

Minimum future obligations under non-cancelable operating leases as of June 30, 2014 are as follows:

2015	\$ 1,604,000
2016	1,006,000
2017	895,000
2018	676,000
2019	210,000
Thereafter	1,265,000
	<u>\$ 5,656,000</u>

At June 30, 2014, the YMCA has \$10,639,000 remaining under construction contracts scheduled to be completed in fiscal year 2015.

New Markets Tax Credit financing

In connection with the New Markets Tax Credit transaction described in Note 10, the YMCA entered into an unconditional guaranty in favor of the NMTC Investor of the New Markets Tax Credits, the Put price and indemnification of environmental remediation costs arising as a result of the project.

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.

Various Grant Contingencies

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 the apartment building in a manner which is consistent with the grant terms.

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

Notes to Consolidated Financial Statements

Letter of Credit

On July 1, 2003, the YMCA entered into a contract for workers' compensation insurance that required the YMCA to post a 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 face amount of the letter of credit was \$15,000 at June 30, 2014, which collateralizes potential remaining future claims incurred within these contract years.

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, 2014, the YMCA has accrued approximately \$2,132,000 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 consolidated statement of financial position.

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 and subsequently increased to \$27 million in August 2013. In order to fund the New Markets Tax Credit financing transaction (see Note 10) the YMCA took a draw of \$15,465,000 in September 2013. The YMCA made several payments on the line of credit during fiscal year 2014, and it had a \$0 balance at June 30, 2014.

(20) Subsequent Events

Subsequent events have been evaluated through October 17, 2014, which is the date the consolidated 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. In July 2014, the YMCA received distributions from the trusts of \$1,020,000. The remaining trust assets are liquid and await final distribution by the trustee.

Supplementary Information

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

Consolidating Statement of Financial Position

June 30, 2014

(With comparative financial information for 2013)

Assets	YMCA of SDC	YMCA of SDC/ City Hts	Eliminations	2014	2013
Cash and cash equivalents	\$ 12,738,000	\$ -	\$ -	\$ 12,738,000	\$ 11,967,000
Restricted cash	-	13,782,000	-	13,782,000	-
Pledges and accounts receivable	15,606,000	-	(2,946,000)	12,660,000	18,859,000
Note receivable	15,465,000	-	-	15,465,000	-
Investments	52,911,000	-	-	52,911,000	47,102,000
Investments for which uses are limited	2,491,000	-	-	2,491,000	3,545,000
Prepaid expenses and other assets	1,889,000	846,000	(1,352,000)	1,383,000	1,022,000
Beneficial interest in charitable remainder trusts	124,000	-	-	124,000	144,000
Land, buildings, and equipment, net	98,872,000	20,657,000	42,000	119,571,000	111,644,000
Total assets	<u>\$ 200,096,000</u>	<u>\$ 35,285,000</u>	<u>\$ (4,256,000)</u>	<u>\$ 231,125,000</u>	<u>\$ 194,283,000</u>
Liabilities and Net Assets					
Liabilities:					
Accounts payable and accrued expenses	\$ 16,027,000	\$ 2,914,000	\$ (2,904,000)	\$ 16,037,000	\$ 13,302,000
Deferred revenue	7,687,000	-	-	7,687,000	7,360,000
Notes payable	-	22,310,000	-	22,310,000	-
Other liabilities	601,000	-	-	601,000	1,222,000
Total liabilities	<u>24,315,000</u>	<u>25,224,000</u>	<u>(2,904,000)</u>	<u>46,635,000</u>	<u>21,884,000</u>
Commitments and contingencies					
Net assets:					
Unrestricted	152,985,000	10,061,000	(1,352,000)	161,694,000	150,058,000
Temporarily restricted	15,426,000	-	-	15,426,000	15,142,000
Permanently restricted	7,370,000	-	-	7,370,000	7,199,000
Total net assets	<u>175,781,000</u>	<u>10,061,000</u>	<u>(1,352,000)</u>	<u>184,490,000</u>	<u>172,399,000</u>
Total liabilities and net assets	<u>\$ 200,096,000</u>	<u>\$ 35,285,000</u>	<u>\$ (4,256,000)</u>	<u>\$ 231,125,000</u>	<u>\$ 194,283,000</u>

See Independent Auditor's Report.

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

Consolidating Statement of Activities

Year ended June 30, 2014
(With summarized financial information for 2013)

	YMCA of SDC	YMCA of SDC/City Hts	Eliminations	Total	
				2014	2013
Revenue:					
Public support:					
Annual support	\$ 5,235,000	\$ -	\$ -	\$ 5,235,000	\$ 5,157,000
Direct contributions	19,444,000	9,020,000	(9,020,000)	19,444,000	20,538,000
Land donation for Copley Price YMCA	-	-	-	-	9,020,000
Special events, net of expenses of approximately \$2,378,000 in fiscal 2014	1,051,000	-	-	1,051,000	1,196,000
Total public support	<u>25,730,000</u>	<u>9,020,000</u>	<u>(9,020,000)</u>	<u>25,730,000</u>	<u>35,911,000</u>
Other revenue:					
Program service fees	55,677,000	-	-	55,677,000	52,732,000
Government funded programs	45,948,000	-	-	45,948,000	43,853,000
Membership dues	29,191,000	-	-	29,191,000	27,882,000
Investment income	805,000	-	-	805,000	757,000
Net realized gain on investments	1,615,000	-	-	1,615,000	1,742,000
Net merchandise sales	390,000	-	-	390,000	370,000
Total other revenue	<u>133,626,000</u>	<u>-</u>	<u>-</u>	<u>133,626,000</u>	<u>127,336,000</u>
Total public support and other revenue	159,356,000	9,020,000	(9,020,000)	159,356,000	163,247,000
Net assets released from restrictions	-	-	-	-	-
Total revenue	<u>159,356,000</u>	<u>9,020,000</u>	<u>(9,020,000)</u>	<u>159,356,000</u>	<u>163,247,000</u>
Expenses:					
Program services	147,404,000	311,000	(9,020,000)	138,695,000	130,245,000
Supporting services:					
Management and general	9,815,000	-	-	9,815,000	8,966,000
Fund-raising	1,772,000	-	-	1,772,000	1,736,000
Total supporting services	<u>11,587,000</u>	<u>-</u>	<u>-</u>	<u>11,587,000</u>	<u>10,702,000</u>
Total program and supporting services expenses	<u>158,991,000</u>	<u>311,000</u>	<u>(9,020,000)</u>	<u>150,282,000</u>	<u>140,947,000</u>
Change in net assets before net unrealized gain on investments and impairment of leasehold improvements	365,000	8,709,000	-	9,074,000	22,300,000
Net unrealized gain on investments	3,543,000	-	-	3,543,000	1,350,000
Change in net assets before impairment of leasehold improvements	3,908,000	8,709,000	-	12,617,000	23,650,000
Impairment of leasehold improvements	(526,000)	-	-	(526,000)	-
Change in net assets	<u>3,382,000</u>	<u>8,709,000</u>	<u>-</u>	<u>12,091,000</u>	<u>23,650,000</u>
Net assets at beginning of year	172,399,000	-	-	172,399,000	148,749,000
NMTC Equity investment	-	1,352,000	(1,352,000)	-	-
Net assets at end of year	<u>\$ 175,781,000</u>	<u>\$ 10,061,000</u>	<u>\$ (1,352,000)</u>	<u>\$ 184,490,000</u>	<u>\$ 172,399,000</u>

See Independent Auditor's Report.