Harrington Group
Certified Public Accountants, LLP

COMMUNITY INITIATIVES

FINANCIAL STATEMENTS
and
ADDITIONAL INFORMATION

JUNE 30, 2013 and 2012

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C O N T E N T S

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Community Initiatives

Report on the Financial Statements

We have audited the accompanying financial statements of Community Initiatives (a nonprofit organization), which comprise the Statements of Financial Position as of June 30, 2013 and 2012, and the related Statements of Activities, Functional Expenses, and Cash Flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of 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 auditors' 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 auditors consider internal control relevant to Community Initiatives' 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 Community Initiatives' 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.

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INDEPENDENT AUDITORS' REPORT
continued

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Community Initiatives as of June 30, 2013 and 2012, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated January 29, 2014 on our consideration of Community Initiatives' internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Community Initiatives' internal control over financial reporting and compliance.

Harrington Group

San Francisco, California
January 29, 2014

COMMUNITY INITIATIVES

STATEMENTS OF FINANCIAL POSITION
June 30, 2013 and 2012

	2013	2012
Assets		
Cash and cash equivalents	**$ 17,936,633**	$ 15,143,511
Accounts receivable	**647,492**	56,673
Government grants receivable	**129,135**	329,220
Pledges receivable (Note 3)	**1,855,848**	2,756,560
Prepaid expenses	**141,797**	172,527
Property and equipment, net (Note 5)	**125,513**	137,478
Total assets	**$ 20,836,418**	$ 18,595,969
Liabilities and net assets		
Liabilities		
Accounts payable	**$ 481,080**	$ 620,356
Accrued liabilities (Note 6)	**560,783**	429,512
Deferred revenue (Note 7)	**-**	166,997
Total liabilities	**1,041,863**	1,216,865
Net assets		
Unrestricted - CI operations	**1,552,753**	1,418,243
Temporarily restricted - FSP	**18,241,802**	15,960,861
Total net assets	**19,794,555**	17,379,104
Total liabilities and net assets	**$ 20,836,418**	$ 18,595,969

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

COMMUNITY INITIATIVES

STATEMENTS OF ACTIVITIES
For the years ended June 30, 2013 and 2012

	Year ended June 30, 2013			Year ended June 30, 2012		
	Unrestricted	**Temporarily Restricted**	**Total**	Unrestricted	Temporarily Restricted	Total
Revenue and support						
Grants and contribution revenue	$ -	$ 18,206,657	**$ 18,206,657**	$ -	$ 16,424,104	$ 16,424,104
Other income		1,941,151	**1,941,151**		1,762,058	1,762,058
In-kind (Note 11)		37,499	**37,499**		107,210	107,210
Interest income	24,715	3,158	**27,873**	19,968	3,717	23,685
Net assets released from program restrictions	17,907,524	(17,907,524)	**-**	16,942,517	(16,942,517)	-
Total revenue and support	17,932,239	2,280,941	**20,213,180**	16,962,485	1,354,572	18,317,057
Expenses						
Program services	14,542,405		**14,542,405**	14,479,273		14,479,273
Management and general	1,674,921		**1,674,921**	1,330,225		1,330,225
Fundraising	1,580,403		**1,580,403**	1,053,171		1,053,171
Total expenses	17,797,729	-	**17,797,729**	16,862,669	-	16,862,669
Change in net assets	134,510	2,280,941	**2,415,451**	99,816	1,354,572	1,454,388
Net assets, beginning of year	1,418,243	15,960,861	**17,379,104**	1,318,427	14,606,289	15,924,716
Net assets, end of year	$ 1,552,753	$ 18,241,802	**$ 19,794,555**	$ 1,418,243	$ 15,960,861	$ 17,379,104

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

COMMUNITY INITIATIVES

STATEMENTS OF FUNCTIONAL EXPENSES
For the years ended June 30, 2013 and 2012

	Year ended June 30, 2013				Year ended June 30, 2012			
	FSP Program Services	**CI Management and General**	**Fundraising**	**Total Expenses**	FSP Program Services	CI Management and General	Fundraising	Total Expenses
Salaries and related benefits	$ 6,175,181	$ 1,012,795	$ 766,606	**$ 7,954,582**	$ 5,187,592	$ 961,715	$ 559,762	$ 6,709,069
Other professional services	4,216,603	237,042	311,501	**4,765,146**	3,449,551	82,221	211,628	3,743,400
Grants made	1,177,552	-		**1,177,552**	2,555,005			2,555,005
Travel	736,842	6,762	55,533	**799,137**	785,348	8,946	47,521	841,815
Program activity	228,681	2,322	286,342	**517,345**	201,862	170	53,161	255,193
Occupancy	324,060	142,361	42,902	**509,323**	394,084	124,815	42,869	561,768
Special events	442,251	-		**442,251**	286,932		28,749	315,681
Supplies	311,932	22,632	10,815	**345,379**	316,512	10,653	21,690	348,855
Equipment rental and maintenance	200,334	19,977	24,851	**245,162**	185,905	17,256	22,347	225,508
Conferences, conventions, and meetings	163,032	3,515	21,022	**187,569**	125,459	8,310	12,514	146,283
Printing and publications	136,550	4,470	14,069	**155,089**	223,399	4,961	18,831	247,191
Telephone	107,567	8,401	13,154	**129,122**	143,714	7,397	15,655	166,766
Communications	117,931	10,628	-	**128,559**	329,146	135	4,572	333,853
Office expenses	66,441	41,155	8,863	**116,459**	32,244	17,801	3,553	53,598
Legal and accounting fees	48,332	55,096	4,542	**107,970**	95,475	37,497	3,293	136,265
Insurance	26,745	68,063	3,541	**98,349**	79,159	6,244	309	85,712
Depreciation and amortization	29,664	25,786	3,451	**58,901**	23,381	28,824	2,160	54,365
Taxes, fees, and licenses	14,221	7,771	11,174	**33,166**	21,634	8,671	1,991	32,296
Postage and shipping	18,486	6,145	2,037	**26,668**	42,871	4,609	2,566	50,046
Total functional expenses	**$ 14,542,405**	**$ 1,674,921**	**$ 1,580,403**	**$ 17,797,729**	$ 14,479,273	$ 1,330,225	$ 1,053,171	$ 16,862,669

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

COMMUNITY INITIATIVES

STATEMENTS OF CASH FLOWS
For the years ended June 30, 2013 and 2012

		2013		2012
Cash flows from operating activities:				
Change in net assets	$	**2,415,451**	$	1,454,388
Adjustments to reconcile change in net assets to net cash provided (used) by operating activities:				
Depreciation and amortization		**58,901**		54,365
Loss on disposal		**8,521**		-
Changes in operating assets and liabilities:				
(Increase) decrease in accounts receivable		**(590,819)**		1,986
Decrease in grants and pledges receivable		**1,100,797**		1,212,535
Decrease (increase) in prepaid expenses		**30,730**		(6,732)
(Decrease) increase in accounts payable		**(139,276)**		54,740
Increase (decrease) in accrued liabilities		**131,271**		(36,736)
(Decrease) increase in deferred revenue		**(166,997)**		83,193
Net cash provided by operating activities		**2,848,579**		2,817,739
Cash flows from investing activities:				
Purchase of property and equipment		**(55,457)**		(52,857)
Net cash (used) by investing activities		**(55,457)**		(52,857)
Net increase in cash and cash equivalents		**2,793,122**		2,764,882
Cash and cash equivalents, beginning of year		**15,143,511**		12,378,629
Cash and cash equivalents, end of year	**$**	**17,936,633**	$	15,143,511

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

1. Organization

Community Initiatives ("CI") is a California Non-Profit Benefit Corporation, tax exempt under IRS 501(c)(3), established in 1996 by The San Francisco Foundation, to enable emerging charitable and educational projects to happen more quickly and with greater efficiency. Its services to the nonprofit and philanthropic sector focus on fiscal sponsorship and providing programmatic and financial oversight of grants and providing essential organizational, financial, and human resource services to nonprofit projects.

To accept a project for fiscal sponsorship, CI's Board vets each applicant's nonprofit purpose to the IRS 501(c)(3) standard and determines its viability for securing funding. At any given time, CI is sponsoring roughly 100 projects, the majority of which reside in the San Francisco Bay Area. The projects represent nonprofit activities in all areas of the nonprofit sector, e.g., arts and culture, education, environment, health and human services, and public affairs. These include projects of limited duration, start-up nonprofit organizations, public/private partnerships, and multiple funder collaborations.

All the financial activity of CI's fiscally sponsored projects ("FSPs") is aggregated for financial statement purposes. Their funds, however, are kept strictly segregated in individual fund accounts. The majority of its FSP's (those in a comprehensive fiscal sponsorship relationship) are legally a part of CI and all of their employees are employees of CI. A handful are in a "pre-approved grant" fiscal sponsorship relationship and those projects are separate legal entities.

By the nature of the business of fiscal sponsorship, CI's portfolio of fiscally sponsored projects is volatile with time-limited projects completing, with maturing nonprofits spinning off into their own 501(c)(3) organizations, and with new start-ups signing up throughout each year. As a result, individual budget line items may vary considerably from year to year, and typical financial analyses are not always meaningful.

2. Summary of Significant Accounting Policies

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements is as follows:

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting.

Accounting

To ensure observance of certain constraints and restrictions placed on the use of resources, the accounts of CI are maintained in accordance with the principles of net asset accounting. This is the procedure by which resources for various purposes are classified for accounting and reporting purposes into net asset classes that are in accordance with specified activities or objectives. Accordingly, all financial transactions have been recorded and reported by net asset class as follows:

continued

2. Summary of Significant Accounting Policies, continued

Unrestricted. These generally result from revenues generated by receiving unrestricted contributions, providing services, and receiving interest from investments less expenses incurred in providing program-related services, raising contributions, and performing administrative functions.

Temporarily Restricted. CI reports grants and contributions, investments and other income as temporarily restricted support if they are received with donor stipulations that limit the use to a fiscally sponsored project. All funds for a newly sponsored project transferred into CI are temporarily restricted for the sponsored project. When a donor restriction expires, that is, when a stipulated time restriction ends or the purpose of the restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statement of Activities as net assets released from program or capital restrictions.

Permanently Restricted. These net assets are restricted by donors who stipulate that resources are to be maintained permanently, but permit CI and the fiscally sponsored projects to expend all of the income (or other economic benefits) derived from the donated assets. CI had no permanently restricted net assets at June 30, 2013 and 2012, respectively.

Cash and Cash Equivalents

CI has defined cash and cash equivalents as cash in banks and money market fund accounts.

Contributions and Pledges Receivable

Unconditional promises to give that are expected to be collected within one year are recorded at net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at fair value, which is measured as the present value of their future cash flows. The discounts on those amounts are computed using risk-adjusted interest rates applicable to the years in which the promises are received. Amortization of the discount is included in contribution revenue. Conditional promises to give are not included as support until the conditions are substantially met.

Concentration of Credit Risks

CI places its temporary cash investments with high-credit quality financial institutions. At times, such investments may be in excess of the Federal Deposit Insurance Corporation insurance limit. CI has not incurred losses related to these investments.

The primary receivable balance outstanding at June 30, 2013 and 2012 consists of government contract receivables due from county, state, federal granting agencies, and contributions from foundations. Concentrations of credit risks with respect to receivables are limited, as the management believes grants and contributions receivable are collectible.

Total revenue and support of $20,213,180 and $18,317,057 for the years ended June 30, 2013 and 2012, respectively, 35% was generated for five specific projects.

continued

2. Summary of Significant Accounting Policies, continued

Fair Value Measurements

Generally accepted accounting principles provide guidance on how fair value should be determined when financial statement elements are required to be measured at fair value. Valuation techniques are ranked in three levels depending on the degree of objectivity of the inputs used with each level:

Level 1 inputs - quoted prices in active markets for identical assets
Level 2 inputs - quoted prices in active or inactive markets for the same or similar assets
Level 3 inputs - estimates using the best information available when there is little or no market

CI is required to measure pledged contributions and non-cash contributions at fair value. The specific techniques used to measure fair value for these financial statement elements are described in the notes below that relate to each element.

Property and Equipment

Property and equipment are recorded at cost if purchased or at fair value at the date of donation if donated. Depreciation is computed on the straight-line basis over the estimated useful lives of the related assets. Maintenance and repair costs are charged to expense as incurred. Property and equipment are capitalized if the cost of an asset is greater than or equal to one thousand dollars.

Donated Materials and Services

Contributions of donated non-cash assets are measured on a non-recurring basis and recorded at fair value in the period received. Contributions of donated services that create or enhance non-financial assets or that require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation, are recorded at fair value in the period received (see Note 11).

Grants Made

Grant expense for restricted grants is recognized in the period in which the grant recipient meets the terms of the restrictions. In situations where a sponsored project attains status as an independent entity and ends the fiscal sponsorship relationship with CI, the respective project's funds are granted out to a newly created entity.

Functional Allocation of Expenses

Costs of providing fiscal sponsorship by CI have been presented in the Statement of Functional Expenses. All expenses paid on behalf of CI's projects are recorded as program services or fundraising expenses. Expenses incurred by CI's administrative group are recorded as management and general expenses.

continued

2. Summary of Significant Accounting Policies, continued

Income Taxes

CI is exempt from taxation under Internal Revenue Code Section 501(c)(3) and California Revenue and Taxation Code Section 23701d.

Generally accepted accounting principles provide accounting and disclosure guidance about positions taken by an organization in its tax returns that might be uncertain. Management has considered its tax positions and believes that all of the positions taken by CI in its federal and state exempt organization tax returns are more likely than not to be sustained upon examination. CI's returns are subject to examination by federal and state taxing authorities, generally for three and four years respectively, after they are filed.

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 reported amounts of assets, liabilities, revenues, and expenses as of the date and for the period presented. Actual results could differ from those estimates.

Subsequent Events

Management has evaluated subsequent events through January 29, 2014, the date which the financial statements were available.

3. Pledges Receivable

Pledges receivable are recorded as support when pledged unless designated otherwise. All pledges are valued at the estimated fair present value at June 30, 2013 and 2012 and are deemed fully collectible. Accordingly, no allowance for uncollectible pledges has been recorded as of June 30, 2013 and 2012. Total amount of pledges receivable is $1,855,848 and $2,756,560 as of June 30, 2013 and 2012, respectively. Total amount of pledges receivable at June 30, 2013 of $1,855,848 is expected to be collected within one year.

continued

4. Fair Value Measurements

The table below present transactions measured at fair value on a non-recurring basis during the year ended June 30, 2013 and 2012:

June 30, 2013

	Level 1	Level 2	Level 3	Total
Contributed materials	$ -	$30,961	$ -	**$ 30,961**
Contributed services		6,538		**6,538**
Pledged contributions-new			13,608,333	**13,608,333**
Fair value at June 30, 2013	$ -	$37,499	$13,608,333	**$13,645,832**

June 30, 2012

	Level 1	Level 2	Level 3	Total
Contributed materials	$ -	$ 82,990	$ -	$ 82,990
Contributed services		24,220		24,220
Pledged contributions-new			14,354,565	14,354,565
Fair value at June 30, 2012	$ -	$107,210	$14,354,565	$14,461,775

The fair value of contributed materials and services has been measured on a non-recurring basis using quoted prices for similar assets in inactive markets (Level 2 inputs).

The fair value of pledged contributions are measured on a non-recurring basis based on the value provided by the donor at the date of pledge (Level 3 inputs).

5. Property and Equipment

Property and equipment at June 30, 2013 and 2012 consist of the following:

	2013	2012
Computer equipment and software	**$ 292,285**	$ 271,681
Furniture and fixtures	**84,207**	84,434
Leasehold improvements	**71,610**	53,965
Office equipment	**34,589**	35,667
Intangible/other	**4,026**	12,812
	486,717	458,559
Less: accumulated depreciation	**(361,204)**	(321,081)
	$ 125,513	$ 137,478

Depreciation and amortization expense for the years ended June 30, 2013 and 2012 were $58,901 and $54,365, respectively.

continued

6. Accrued Liabilities

Accrued liabilities at June 30, 2013 and 2012 consist of the following:

	2013	2012
Accrued vacation	**$506,116**	$397,049
Other accrued liabilities	**54,667**	32,463
	$560,783	$429,512

7. Deferred Revenue

Deferred revenue for the years ended June 30, 2013 and 2012 were $0 and $166,997 respectively, received from the California Institute of Regenerative Medicine for Specialty in Stem Cell Biology Project.

8. Commitments and Contingencies

Obligations Under Operating Leases

CI leases various facilities and equipments under operating leases with various terms. Future minimum payments, by year and in the aggregate, under these leases with initial or remaining terms of one year or more, consist of the following:

Year ended June 30,	
2014	$ 422,714
2015	337,626
2016	263,878
2017	233,894
2018	29,309
	$1,287,421

Rent and equipment lease expenses under operating leases for the years ended June 30, 2013 and 2012 were $490,304 and $552,482, respectively.

Contracts

CI's grants and contracts are subject to inspection and audit by the appropriate governmental funding agency. The purpose is to determine whether funds were used in accordance with their respective guidelines and regulations. The potential exists for disallowance of previously-funded program costs. The ultimate liability, if any, which may result from these governmental audits cannot be reasonably estimated and, accordingly, CI has no provisions for the possible disallowance of program costs on its financial statements.

continued

9. Employee Benefit Plan

CI has a 401(k) plan available to all employees who have completed one month of service, as defined. Employees may contribute any whole percentage of annual compensation provided that it does not exceed maximum amounts as permitted by law. CI also has a deferred compensation plan under Section 457 of the Internal Revenue Code for select group of management. For the year ended June 30, 2013, CI did not make contributions to the plan.

Subsequent to year-end, CI has instituted a Safe Harbor 401(k) plan which includes an employer match contribution up to 4% of salary for all eligible employees. Employees are eligible to participate in the 401(k) plan on the first day of the month after their start date.

The financial statements as of June 30, 2013 do not include any provision for the gain or loss arising from the above transaction.

10. Project Funds Granted Out

CI granted (paid) out $172,557 and $183,147 for the years ended June 30, 2013 and 2012, respectively, to projects that transferred their fiscal sponsorship relationship to another 501(c)(3) organization.

11. In-Kind Contributions

In-kind contributions at June 30, 2013 and 2012 consist of the following:

	2013	2012
Other goods	**$30,961**	$ 82,990
Other services	**6,538**	24,220
	$37,499	$107,210

ADDITIONAL INFORMATION

Harrington Group
Certified Public Accountants, LLP

Independent Auditors' Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance With *Government Auditing Standards*

To the Board of Directors
Community Initiatives

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Community Initiatives ("CI"), 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, and have issued our report thereon dated January 29, 2014.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered CI's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of CI's internal control. Accordingly, we do not express an opinion on the effectiveness of CI's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether CI's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering CI's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Harrington Group

San Francisco, California
January 29, 2014

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