

The San Francisco AIDS Foundation

(A California Nonprofit Public Benefit Corporation)

Financial Statements

June 30, 2012

**(With Summarized Comparative Information for the
Year Ended June 30, 2011)**

The San Francisco AIDS Foundation

(A California Nonprofit Public Benefit Corporation)

Index

June 30, 2012

(With Summarized Comparative Information for the Year Ended June 30, 2011)

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Report of Independent Auditors

The Board of Directors of
The San Francisco AIDS Foundation

In our opinion, the accompanying statement of financial position and the related statements of activities and changes in net assets, functional expenses, and cash flows present fairly, in all material respects, the financial position of The San Francisco AIDS Foundation ("the Foundation") at June 30, 2012, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year summarized comparative information has been derived from the Foundation's 2011 financial statements, and in our report dated October 11, 2011, we expressed an unqualified opinion on those financial statements. We conducted our audit of these statements in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

A handwritten signature in black ink that reads "PricewaterhouseCoopers LLP".

October 11, 2012

The San Francisco AIDS Foundation

(A California Nonprofit Public Benefit Corporation)

Statement of Financial Position

June 30, 2012

(With Summarized Comparative Information for the Year Ended June 30, 2011)

| <i>(in thousands)</i> | <u>2012</u> | <u>2011</u> |
|---|------------------|------------------|
| Assets | | |
| Cash | \$ 910 | \$ 2,051 |
| Accounts receivable | 2,919 | 825 |
| Contributions receivable, net | 513 | 657 |
| Investments | 8,627 | 9,591 |
| Prepaid expenses | 551 | 636 |
| Security deposits and other assets | 126 | 138 |
| Property and equipment, net | 1,713 | 1,650 |
| Total assets | <u>\$ 15,359</u> | <u>\$ 15,548</u> |
| Liabilities and Net Assets | | |
| Liabilities | | |
| Accounts payable and accrued expenses | \$ 2,405 | \$ 1,835 |
| Accrued payroll and related liabilities | 1,007 | 1,108 |
| Grants payable | 255 | 241 |
| Refundable advances | 200 | 222 |
| Capital lease obligations | 169 | 171 |
| Total liabilities | <u>4,036</u> | <u>3,577</u> |
| Commitments and contingencies (Note 8) | | |
| Net Assets | | |
| Unrestricted | 10,694 | 11,226 |
| Temporarily restricted | 209 | 325 |
| Permanently restricted | 420 | 420 |
| Total net assets | <u>11,323</u> | <u>11,971</u> |
| Total liabilities and net assets | <u>\$ 15,359</u> | <u>\$ 15,548</u> |

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

The San Francisco AIDS Foundation
(A California Nonprofit Public Benefit Corporation)
Statement of Activities and Changes in Net Assets
Year Ended June 30, 2012
(With Summarized Comparative Information for the Year Ended June 30, 2011)

| <i>(in thousands)</i> | June 30, 2012 | | | Total | June 30, |
|---|---------------|------------------------|------------------------|-----------|-----------|
| | Unrestricted | Temporarily Restricted | Permanently Restricted | | 2011 |
| | | | | | Total |
| Public and government support | | | | | |
| Government grants | \$ 9,631 | \$ 465 | \$ - | \$ 10,096 | \$ 7,192 |
| Contributions and grants | | | | | |
| Individuals | 2,166 | 140 | - | 2,306 | 1,711 |
| Corporations and foundations | 124 | 470 | - | 594 | 687 |
| Donated goods and services | 1,587 | - | - | 1,587 | 333 |
| Total | 13,508 | 1,075 | - | 14,583 | 9,923 |
| Special events | 11,069 | - | - | 11,069 | 11,564 |
| Less: Special event expenses | (1,419) | - | - | (1,419) | (1,445) |
| Net income from special events | 9,650 | - | - | 9,650 | 10,119 |
| Net assets released from restrictions | 1,183 | (1,183) | - | - | - |
| Total public and government support | 24,341 | (108) | - | 24,233 | 20,042 |
| Revenues and gains | | | | | |
| Net realized and unrealized gain/(loss) | | | | | |
| on investments | (225) | (19) | - | (244) | 1,105 |
| Investment income | 200 | 11 | - | 211 | 210 |
| Service revenues | - | - | - | - | 270 |
| Other | 85 | - | - | 85 | 145 |
| Total public and government support, revenues and gains | 24,401 | (116) | - | 24,285 | 21,772 |
| Expenses | | | | | |
| Program services | 20,197 | - | - | 20,197 | 16,059 |
| Support services | 741 | - | - | 741 | 792 |
| Fund development | 3,995 | - | - | 3,995 | 4,446 |
| Total expenses | 24,933 | - | - | 24,933 | 21,297 |
| Total change in net assets | (532) | (116) | - | (648) | 475 |
| Net assets | | | | | |
| Beginning of year | 11,226 | 325 | 420 | 11,971 | 11,496 |
| End of year | \$ 10,694 | \$ 209 | \$ 420 | \$ 11,323 | \$ 11,971 |

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

The San Francisco AIDS Foundation
(A California Nonprofit Public Benefit Corporation)
Statement of Functional Expenses
Year Ended June 30, 2012
(With Summarized Comparative Information for the Year Ended June 30, 2011)

| | Program Services | | | | | Total Program Services | Management & General | Fund Development | Total 2012 Expenses | Total 2011 Expenses |
|--|----------------------------|---------------------|---|---|----------------------|------------------------------|----------------------------|---------------------|---------------------------|---------------------------|
| | Advocacy & Education | Housing Services | Community Based Health & Prevention Services | Substance Abuse & Mental Health Services | Care Coordination | | | | | |
| <i>(in thousands)</i> | | | | | | | | | | |
| Expense | | | | | | | | | | |
| Salaries and employee benefits | \$ 1,480 | \$ 578 | \$ 2,803 | \$ 2,472 | \$ 1,177 | \$ 8,510 | \$ 463 | \$ 1,516 | \$ 10,489 | \$ 8,898 |
| Professional and technical fees | 292 | 35 | 267 | 253 | 67 | 914 | 67 | 730 | 1,711 | 1,783 |
| Outreach and promotion | 66 | 16 | 93 | 69 | 37 | 281 | 4 | 142 | 427 | 405 |
| Event production | 85 | 43 | 266 | 172 | 91 | 657 | 1 | 259 | 917 | 908 |
| Postage and distribution | 35 | 5 | 12 | 12 | 7 | 71 | 1 | 527 | 599 | 804 |
| Staff/Volunteer support and travel | 117 | 18 | 116 | 85 | 35 | 371 | 14 | 120 | 505 | 469 |
| Printing and materials production | 38 | 12 | 141 | 89 | 23 | 303 | 10 | 80 | 393 | 341 |
| Program supplies | - | 9 | 60 | 532 | 16 | 617 | - | - | 617 | 498 |
| Housing subsidies | - | 2,759 | - | - | - | 2,759 | - | - | 2,759 | 2,725 |
| Community grants | 42 | 20 | 168 | 69 | 114 | 413 | - | - | 413 | 1,169 |
| Subcontractor services | - | - | 153 | 1,172 | - | 1,325 | - | - | 1,325 | 156 |
| Occupancy | 177 | 89 | 421 | 455 | 167 | 1,309 | 47 | 252 | 1,608 | 1,391 |
| Office expenses | 106 | 54 | 289 | 240 | 106 | 795 | 82 | 224 | 1,101 | 967 |
| Depreciation and amortization | 62 | 31 | 80 | 132 | 58 | 363 | 25 | 87 | 475 | 449 |
| Donated professional volunteer services | 463 | 94 | 381 | 363 | 170 | 1,471 | 27 | 29 | 1,527 | 279 |
| Donated goods | 5 | 2 | 16 | 10 | 5 | 38 | - | 29 | 67 | 55 |
| | <u>\$ 2,968</u> | <u>\$ 3,765</u> | <u>\$ 5,266</u> | <u>\$ 6,125</u> | <u>\$ 2,073</u> | <u>\$ 20,197</u> | <u>\$ 741</u> | <u>\$ 3,995</u> | <u>\$ 24,933</u> | <u>\$ 21,297</u> |

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

The San Francisco AIDS Foundation
(A California Nonprofit Public Benefit Corporation)
Statement of Cash Flows
Year Ended June 30, 2012
(With Summarized Comparative Information for the Year Ended June 30, 2011)

| <i>(in thousands)</i> | 2012 | 2011 |
|--|-------------|-------------|
| Cash flows from operating activities | | |
| Total change in net assets | \$ (648) | \$ 475 |
| (Gain) on disposal of assets | (4) | (38) |
| Depreciation and amortization | 475 | 449 |
| Contributed securities | (61) | (54) |
| Net realized and unrealized loss/(gain) on investments | 244 | (1,105) |
| Adjustment to reconcile change in net assets to net cash provided by operating activities | | |
| Changes in operating assets and liabilities | | |
| Accounts receivable | (2,094) | 279 |
| Contributions receivable, net | 144 | 56 |
| Prepaid expenses | 85 | (13) |
| Security deposits and other assets | 12 | 90 |
| Accounts payable and accrued expenses | 570 | 626 |
| Accrued payroll and related liabilities | (101) | 319 |
| Grants payable | 14 | 12 |
| Refundable advances | (22) | 10 |
| Net cash provided by (used in) operating activities | (1,386) | 1,106 |
| Cash flows from investing activities | | |
| Capital expenditures | (507) | (1,327) |
| Purchase of investments | (3,955) | (4,785) |
| Proceeds from sales of investments | 4,736 | 5,726 |
| Net cash used in investing activities | 274 | (386) |
| Cash flows from financing activities | | |
| Payments on capital leases | (29) | (40) |
| Net cash used in financing activities | (29) | (40) |
| Net increase (decrease) in cash | (1,141) | 680 |
| Cash | | |
| Beginning of year | 2,051 | 1,371 |
| End of year | \$ 910 | \$ 2,051 |
| Supplemental disclosures of cash flow information | | |
| Interest paid | \$ 54 | \$ 45 |
| Donated professional services | 1,527 | 278 |
| Donated goods | 67 | 55 |
| Contributed securities | 61 | 54 |
| Capital asset acquired through capital lease obligation | 35 | 162 |

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

The San Francisco AIDS Foundation
(A California Nonprofit Public Benefit Corporation)
Schedule of Expenditures of Federal Awards
June 30, 2012

(in thousands)

1. Organization and Related Party Transactions

San Francisco AIDS Foundation (“the Foundation”), a non-profit public benefit corporation, works to end the HIV epidemic by combining innovative, evidence-based programs for HIV prevention and care with policy initiatives focused on issues ranging from harm reduction to total health and wellness. Established in 1982, San Francisco AIDS Foundation refuses to accept that HIV transmission is inevitable.

The Foundation operates in accordance with a five-year strategic plan that orients its efforts around three key goals to achieve by 2015:

- Reduce new infections in San Francisco by 50 percent
- Ensure all San Franciscans know their current HIV status
- Ensure access to proper care for all HIV-positive San Franciscans

Progress toward these goals is made through an array of client programs and services, public policy advocacy, public information dissemination, and education initiatives. This work is conducted in association with partners in local, state, and federal government as well as clinical and research scientists, community organizations, and people living with HIV/AIDS.

The following is a top line summary of the principal programs and activities offered by the Foundation for HIV prevention, testing, care, education, and advocacy for the fiscal year ending June 30, 2012.

Advocacy & Education

Advocacy, policy, and legislative work conducted by the Foundation on behalf of all people living with or at risk for HIV/AIDS at the national, state, and local levels informs lawmakers and opinion leaders of the critical need to adequately fund and expand public programs that improve and save lives. To keep the public informed, the Foundation hosts a series of free community forums to discuss and debate an array of current topics related to HIV/AIDS. The BETA Blog, the e-newsletter *Status*, and the website www.sfaf.org keep community members and supporters informed of the latest developments in research, science, medicine, advocacy, and policy related to HIV/AIDS.

Housing Services

Studies show that when people living with HIV are stably housed, they are far more likely to take their medications, to see a doctor, and to take care of their health and the well-being of their sexual partners. To this end, the Foundation provides housing assistance to hundreds of people living with HIV to help clients improve their overall quality of life and the health of the entire community.

Community Based Health & Prevention Services

Magnet, the Foundation’s health center for gay and bisexual men, offers free HIV testing and STI screenings at its location in the Castro and via a mobile HIV testing unit. Magnet is more than a clinic, it’s a gathering space in the heart of the neighborhood committed to building healthier communities from the inside, out. Additionally, the Foundation offers a variety of community support services via the STOP AIDS Project, including groups for African-Americans, Latinos, newly-diagnosed men, and people interested in service projects to improve our community.

The San Francisco AIDS Foundation
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Notes to Financial Statements
June 30, 2012

(in thousands)

Substance Abuse & Mental Health Services

Drugs and alcohol are known drivers of HIV infection. Through the Stonewall Project, the Foundation provides an array of education, counseling, resources, and other activities for gay, bisexual, and trans men to address the linkage between HIV, substance use, and mental health issues. The Foundation's Syringe Access Services program provides more than 2.4 million sterile syringes and other safer injection equipment each year at 11 sites to injection drug users to prevent the spread of HIV and hepatitis C. Other services include HIV and hepatitis C testing, and referrals and linkage to drug treatment and other social services.

Care Coordination

Access to proper HIV care is essential to building healthier communities. The Foundation provides medical case management and peer advocacy services, housing assistance, and financial benefits counseling for people living with HIV/AIDS to create a seamless system of care and support.

2. Summary of Significant Accounting Policies

Basis of Presentation

The financial statements of the Foundation have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America applicable to non-profit organizations. Accordingly, net assets and revenues, gains and losses are classified based on the existence or absence of donor-imposed restrictions.

Summarized Information

The financial statements include certain prior year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a full presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the Foundation's financial statements for the year ended June 30, 2011, from which the summarized information was derived.

The net assets of the Foundation and changes therein are classified and reported as follows:

Unrestricted

The Foundation receives contributions from corporations, charitable organizations and individuals. Such contributions are recorded when received or unconditionally promised and considered to be available for general support of the Foundation's operations unless specifically restricted by the donor. In addition, unrestricted net assets include income from investments without donor restrictions.

Temporarily Restricted

Temporarily restricted net assets relate primarily to contributions whose use by the Foundation is limited by donor-imposed stipulations with respect to time and/or purpose that can be fulfilled by actions of the Foundation pursuant to those stipulations.

Permanently Restricted

Permanently restricted net assets are subject to donors' restrictions requiring that the principal be invested in perpetuity for the purpose of producing investment income and appreciation that may be spent according to donor-imposed stipulations for prevention and treatment education.

The San Francisco AIDS Foundation
(A California Nonprofit Public Benefit Corporation)
Notes to Financial Statements
June 30, 2012

(in thousands)

Revenue Recognition

Contributions are recognized in the financial statements as revenue when received or unconditionally promised. The Foundation reports gifts of cash and other assets as temporarily restricted support if such gifts are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or a purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported as net assets released from restriction. Temporarily restricted contributions are reported as temporarily restricted support and net assets released from restriction when the restriction is met in the same year as the contribution is received. Grants and contract revenue is recognized in accordance with the terms of the contract, which is generally when the related expenditures are incurred.

Investments

All debt securities and equity securities with readily determinable fair values are carried at estimated fair value based on quoted market prices. Investments also include cash equivalents consisting of all highly liquid investments purchased with maturities of ninety days or less at the time of acquisition and held for long-term investment purposes. Investments received through gifts are recorded at estimated fair value at the date of donation. Gains and losses that result from market fluctuations are recognized in the period such fluctuations occur. Realized gains or losses resulting from sales or maturities represent the difference between the original cost of the investment and the proceeds received from the sale of securities. Dividend and interest income are accrued when earned.

Property and Equipment

Property and equipment are presented in the financial statements at acquisition cost or, in the case of donated property, at estimated fair value at the date of gift. Depreciation is provided on a straight-line basis over the estimated useful lives of the assets, which have been determined to be three to five years from the date of acquisition or donation for all equipment. Leasehold improvements are depreciated over the remaining term of the property lease.

When assets are sold or otherwise disposed, the cost and related accumulated depreciation are removed from the accounts and the resulting gain or loss is reflected in the statement of activities.

Refundable Advances

Refundable advances represent funds which have been received from grants or contracts that are considered to be exchange transactions. These funds are for security deposits that relate to the Foundation's housing services program.

Capital Leases

Capital leases are recorded as an asset and an obligation at the fair market value of the leased property at the inception of the lease. Capital lease amortization was \$29 for the year ended June 30, 2012.

Government Support

Grant support from contracts with government agencies is recognized as the related services are provided and reflected as government grants support in the accompanying statement of activities. Payments under such contracts are received on a cost-reimbursement basis. Any billed contract receivables are included in accounts receivable as of June 30, 2012.

The San Francisco AIDS Foundation
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Notes to Financial Statements
June 30, 2012

(in thousands)

Special Events

Special events support consists primarily of proceeds from the AIDS LifeCycle, AIDS Walk San Francisco, Dining Out for Life and various smaller events. Special event expenses represent the costs incurred by the Foundation which directly benefit the participants in the Foundation's special events.

Contributions of Services

Contributions of services are recognized in the financial statements when received if such services (a) create or enhance nonfinancial assets, (b) require specialized skills and are provided by individuals possessing those skills, and (c) would typically need to be purchased if not donated. A substantial number of volunteers have donated significant amounts of time in the Foundation's program services and fund-raising activities that are not recognized in the financial statements. The value of such donated volunteer services received is approximately \$965 for the year ended June 30, 2012, based on volunteer time records and estimated hourly compensation rates. The value of such donated volunteer services has not been recognized in the accompanying financial statements because such volunteer services do not meet the above criteria.

Functional Expense Allocations

Expenses such as salary, benefits, professional services, occupancy costs, travel, depreciation and amortization, are allocated among program services, support and fund development classifications based on employee ratios and on estimates made by the Foundation's management.

Allocation of Costs of Joint Activities

Costs of joint activities that are identifiable with a particular function are charged to that function and joint costs are allocated between fund development and the appropriate program or management and general function. Joint costs of \$3,293 were incurred by the Foundation for program and fundraising expense for the year ended June 30, 2012. Of this amount \$1,327 was allocated to fund development and \$1,966 was allocated to program services.

Use of Estimates

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

Concentrations of Credit Risk

Financial instruments which potentially subject the Foundation to credit risk consist primarily of cash and cash equivalents and investments. The Foundation maintains cash and cash equivalents, and investments with various major financial institutions. At times, such amounts may exceed FDIC limits. The Foundation manages credit risk by establishing minimum credit standards for financial institutions and limiting the amount of credit exposure with any one institution. The Foundation's investments have been placed with banking institutions and investment managers. The Foundation closely monitors these investments.

The San Francisco AIDS Foundation
(A California Nonprofit Public Benefit Corporation)
Notes to Financial Statements
June 30, 2012

(in thousands)

3. Investments

The Foundation's investments consisted of the following as of June 30, 2012:

| | | |
|-------------------------------|----|--------------|
| Cash equivalents | \$ | 223 |
| U.S. Treasury bills | | 743 |
| Equity securities | | 4,905 |
| Corporate debt securities | | 833 |
| Mortgage-backed securities | | 987 |
| Other asset-backed securities | | 128 |
| Other fixed income securities | | 300 |
| Certificate of Deposit | | 508 |
| | \$ | <u>8,627</u> |

The Fair Value Measurements and Disclosures Topic of the Financial Accounting Standards Board ("FASB") defines fair value as the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability.

The fair value should be calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity. In addition, the fair value of liabilities should include consideration of nonperformance risk.

In addition to defining fair value, the FASB establishes a hierarchy of valuation inputs based on the extent to which the inputs are observable in the marketplace. Observable inputs reflect market data obtained from sources independent of the reporting entity and unobservable inputs reflect the entity's own assumptions about how market participants would value an asset or liability based on the best information available. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value.

The following describes the hierarchy of inputs used to measure fair value and the primary valuation methodologies used by the Foundation for financial instruments measured at fair value on a recurring basis. The three levels of inputs are as follows:

- Level 1 Quoted prices in active markets for identical assets or liabilities. Investments in Level 1 include cash equivalents, U.S. Treasury bills and listed equity and fixed income securities.
- Level 2 Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the same term of the assets or liabilities. Investments in this category generally include corporate debt securities, mortgage-backed securities and other asset-backed securities.

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Notes to Financial Statements
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(in thousands)

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. The Foundation has no investments that are categorized as Level 3.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following table presents the financial instruments carried at fair value as of June 30, 2012, by caption on the statement of financial position by the valuation hierarchy defined above:

| | Quoted Prices in Active Markets (Level 1) | Significant Other Observable (Level 2) | Significant Unobservable (Level 3) | Total Fair Value |
|-------------------------------|--|---|---|-----------------------------|
| Cash equivalents | \$ 223 | \$ - | \$ - | \$ 223 |
| U.S. Treasury bills | 743 | - | - | 743 |
| Equity securities | 4,905 | - | - | 4,905 |
| Corporate debt securities | - | 833 | - | 833 |
| Mortgage-backed securities | - | 987 | - | 987 |
| Other asset-backed securities | - | 128 | - | 128 |
| Other fixed income securities | 230 | 70 | - | 300 |
| Certificate of Deposit | 508 | - | - | 508 |
| Total investments | <u>\$ 6,609</u> | <u>\$ 2,018</u> | <u>\$ -</u> | <u>\$ 8,627</u> |

Net change in unrealized loss for those investments held at June 30, 2012 amounted to \$(399).

4. Contributions Receivable

Contributions receivable of \$513 are due as of June 30, 2012. Such contribution receivables have no implied time or purpose restriction and are expected to be collected in the subsequent fiscal year. This amount is stated net of an allowance for doubtful accounts of \$63.

The San Francisco AIDS Foundation
(A California Nonprofit Public Benefit Corporation)
Notes to Financial Statements
June 30, 2012

(in thousands)

5. Property and Equipment

Property and equipment at June 30, 2012 is summarized as follows:

| | |
|---|-----------------|
| Equipment | \$ 1,757 |
| Furniture and fixtures | 1,041 |
| Leasehold improvements | 900 |
| Vehicles | 72 |
| | <u>3,770</u> |
| Accumulated depreciation and amortization | <u>(2,057)</u> |
| | <u>\$ 1,713</u> |

Depreciation and amortization expense for the years ended June 30, 2012 and 2011 was \$475 and \$449, respectively.

Leased capital assets included in property and equipment at June 30, 2012 totaled \$197 less accumulated depreciation of \$58.

6. Temporarily and Permanently Restricted Net Assets and Net Assets Released from Restrictions

Temporarily restricted net assets were available for the following purposes as of June 30, 2012:

| | |
|--|---------------|
| Support for prevention, outreach, education and other related services | \$ 120 |
| Public policy initiative support for people living with HIV | <u>\$ 89</u> |
| Total temporarily restricted net assets | <u>\$ 209</u> |

Temporarily restricted net assets were released from donor restrictions by incurring expenses satisfying the restricted purposes or by occurrence of other events specified by donors as follows during the year ended June 30, 2012:

| | |
|--|-----------------|
| Support for prevention, outreach, education and other related services | \$ 1,024 |
| Public policy initiative support for people living with HIV | <u>159</u> |
| Total net assets released from restrictions | <u>\$ 1,183</u> |

As of June 30, 2012, permanently restricted net assets are restricted to investment in perpetuity, the income of which is expendable to support:

| | |
|------------------------------------|---------------|
| Prevention and treatment education | \$ 420 |
| | <u>\$ 420</u> |

The San Francisco AIDS Foundation
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Notes to Financial Statements
June 30, 2012

(in thousands)

The Foundation's permanently restricted fund is a donor-restricted endowment. The Foundation has interpreted the 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 donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Foundation classifies 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 Foundation in a manner consistent with the standard or prudence prescribed by UPMIFA.

The overall objective of the Foundation's investment portfolio is to optimize balance between risk and return while accommodating the Foundation's goals for income and growth. The goal for return on the portfolio is to meet or exceed the performance of comparable market segment indices over an entire market cycle. To satisfy its long-term rate of return objectives, the Foundation 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 Foundation maintains a policy of appropriating an annual distribution of up to 5% of its endowment fund's average fair value over the prior 12 quarters.

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the value of the initial and subsequent donor gift amounts (deficit). When donor endowment deficits exist, they are classified as a reduction of unrestricted net assets.

Changes in endowment net assets for the fiscal year ended June 30, 2012 are as follows:

| | <u>Unrestricted</u> | <u>Temporarily Restricted</u> | <u>Permanently Restricted</u> | <u>Total</u> |
|--|---------------------|-------------------------------|-------------------------------|---------------|
| Endowment net assets at beginning of the year | \$ - | \$ 85 | \$ 420 | \$ 505 |
| Investment return | | | | |
| Investment income | - | 11 | - | 11 |
| Net appreciation (realized and unrealized) | - | (20) | - | (20) |
| Total investment loss | - | (9) | - | (9) |
| Expenses released from restriction | - | 2 | - | 2 |
| Endowment net assets at end of the year | <u>\$ -</u> | <u>\$ 78</u> | <u>\$ 420</u> | <u>\$ 498</u> |

Endowment net assets composition by type of fund as of June 30, 2012 is as follows:

| | <u>Unrestricted</u> | <u>Temporarily Restricted</u> | <u>Permanently Restricted</u> | <u>Total</u> |
|----------------------------------|---------------------|-------------------------------|-------------------------------|---------------|
| Donor-restricted endowment funds | \$ - | \$ 78 | \$ 420 | \$ 498 |
| Board designated endowment funds | - | - | - | - |
| Total funds | <u>\$ -</u> | <u>\$ 78</u> | <u>\$ 420</u> | <u>\$ 498</u> |

The San Francisco AIDS Foundation
(A California Nonprofit Public Benefit Corporation)
Notes to Financial Statements
June 30, 2012

(in thousands)

7. Income Tax Status

The Foundation has received determination letters from the Internal Revenue Service and the State of California indicating that the Foundation 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, respectively. Accordingly, no provision for income taxes has been made in the accompanying financial statements.

8. Commitments and Contingencies

Operating Leases

The Foundation leases office space under an operating lease agreement which expires in December 2020. The Foundation leases additional space used in operations under various operating leases. Each of the leases is subject to various terms of agreement. Rent expense for the year ended June 30, 2012 was \$1,481.

Future minimum lease payments under these leases are as follows:

| Years Ended June 30, | |
|-----------------------------|------------------|
| 2013 | \$ 1,148 |
| 2014 | 1,138 |
| 2015 | 1,144 |
| 2016 | 1,189 |
| 2017 | 1,235 |
| Thereafter | 4,894 |
| | <u>\$ 10,748</u> |

Capital Leases

The Foundation also leases office equipment under various capital lease agreements which expire within two to five years. Future minimum lease payments under these leases are as follows:

| Years Ended June 30, | |
|------------------------------------|---------------|
| 2013 | \$ 68 |
| 2014 | 68 |
| 2015 | 68 |
| 2016 | 45 |
| Thereafter | 18 |
| Total minimum lease payments | <u>267</u> |
| Less: Amount representing interest | <u>(99)</u> |
| | <u>\$ 168</u> |

Other

Amounts received and expended by the Foundation under federal and state funded programs are subject to audit by oversight governmental agencies. The Foundation's management believes that

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potential adjustments, if any, resulting from such audits will not have a significant effect on the Foundation's financial position.

9. Line of Credit

In November 2010, the Foundation entered into a revolving line of credit agreement with a major financial institution for \$2,500, which was increased to \$3,500 in February 2011. Funds from the line of credit are to be used for working capital purposes and are collateralized by various assets of the Foundation. The interest rate is equal to the LIBOR rate plus 150 basis points (2% at June 30, 2012). As of June 30, 2012 there is no balance due on the line. The Foundation is required to comply with various affirmative and negative covenants in the line of credit and is in compliance with those covenants at June 30, 2012.

10. Defined Contribution Retirement Plan

The Foundation has a defined contribution retirement plan ("Plan") under Section 403(b) of the Internal Revenue Code. The Plan covers all full-time employees of the Foundation and provides for voluntary salary deferrals up to certain amounts. The Foundation contributed \$179 to the Plan during the year ended June 30, 2012. Employer contributions, if any, are at the discretion of the management of the Foundation.

11. Subsequent Events

The Foundation has performed an evaluation of subsequent events through October 11, 2012, which is the date the financial statements were available to be issued. In September 2012, the Foundation signed a 10 year lease to consolidate existing locations for some of our programs and allow for future growth. The lease commences in 2013 and total lease payments are estimated to be \$4,175.