

**AMERICAN CIVIL LIBERTIES UNION FOUNDATION
OF NORTHERN CALIFORNIA, INC.**

FINANCIAL STATEMENTS

MARCH 31, 2014

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Certified Public Accountants, LLP

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
American Civil Liberties Union Foundation
of Northern California, Inc.

We have audited the accompanying financial statements of American Civil Liberties Union Foundation of Northern California, Inc. (a nonprofit organization), which comprise the Statement of Financial Position as of March 31, 2014, and the related Statements of Activities, Functional Expenses, and Cash Flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the 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 auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of American Civil Liberties Union Foundation of Northern California, Inc. as of March 31, 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.

Other Matters

Summarized Comparative Information

We have previously audited American Civil Liberties Union Foundation of Northern California, Inc.'s 2013 financial statements, and our report dated September 12, 2013 expressed an unmodified opinion on those financial statements. In our opinion the summarized comparative information presented herein as of and for the year ended March 31, 2013, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Harrington Group

San Francisco, California
September 16, 2014

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**AMERICAN CIVIL LIBERTIES UNION FOUNDATION
OF NORTHERN CALIFORNIA, INC.**

STATEMENT OF FINANCIAL POSITION

March 31, 2014

With comparative totals at March 31, 2013

	Unrestricted	Temporarily Restricted	Permanently Restricted	2014	Restated 2013
Assets					
Cash and cash equivalents (Note 2)	\$ 3,079,554	\$ -	\$ -	\$ 3,079,554	\$ 4,123,898
Pledges receivable (Note 3)		107,800		107,800	1,556,814
Other accounts receivable	196,826	15,267		212,093	38,212
Due from ACLU-NC	257,203			257,203	-
Other assets	169,584			169,584	140,375
Deposits	8,937			8,937	16,911
Investments (Note 4)	3,703,967	4,873,963	2,730,304	11,308,234	10,132,192
Property and equipment (Note 6)	9,322,998			9,322,998	9,599,198
Total assets	\$ 16,739,069	\$ 4,997,030	\$ 2,730,304	\$ 24,466,403	\$ 25,607,600
Liabilities and net assets					
Liabilities					
Accounts payable	\$ 164,005	\$ -	\$ -	\$ 164,005	\$ 94,281
Accrued liabilities (Note 7)	639,517			639,517	601,910
Line of credit (Note 8)				-	-
Payable to ACLU-NC				-	198,995
Payable to National (Note 13)	957,796			957,796	1,195,201
Note payable (Note 9)	1,600,162			1,600,162	1,712,870
Total liabilities	3,361,480	-	-	3,361,480	3,803,257
Net assets					
Unrestricted	2,000,000			2,000,000	4,289,543
Unrestricted - board designated fund (Note 10)	3,654,753			3,654,753	9,480,327
Unrestricted - property and equipment	7,722,836			7,722,836	-
Temporarily restricted (Note 11)		4,997,030		4,997,030	5,304,169
Permanently restricted (Note 12)			2,730,304	2,730,304	2,730,304
Total net assets	13,377,589	4,997,030	2,730,304	21,104,923	21,804,343
Total liabilities and net assets	\$ 16,739,069	\$ 4,997,030	\$ 2,730,304	\$ 24,466,403	\$ 25,607,600

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

**AMERICAN CIVIL LIBERTIES UNION FOUNDATION
OF NORTHERN CALIFORNIA, INC.**

STATEMENT OF ACTIVITIES
For the year ended March 31, 2014
With comparative totals for the year ended March 31, 2013

	Unrestricted	Temporarily Restricted	Permanently Restricted	2014	Restated 2013
Revenue and support					
Contributions	\$ 4,168,298	\$ 1,656,466	\$ -	\$ 5,824,764	\$ 7,619,765
In-kind contributions (Note 15)	6,057,424			6,057,424	4,569,285
Bequests	1,370,335			1,370,335	2,832,730
Grants	30,750	865,400		896,150	1,240,500
Attorney fee awards (Note 2)	85,333			85,333	1,097,785
Gain on investments	664,507	446,434		1,110,941	458,144
Other revenue	350,816			350,816	323,274
Interest and dividends income	117,436	96,675		214,111	115,885
Net assets released from capital restrictions	112,708	(112,708)		-	-
Net assets released from program restrictions	3,259,406	(3,259,406)		-	-
Discount on pledges receivable				-	(40,261)
National share (Note 13)	(3,566,178)			(3,566,178)	(4,617,980)
Total revenue and support	<u>12,650,835</u>	<u>(307,139)</u>	<u>-</u>	<u>12,343,696</u>	<u>13,599,127</u>
Expenses					
Program services	10,535,810			10,535,810	9,534,086
Management and general	1,427,148			1,427,148	1,282,597
Fundraising	1,080,158			1,080,158	1,143,466
Total expenses	<u>13,043,116</u>	<u>-</u>	<u>-</u>	<u>13,043,116</u>	<u>11,960,149</u>
Change in net assets	<u>(392,281)</u>	<u>(307,139)</u>	<u>-</u>	<u>(699,420)</u>	<u>1,638,978</u>
Net assets, beginning of year	<u>13,769,870</u>	<u>5,304,169</u>	<u>2,730,304</u>	<u>21,804,343</u>	<u>20,165,365</u>
Net assets, end of year	<u>\$ 13,377,589</u>	<u>\$ 4,997,030</u>	<u>\$ 2,730,304</u>	<u>\$ 21,104,923</u>	<u>\$ 21,804,343</u>

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

**AMERICAN CIVIL LIBERTIES UNION FOUNDATION
OF NORTHERN CALIFORNIA, INC.**

STATEMENT OF FUNCTIONAL EXPENSES

For the year ended March 31, 2014

With comparative totals for the year ended March 31, 2013

	<u>Program Services</u>	<u>Management and General</u>	<u>Fundraising</u>	<u>Total Expenses</u>	
				2014	2013
In-kind legal expenses (Note 15)	\$ 6,057,424	\$ -	\$ -	\$ 6,057,424	\$ 4,569,285
Personnel costs	2,917,655	860,967	901,494	4,680,116	4,524,783
Professional and consulting fees	301,586	252,892	940	555,418	681,181
Depreciation	153,361	138,358	33,339	325,058	332,225
Law intern	251,494			251,494	205,155
Meetings and travel	191,309	50,863	5,827	247,999	195,418
Contributuion and partner grants	221,509	33		221,542	109,904
Occupancy costs	83,437	75,275	18,138	176,850	309,092
Printing, publications, and public education	129,997	81	405	130,483	237,008
Fundraising			81,402	81,402	60,383
Equipment and maintenance	50,152	9,812	10,903	70,867	102,654
Insurance	47,602	14,603		62,205	58,266
Library materials	52,466			52,466	53,434
Telephone	30,007	5,871	6,523	42,401	39,637
Office supplies	18,083	3,537	3,931	25,551	27,022
Bank charges		5,771	15,328	21,099	23,207
Litigation costs	20,857			20,857	48,248
Postage	8,871	1,736	1,928	12,535	19,805
Cost of recruitment		7,349		7,349	11,594
Legislative				-	350,803
Other				-	1,045
Total 2014 functional expenses	<u>\$ 10,535,810</u>	<u>\$ 1,427,148</u>	<u>\$ 1,080,158</u>	<u>\$ 13,043,116</u>	
Total 2013 functional expenses	<u>\$ 9,534,086</u>	<u>\$ 1,282,597</u>	<u>\$ 1,143,466</u>		<u>\$ 11,960,149</u>

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

**AMERICAN CIVIL LIBERTIES UNION FOUNDATION
OF NORTHERN CALIFORNIA, INC.**

STATEMENT OF CASH FLOWS

For the year ended March 31, 2014

With comparative totals for the year ended March 31, 2013

	2014	Restated 2013
Cash flows from operating activities:		
Change in net assets	\$ (699,420)	\$ 1,638,978
Adjustments to reconcile change in net assets to net cash (used) provided by operating activities:		
Depreciation	325,058	332,225
(Gain) on investments	(1,110,941)	(458,144)
Reinvested interest and dividends	(205,822)	(111,233)
Change in discount on pledges receivable	(87,168)	40,261
Changes in operating assets and liabilities:		
Decrease (increase) in pledges receivable	1,536,182	(1,121,133)
(Increase) in other accounts receivable	(173,881)	(20,896)
(Increase) in due from ACLU-NC	(257,203)	-
(Increase) in other assets	(29,209)	(65,290)
Decrease (increase) in deposit	7,974	(400)
Increase (decrease) in accounts payable	69,724	(81,288)
Increase (decrease) in accrued liabilities	37,607	(20,332)
(Decrease) in payable to ACLU-NC	(198,995)	(12,977)
(Decrease) increase in payable to National	(237,405)	597,300
	(1,023,499)	717,071
Cash flows from investing activities:		
Purchase of property and equipment	(48,858)	(6,775)
Proceeds from sale of investments	1,882,064	1,513,265
Purchase of investments	(1,741,343)	(1,536,847)
	91,863	(30,357)
Cash flows from financing activities:		
Payments on note payable	(112,708)	(106,595)
	(112,708)	(106,595)
Net (decrease) increase in cash and cash equivalents	(1,044,344)	580,119
Cash and cash equivalents, beginning of year	4,123,898	3,543,779
Cash and cash equivalents, end of year	\$ 3,079,554	\$ 4,123,898
Supplemental disclosure:		
Operating activities reflects interest paid of:	\$ 93,876	\$ 80,043

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

AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF NORTHERN CALIFORNIA, INC.

NOTES TO FINANCIAL STATEMENTS

1. **Organization**

American Civil Liberties Union Foundation of Northern California, Inc. (“the Foundation”) is a tax-exempt corporation founded in 1934. The Foundation conducts litigation, policy research and advocacy, public education, and community organizing in order to protect and defend civil liberties and civil rights. Acting on the firm belief that liberty must be protected for everyone if it is to be enjoyed by anyone; the Foundation works to defend the rights of all. The Foundation is particularly concerned about freedom of expression, the right to privacy, and the right to be free from discrimination.

Known for its legal activities and litigation to preserve constitutional rights, the Foundation also engages in policy work to address governmental over-reaching and effect legislation to improve justice and fairness. The Foundation participates in public forums and debates, interacts with the media, and engages in education and action through 60 staff members, over 50,000 members and activists, 17 local grassroots chapters and 7 campus clubs. In addition, the Foundation works with students in high schools to develop new leadership and educate young people about the Bill of Rights and its relevance to their lives. The ambitious legal docket includes more than 50 cases addressing a wide range of constitutional issues: free speech; discrimination (racial, religious, language, and immigrant minorities - including Muslims and Southeast Asians; lesbians/gay men, youth and students, and people with AIDS); due process (search and seizure, police abuse, torture, prisoner’s rights); criminal justice; privacy (internet, drug and HIV testing, domestic spying and surveillance, reproductive rights); and government intrusion resulting from the war on terrorism.

The Foundation is headquartered in San Francisco and conducts advocacy in the Northern and Central California regions stretching from Fresno up to the Oregon border. The Foundation is affiliated with the American Civil Liberties Union of Northern California, Inc. (“ACLU-NC”) and the National organization, American Civil Liberties Union, Inc. (“National”).

In order to stabilize occupancy costs and thereby provide a more predictable stream of funding for program activities, the Foundation has conducted a fundraising campaign and purchased an office condominium. The facility provides sufficient space for current staff, future staff growth, coalition and community meetings and national ACLU-NC projects working on immigration and lesbian, gay, bi-sexual, and transgender (“LGBT”) issues. It is accessible by public transportation while being near to the legal community of downtown San Francisco.

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.

**AMERICAN CIVIL LIBERTIES UNION FOUNDATION
OF NORTHERN CALIFORNIA, INC.**

NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies, continued

Accounting

To ensure observance of certain constraints and restrictions placed on the use of resources, the accounts of the Foundation 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:

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.

Unrestricted Board-Designated. These are comprised of resources that the Board of Directors has established as being designated for the future program and capital expansion, and cash flow resources. For purposes of complying with net assets accounting, this fund is included in unrestricted net assets at March 31, 2014 (see Note 10).

Temporarily Restricted. The Foundation reports gifts 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, 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 (see Note 11).

Permanently Restricted. These net assets are restricted by donors who stipulate that resources are to be maintained permanently, but permit the Foundation to expend all of the income (or other economic benefits) derived from the donated assets (see Note 12).

Cash and Cash Equivalents

The Foundation has defined cash and cash equivalents as cash in banks and certificates of deposits with an original maturity of three months or less.

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.

**AMERICAN CIVIL LIBERTIES UNION FOUNDATION
OF NORTHERN CALIFORNIA, INC.**

NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies, continued

Investments

The Foundation values its investments at fair value. Unrealized gains or losses (including investments bought, sold, and held during the year) are reflected in the Statement of Activities as gain on investments. Short-term highly liquid money market deposits that are not used for operations are treated as investments.

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

The Foundation is required to measure three types of assets and the related revenues at fair value: pledged contributions, non-cash contributions, and certain investments. The specific techniques used to measure fair value for financial statement elements are described in the notes below that relate to each element.

Concentration of Credit Risks

The Foundation 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. The Foundation has not incurred losses related to these investments or cash equivalents and transfers funds to other institutions on a regular basis to manage this risk.

The Foundation holds investments in the form of short-term money market investments, US treasury notes, fixed income, and common stocks of publicly held companies, as well as mutual funds. The Board of Directors routinely reviews market values of such investments and credit ratings of bond issuers.

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 five thousand dollars and the useful life is greater than one year.

continued

**AMERICAN CIVIL LIBERTIES UNION FOUNDATION
OF NORTHERN CALIFORNIA, INC.**

NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies, continued

Attorney Fees Awarded

The Foundation may receive attorney fees awarded by the court as a result of the settlement of certain types of litigation. Because awards are not determinable until resolution of the litigation, such amounts are not recorded until received. This may be several years after litigation began. Moreover, attorney's fees received in any given year may reflect awards arising from several cases over a period of many years.

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.

A number of unpaid volunteers have made significant contributions of their time to the Foundation. However, the value of these services is not reflected in these statements because the criteria for recognition have not been satisfied.

Income Taxes

The Foundation 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 the Foundation in its federal and state exempt organization tax returns are more likely than not to be sustained upon examination. The Foundation's returns are subject to examination by federal and state taxing authorities, generally for three and four years, respectively, after they are filed.

Functional Allocation of Expenses

Costs of providing the Foundation's programs and other activities have been presented in the Statement of Functional Expenses. During the year, such costs are accumulated into separate groupings as either direct or indirect. Indirect or shared costs are allocated among program and support services by a method that best measures the relative degree of benefit. The Foundation uses full-time employee equivalents to allocate indirect costs.

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.

**AMERICAN CIVIL LIBERTIES UNION FOUNDATION
OF NORTHERN CALIFORNIA, INC.**

NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies, continued

Comparative Totals

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 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 March 31, 2013, from which the summarized information was derived.

Subsequent Events

Management has evaluated subsequent events through September 16, 2014, the date which the financial statements were available.

3. Pledges Receivable

Pledges receivable are recorded as support when pledged unless designated otherwise. Management deemed pledges collectible; accordingly no allowance for doubtful accounts has been established for uncollectible pledges. Additionally, all pledges are valued at their estimated fair value at March 31, 2014. Discount on pledges receivables is immaterial, accordingly unamortized discount on pledges receivable is not recorded. Total amount of pledges receivable at March 31, 2014, of \$107,800 is expected to be collected as follows:

<u>Year ended March 31,</u>	
2015	\$ 70,485
2016	22,510
2017	9,360
2018	4,360
2019	<u>1,085</u>
	<u>\$107,800</u>

4. Investments

Investments at March 31, 2014 consist of the following:

Equities/common stock	\$ 6,794,230
Fixed income	1,905,955
Money market	1,193,187
US treasury notes, agency and related	1,044,359
Mutual funds	<u>370,503</u>
	<u>\$11,308,234</u>

continued

**AMERICAN CIVIL LIBERTIES UNION FOUNDATION
OF NORTHERN CALIFORNIA, INC.**

NOTES TO FINANCIAL STATEMENTS

5. Fair Value Measurements

The table below presents the balances of assets measured at fair value at March 31, 2014 on a recurring and non-recurring basis:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Equities/common stock				
Information technology	\$ 707,940	\$	\$	\$ 707,940
Financials	566,478			566,478
Healthcare	528,317			528,317
Consumer discretionary	460,350			460,350
Industrials	402,159			402,159
Consumer staples	395,455			395,455
Energy transformation	274,809			274,809
Utilities	117,200			117,200
Materials	115,281			115,281
Telecommunications services	100,175			100,175
World stock	98,376			98,376
Real estate trust	91,870			91,870
Other	<u>3,034,196</u>	_____	_____	<u>3,034,196</u>
	<u>6,892,606</u>	_____	_____	<u>6,892,606</u>
Fixed income				
Corporate bonds		1,357,190		1,357,190
Government bonds		548,765		548,765
Intermediate government	_____	<u>272,127</u>	_____	<u>272,127</u>
	_____	<u>2,178,082</u>	_____	<u>2,178,082</u>
Money market funds	<u>1,193,187</u>	_____	_____	<u>1,193,187</u>
US treasury notes, agency and related	<u>1,044,359</u>	_____	_____	<u>1,044,359</u>
	<u>\$9,130,152</u>	<u>\$2,178,082</u>	<u>\$ -</u>	<u>\$11,308,234</u>

The fair values of equities, fixed income money market, US treasury notes, and mutual funds have been measured on a recurring basis using quoted prices for identical assets in active markets (Level 1 inputs).

The fair value of fixed income has been measured on a recurring basis using quoted prices in active markets for the same or similar assets (Level 2 inputs).

continued

**AMERICAN CIVIL LIBERTIES UNION FOUNDATION
OF NORTHERN CALIFORNIA, INC.**

NOTES TO FINANCIAL STATEMENTS

6. Property and Equipment

Property and equipment at March 31, 2014 consist of the following:

Building	\$ 9,649,913
Leasehold improvements	1,295,900
Equipment	<u>863,090</u>
	11,808,903
Less: accumulated depreciation	<u>(2,485,905)</u>
	<u>\$ 9,322,998</u>

7. Accrued Liabilities

Accrued liabilities at March 31, 2014 consist of the following:

Accrued vacation	\$394,441
Accrued pension liability (Note 14)	213,637
Other liabilities	<u>31,439</u>
	<u>\$639,517</u>

8. Line of Credit

The Foundation has a line of credit in the amount of \$1,000,000, from a bank, at an interest rate of 1.00% above the bank's reference rate in effect per annum, currently at 4.25%, due October 31, 2014. No amount was outstanding at March 31, 2014.

9. Note Payable

Note payable at March 31, 2014 consists of the following:

Note payable to a bank, secured by real property, including variable rate at 2% per annum in excess of Bank's LIBOR rate, due June 1, 2024.	<u>\$1,600,162</u>
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Maturities for the note payable are as follows:

<u>Year ended March 31,</u>	
2015	\$ 120,360
2016	127,237
2017	134,509
2018	142,195
2019	150,321
Thereafter	<u>925,540</u>
	<u>\$1,600,162</u>

continued

**AMERICAN CIVIL LIBERTIES UNION FOUNDATION
OF NORTHERN CALIFORNIA, INC.**

NOTES TO FINANCIAL STATEMENTS

10. Board Designated Funds

Under a policy established by the Board of Directors, the Foundation has set aside certain funds for specific projects and expenditures. Presented below is a summary of all activity in the Board of Directors designated funds.

	Major Attorney Fees	Board Designated Building Fund	Planned Giving Bequest Fund	Interest	Total
Opening balances, April 1, 2013	\$4,358,006	\$623,757	\$4,498,564	\$ -	\$9,480,327
Transfers in	85,333		374,957	117,435	577,725
Transfers out	<u>(3,068,614)</u>	<u>(93,876)</u>	<u>(3,123,374)</u>	<u>(117,435)</u>	<u>(6,403,299)</u>
Ending balances, March 31, 2014	<u>\$1,374,725</u>	<u>\$529,881</u>	<u>\$1,750,147</u>	<u>\$ -</u>	<u>\$3,654,753</u>

The Board of Directors reviewed unrestricted net assets and decided to separate out Unrestricted – property and equipment. This line was disclosed under “unrestricted” in previous years.

11. Temporarily Restricted Net Assets

Temporarily restricted net assets at March 31, 2014 consist of the following:

Criminal justice	\$ 549,739
AIDS related and gay/lesbian rights	196,552
Separation of church and state	27,102
Executive director	30,154
Legal intern	<u>17,352</u>
Total bequests	<u>820,899</u>
Donor – restricted endowment funds (Note 12)	1,661,446
Campaign for the future (formerly: building)	1,755,624
Criminal justice	408,000
Reproductive rights	139,479
Education equity (formerly safer schools)	136,655
Spanish language communications	37,500
General support – time restriction	25,000
Voting rights	<u>12,427</u>
Total grants	<u>4,176,131</u>
	<u>\$4,997,030</u>

continued

AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF NORTHERN CALIFORNIA, INC.

NOTES TO FINANCIAL STATEMENTS

12. Permanently Restricted Net Assets

Generally accepted accounting principles (“GAAP”) provides guidance on the net asset classification of donor-restricted endowment funds for a nonprofit organization that is subject to an enacted version of the Uniform Prudent Management of Institutional Funds Act of 2006 (“UPMIFA”). GAAP also requires additional disclosures about an organization's endowment funds (both donor-restricted endowment funds and Board-designated endowment funds) whether or not the organization is subject to UPMIFA.

The Board of Directors has determined that the majority of the Foundation's permanently restricted net assets meet the definition of endowment funds under UPMIFA.

The Foundation's Endowment Fund is held and managed by National and consists of donor-restricted endowment funds. As required by GAAP, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

The Board of Directors for the Foundation has interpreted 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 Foundation classifies as permanently restricted net assets (a) the original value of the gifts 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 portions 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 of prudence prescribed by UPMIFA. In accordance with UPMIFA, the Foundation considered 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 organization 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 organization, and (7) the investment policies of the organization.

Investment Return Objectives, Risk Parameters and Strategies

The Foundation has adopted investment and spending policies, approved by the Board of Directors, for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment funds while also maintaining the purchasing power of those endowment assets over the long-term. Accordingly, the investment process seeks to achieve an after-cost total real rate of return, including investment income as well as capital appreciation, which exceeds the annual distribution with acceptable levels of risk. Endowment assets are invested in a well diversified asset mix, which includes equity and debt securities, that is intended to result in a consistent inflation-protected rate of return that has sufficient liquidity to make a reasonable annual distribution, while growing the funds if possible. Therefore, the Foundation targets its endowment assets, over time, to produce an average rate of return of approximately 8% annually. Actual returns in any given year may vary from this amount. Investment risk is measured in terms of the total endowment fund; investment assets and allocation between asset classes and strategies are managed to not expose the fund to unacceptable levels of risk.

**AMERICAN CIVIL LIBERTIES UNION FOUNDATION
OF NORTHERN CALIFORNIA, INC.**

NOTES TO FINANCIAL STATEMENTS

12. Permanently Restricted Net Assets, continued

Spending Policy

The Foundation has a policy of appropriating for distribution each year 4% of its endowment fund's average of the fair market value of each unit share of the fund as of December 31 of the three immediately preceding calendar years proceeding the fiscal year in which the distribution is planned. In establishing this policy, the Foundation considered the long-term expected return on its investment assets, the nature and duration of the individual endowment funds, many of which must be maintained in perpetuity because of donor-restrictions, and the possible effects of inflation. The Foundation target is to allow its endowment funds to grow at a nominal average rate of 4% annually. This is consistent with the Foundation's objective to maintain the purchasing power of the endowment assets as well as to provide additional real growth through new gifts and investment return.

Endowment net assets composition by type of fund as of March 31, 2014 is as follows:

	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total Endowment Assets</u>
Donor-restricted endowment funds	\$1,661,446	\$2,730,304	\$4,391,750

Changes in endowment net assets for the year ended March 31, 2014 are as follows:

	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total Endowment Assets</u>
Endowment net assets, beginning of year	\$1,325,536	\$2,730,304	\$4,055,840
Interest income	96,675		96,675
Custodian and administrative fees	(49,362)		(49,362)
Distributions	(157,837)		(157,837)
Investment return: net appreciation (realized and unrealized)	446,434		446,434
Endowment net assets, end of year	<u>\$1,661,446</u>	<u>\$2,730,304</u>	<u>\$4,391,750</u>

Permanently restricted net assets at March 31, 2014 consist of the following:

Trust for the Bill of Rights	\$1,714,044
Howard A. Friedman Endowment	950,654
Henry Sinton Fund Freedom of Expression	20,992
Ehrlich Emerging Issues Fund	22,307
39 Drumm Street Endowment	<u>22,307</u>
	<u>\$2,730,304</u>

continued

**AMERICAN CIVIL LIBERTIES UNION FOUNDATION
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NOTES TO FINANCIAL STATEMENTS

13. Related Party Transactions

The Foundation and ACLU-NC share rent and overhead expenses. The basis for allocation of these indirect expenses is the salary of employees, which relates to the time spent on programs of the respective organizations. At March 31, 2014, the amount due from ACLU-NC for such expenses was \$257,203.

Contributions received by the Foundation are subject to a Revenue Sharing agreement (“the Agreement”) between the Foundation and National to ensure that the parties to the Agreement receive the same level of income as was received in an average base year, as defined, and any subsequent growth or decline is shared equally. Income from bequests is shared as follows: National (40%), the Foundation (40%), and the Affiliate Development Fund (20%). For the year ended March 31, 2014, National’s portion of contributions received amounted to \$3,566,178, which is reflected as an offset of revenue and support. At March 31, 2014, the Foundation has a payable to National in the amount of \$957,796.

14. Pension Plan

The Foundation is part of National’s multi-employer defined benefit pension plan which was frozen effective April 1, 2009. Accordingly, no new participants have been added to the defined benefit plan census. Pension expense for the year ended March 31, 2014 was \$270,873.

The Foundation is also part of National’s multi-employer defined contribution plan and the employees of the Foundation who meet the eligibility criteria may participate in the new plan. Pension expense for the year ended March 31, 2014 was \$55,061.

As a result of the Recession of 2008-2009 and continuing low interest rates in recent years, the nationwide ACLU’s defined benefit pension plan, like many defined benefit pension plans of public and private organizations, is currently underfunded according to actuarial projections. A portion of the unfunded liability of the nationwide plan is for employees of the ACLU of Northern California and ACLU Foundation of Northern California. This unfunded liability is not reflected in these financial statements for two reasons: 1) the national ACLU carries the liability on its financial statements and has yet to indicate that its affiliates should do so, and 2) the national ACLU board is considering changes to the investment manager and investment strategy that are yet to be adopted and that will impact the projections.

15. In-Kind Contributions and Expense

The Foundation received pro-bono legal services from certain attorneys who support the Foundation. Such services were provided in support of the Foundation’s basic charter for protection of individual rights. The established fair value of legal services received for the year ended March 31, 2014 amounted to \$6,057,424, and was based upon the number of hours contributed at appropriate billing rates and has been recorded as an in-kind contribution and expense (Level 2).

**AMERICAN CIVIL LIBERTIES UNION FOUNDATION
OF NORTHERN CALIFORNIA, INC.**

NOTES TO FINANCIAL STATEMENTS

16. Restatement of Net Assets

Net assets at April 1, 2013, have been restated to correct the recognition of Due from National, intercompany transaction and revenue in prior year. The comparative totals for March 31, 2013 presented in these financial statements have been restated to reflect the corrected balances as follows:

	<u>As Previously Reported</u>	<u>Adjustment</u>	<u>As Restated</u>
<u>Statement of Financial Position</u>			
Due from National	\$ 500,560	\$ (500,560)	\$ -
Total assets	\$26,108,160	\$ (500,560)	\$ 25,607,600
Payable to ACLU-NC	\$ 32,326	\$ 166,669	\$ 198,995
Payable to National	\$ -	\$ 1,195,201	\$ 1,195,201
Total liabilities	\$ 2,441,387	1,361,870	3,803,257
Unrestricted	\$ 6,151,973	\$ (1,862,430)	\$ 4,289,543
Total net assets	\$23,666,773	\$ (1,862,430)	\$ 21,804,343
 <u>Statement of Activities</u>			
Contributions	\$ 9,506,123	\$ (1,886,358)	\$ 7,619,765
Bequests	\$ 2,999,399	\$ (166,669)	\$ 2,832,730
National share	\$ (4,808,577)	190,597	\$ (4,617,980)
Change in net assets	\$ 3,501,408	\$ (1,862,430)	\$ 1,638,978
 <u>Statement of Cash Flows</u>			
Change in net assets	\$ 3,501,408	\$ (1,862,430)	\$ 1,638,978
(Increase) in due from National	\$ (500,560)	\$ 500,560	\$ -
(Decrease) in payable to ACLU-NC	\$ (179,646)	\$ 166,669	\$ (12,977)
(Decrease) increase in payable to National	\$ (597,901)	\$ 1,195,201	\$ 597,300