

U.C. SANTA CRUZ FOUNDATION

Financial Statements

Years ended June 30, 2017 and 2016

(With Independent Auditor's Report Thereon)

U.C. SANTA CRUZ FOUNDATION

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Report of Independent Auditors

To the Board of Trustees of the
University of California, Santa Cruz Foundation:

We have audited the accompanying financial statements of the University of California, Santa Cruz Foundation, a component unit of the University of California, which comprise the statements of net position as of June 30, 2017 and 2016, and the related statements of revenues, expenses, and changes in net position and of cash flows for the years then ended.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the 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 the financial statements based on our audits. We conducted our audits 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 our 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, we consider internal control relevant to the Foundation'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 Foundation's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the University of California, Santa Cruz Foundation as of June 30, 2017 and 2016, respectively, and the changes in its financial position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.



Other Matters

Required Supplementary Information

The accompanying management's discussion and analysis on pages 3-8 are required by accounting principles generally accepted in the United States of America to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

A handwritten signature in black ink that reads "PricewaterhouseCoopers LLP". The signature is written in a cursive, flowing style.

San Francisco, California
September 18, 2017

U.C. SANTA CRUZ FOUNDATION

Management's Discussion and Analysis (Unaudited)

Years ended June 30, 2017 and 2016

U.C. Santa Cruz Foundation (the Foundation) has been dedicated to supporting the core endeavors of University of California, Santa Cruz (UCSC) – teaching, research, and public service since 1974. The Foundation encourages financial support for UCSC through private gifts. The Foundation provides a convenient and efficient vehicle for accepting all types of private donations and gifts as an adjunct to money also raised for UCSC through The Regents of the University of California (the Regents).

The following Management's Discussion and Analysis (MD&A) presents an overview of the financial performance of the Foundation for the fiscal years ended June 30, 2017 and 2016. The MD&A has been prepared by management and should be read in conjunction with and qualified in its entirety by the accompanying audited financial statements and notes.

Overview

This report consists of financial statements prepared in accordance with the statements of the Governmental Accounting Standards Board (the GASB). These financial statements focus on the financial condition of the Foundation, its changes in financial position and its cash flows, taken as a whole.

One of the most important questions asked about the Foundation finances is whether the Foundation is better or worse as a result of the year's activities. The key to understanding the answer is the Statements of Net Position; Statements of Revenues, Expenses, and Changes in Net Position; and the Statements of Cash Flows. The Foundation's net position (the difference between assets and liabilities) is one indicator of the Foundation's financial health. Over time, an increase or decrease in net position is one indicator of the improvement or erosion of the Foundation's financial health when considered with other nonfinancial information. In 2017 and 2016, the Foundation improved its financial condition as indicated by an increase in net position by \$13 million and \$2 million, respectively.

The Statement of Net Position includes all assets and liabilities. The Statement of Revenues, Expenses, and Changes in Net Position present revenues earned and expenses incurred during the year. Activities are reported as either operating or nonoperating. Operating revenues include current use (nonendowed) gifts to the Foundation and operating expenses include grants to the campus. Investment results are reported as nonoperating revenues and gifts to permanent endowments are reflected in change in net position. Unlike for-profit enterprises, a loss in the Statements of Revenues, Expenses, and Changes in Net Position in the Foundation's financial statements is not necessarily indicative of poor financial performance since the Foundation's mandate is to make grants and disbursements for campus support.

Another way to assess the financial health of the Foundation is to look at the Statements of Cash Flows. The primary purpose is to provide relevant information about the cash receipts and cash payments of the Foundation. The Statements of Cash Flows help readers assess the Foundation's ability to generate future net cash flows, its ability to meet its obligations as they come due, and its needs for external financing.

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Management's Discussion and Analysis (Unaudited)

Years ended June 30, 2017 and 2016

Condensed Financial Information

	FY 2017-2016			FY 2016-2015		
	2017	change percentage	2016	change percentage	2015	
Assets:						
Cash and cash equivalents	\$ 1,446,841	(53)%	\$ 3,088,934	149%	\$ 1,240,978	
Pledges receivable, net	2,595,104	(40)	4,308,511	(12)	4,879,360	
Investments:						
General Endowment Pool	96,638,962	20	80,205,185	(4)	83,517,587	
Other	<u>1,284,121</u>	(1)	<u>1,301,108</u>	(47)	<u>2,448,795</u>	
Total investments	<u>97,923,083</u>	20	<u>81,506,293</u>	(5)	<u>85,966,382</u>	
Total assets	<u>101,965,028</u>	15	<u>88,903,738</u>	(3)	<u>92,086,720</u>	
Liabilities:						
Current liabilities	1,238,272	36	912,104	(45)	1,656,358	
Noncurrent liabilities	<u>827,152</u>	(18)	<u>1,011,623</u>	(82)	<u>5,771,154</u>	
Total liabilities	<u>2,065,424</u>	7	<u>1,923,727</u>	(74)	<u>7,427,512</u>	
Net position:						
Restricted net position	98,696,461	15	85,920,115	(3)	88,165,711	
Unrestricted net position (deficit)	<u>1,203,143</u>	14	<u>1,059,896</u>	(130)	<u>(3,506,503)</u>	
Total net position	<u>\$ 99,899,604</u>	15%	<u>\$ 86,980,011</u>	3%	<u>\$ 84,659,208</u>	
Revenues and expenses:						
Operating revenues:						
Contribution revenues	\$ <u>9,437,619</u>	4%	\$ <u>9,084,235</u>	5%	\$ <u>8,677,383</u>	
Total operating revenues	<u>9,437,619</u>	4	<u>9,084,235</u>	5	<u>8,677,383</u>	
Operating expenses:						
Distributions to UCSC	13,195,503	8	12,229,402	9	11,179,411	
Management and general expenses	<u>9,503</u>	(8)	<u>10,316</u>	9	<u>9,473</u>	
Total operating expenses	<u>13,205,006</u>	8	<u>12,239,718</u>	9	<u>11,188,884</u>	
Net operating loss	<u>(3,767,387)</u>	19	<u>(3,155,483)</u>	26	<u>(2,511,501)</u>	
Nonoperating revenues:						
Change in fair value of investments	11,391,525	412	(3,650,375)	(194)	3,868,526	
Other nonoperating revenues, net	<u>715,731</u>	(85)	<u>4,824,783</u>	810	<u>530,061</u>	
Total nonoperating revenues, net	<u>12,107,256</u>	931	<u>1,174,408</u>	(73)	<u>4,398,587</u>	
Additions to permanent endowments	<u>4,579,724</u>	6	<u>4,301,878</u>	274	<u>1,150,200</u>	
Change in net position	<u>\$ 12,919,593</u>	457%	<u>\$ 2,320,803</u>	(24)%	<u>\$ 3,037,286</u>	

(Continued)

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Management's Discussion and Analysis (Unaudited)

Years ended June 30, 2017 and 2016

Financial Highlights

In 2017, the Foundation's total assets increased 14.7% or \$13.1 million to \$102.0 million at June 30, 2017, from \$88.9 million at June 30, 2016. In 2016, the Foundation's total assets decreased 3.5% or \$3.2 million from \$92.1 million at June 30, 2015. For 2017, the increase is primarily due to appreciation in the fair market value of investments, and gifts for endowments and funds functioning as endowments. For 2016, the decrease is primarily due to depreciation in the fair market value of investments, offset by gifts for endowments and funds functioning as endowments.

The Foundation's endowment investments comprise of shares of the UC General Endowment Pool (GEP). The share price of the GEP increased 13.9% from \$30.88 at June 30, 2016 to \$35.16 at June 30, 2017. The share price of the GEP decreased 4.3% from \$32.27 at June 30, 2015 to \$30.88 at June 30, 2016.

Gifts to the Foundation increased by \$600 thousand to \$14.0 million for 2017 from \$13.4 million for 2016. In 2017, gifts to the Foundation classified as operating revenues were \$9.4 million and additions to permanent endowments was \$4.6 million for a total of \$14.0 million. Gifts to the Foundation increased by \$3.6 million for 2016 from \$9.8 million in 2015. In 2016, gifts to the Foundation classified as operating revenues were \$9.1 million and additions to permanent endowments was \$4.3 million for a total of \$13.4 million.

The Board of Trustees approved endowment payout for fiscal year 2017 of \$3.1 million and \$3.4 million for fiscal year 2016, representing net payout rates of 4.2% of the three-year moving average fair market values, respectively for each year to qualifying endowments. The payout is distributed to UCSC departments, including financial aid for student assistance, in August of the following fiscal year. The net 4.2% payout rate represents a 4.75% payout less 0.55% of the three-year moving average, \$428 thousand in 2017 and 4.65% payout less 0.45% of the three-year moving average, \$324 thousand in 2016 for endowment administration, to support costs of administering and carrying out the terms of the endowment.

Total Assets

The total assets of the Foundation increased 14.7% or \$13.1 million to \$102.0 million at June 30, 2017, from \$88.9 million at June 30, 2016. Total assets include cash (bank balances) and cash equivalents (the Short Term Investment Pool, STIP), investments in shares of the GEP, charitable trust investments (held by State Street Global Advisors), and net pledges receivable. The 2017 increase includes net unrealized investment gains of \$9.8 million and additions to true endowment and funds functioning as endowments of \$6.2 offset by \$1.7 million decrease in net pledges receivable and a decrease \$1.6 million decrease in cash and cash equivalents.

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The decrease in total assets during fiscal year 2016 from the prior year was \$3.2 million. The 2016 decrease includes an unrealized investment loss of \$5.1 million, a \$1.0 million charitable trust investments liquidation and distribution, and a decrease in pledges receivable of \$570 thousand offset by additions to true endowment and funds functioning as endowments of \$3.5 million.

Total Liabilities

The Foundation's liabilities at June 30, 2017 increased 7.4% or \$142 thousand, to \$2.1 million from \$1.9 million at June 30, 2016. The increase was primarily due to an increase of \$343 thousand of gifts in process, which were distributed to UCSC in the following month offset by the \$192 thousand decrease from a payment to long term debt liabilities. The Foundation's liabilities at June 30, 2016 decreased 74% or \$5.5 million, to \$1.9 million from \$7.4 million at June 30, 2015. The decrease was due to the reduction in notes payable of \$4.7 million, \$545 thousand decrease in estimated trust liabilities and \$291 thousand decrease of gifts in process. The \$4.7 million decrease in notes payable balance was due to a \$3.7 relief of debt from Campus for unpaid principal and interest and a \$1 million in principal and interest payment made by the Foundation in the period ended June 30, 2016.

Operating and Nonoperating Revenues and Expenses

The Statements of Revenues, Expenses, and Changes in Net Position present operating and nonoperating revenues and expenses. In 2017, there was an increase in contributions revenues of \$353 thousand. In 2016, there was an increase in contributions revenues of \$406 thousand. The Foundation's disbursements to UCSC increased by \$1.0 million, from \$12.2 million in 2016 to \$13.2 million in 2017, primarily due to greater amount of current gifts transferred to campus of \$9.0 million in 2017, compared to \$7.9 million in the previous year. The Foundation's disbursements to UCSC increased by \$1.0 million, from \$11.2 million in 2015 to \$12.2 million in 2016, primarily due to greater amount of endowment payout transferred to campus of \$3.4 million in 2016, compared to \$2.4 million in the previous year. In 2017, the Foundation reported a net operating loss of \$3.8 million, compared to a net operating loss of \$3.2 million for 2016.

Nonoperating income (revenues and expenses) includes net investment income, changes in the fair value of investments, and changes or adjustments to charitable trust liabilities and other nonoperating activities. Net nonoperating income increased \$10.9 million to \$12.1 million 2017 from \$1.2 million in 2016, mainly due to unrealized investment gains of \$9.8 million. Net nonoperating income decreased \$3.2 million to \$1.2 million in 2016 from \$4.4 million in 2015, mainly due to unrealized investment losses of \$5.1 million offset by a relief of debt of \$3.7 million in 2016.

Additions to permanent endowments were \$4.6 million in 2017. The comparable amount received in 2016 was \$4.3 million.

Net Position

2017 net position increased \$12.9 million compared to an increase of \$2.3 million for 2016. The 2017 increase was primarily due to the increases in fair value of investments. 2016 net position increased

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\$2.3 million compared to an increase of \$3.0 million for 2015. The 2016 increase was primarily due to the relief of debt plus additions to endowment offset by decreases in fair value of investments.

Investments

Total investments include shares of the GEP and funds held by State Street Global Advisors (SSgA), which totaled \$97.9 million at June 30, 2017 and \$81.5 million at June 30, 2016. This represents an increase in 2017 of \$16.4 million over the prior year, and a decrease in 2016 of \$4.5 million over the prior year.

A substantial portion of the Foundation assets are invested in the GEP. GEP, and therefore the Foundation, invests in developed and emerging market equities, domestic and foreign fixed income securities, marketable alternatives, private equity/venture capital partnerships, real estate, natural resources, and commodities. The June 30 fair value for the GEP was \$96.6 million in 2017 and \$80.2 million in 2016. The GEP increased \$16.4 million in 2017, and in 2016, the GEP decreased \$3.3 million from the prior year. An Investment Policy Statement revised annually by the UC Regents and adopted by the Foundation's Board of Trustees, sets policy long-term risk and performance targets and investment asset allocations for the GEP.

Life income (charitable remainder trust, or CRT) assets are invested by SSgA in fixed income, equities, real estate, commodities, and cash, totaling \$1.3 million as of June 30, 2017 and 2016.

The Foundation's short-term cash-equivalent funds are invested in the UC Regents Short Term Investment Pool (STIP) that comprise of a broad spectrum of high-quality money market and fixed income instruments (domestic and foreign). The STIP is dollar-denominated so the unit price is fixed at \$1, and fair market value changes if any, are adjusted through the Pool's current income yields (the STIP rate). The asset mix for STIP consists of commercial paper, federal agency and government securities, corporate notes, and bank notes (certificates of deposits and repurchase agreements). The objective for STIP is to maximize returns consistent with safety of principal, liquidity, and cash flow requirements. The Foundation's cash-equivalent funds held in the Regents STIP were \$1.2 million and \$2.9 million, as of June 30, 2017 and 2016, respectively.

Endowment Payout

The Foundation's payout policy is 4.75% of a three-year moving average market value of the endowment principal. The endowment expenditure formula is reviewed annually. The Foundation Board of Trustees approved payout rates of 4.75% and 4.65%, respectively, for fiscal years 2017 and 2016. The rates produced payout dollar amounts of \$3.5 million and \$3.7 million in 2017 and 2016, respectively. The payout is distributed to UCSC departments in August of the following fiscal year.

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Disbursements to UCSC

Total disbursements to UCSC comprise of Gifts to UCSC for current use and capital projects, which were received and transferred by the Foundation, GEP payouts and related withdrawals, and other fees paid for UCSC and reimbursements.

	<u>2017</u>		<u>2016</u>		<u>2015</u>
Gifts for current use and capital projects	\$ 9,641,220	\$	8,503,857	\$	8,460,736
Endowment payouts and withdrawals	3,517,903		3,692,087		2,693,630
Other	36,380		33,458		25,045
Total disbursements to UCSC	<u>\$ 13,195,503</u>	\$	<u>12,229,402</u>	\$	<u>11,179,411</u>

Long-Term Debt Activity

During fiscal year 2017 the Foundation made principal and interest payments of \$192 thousand and did not incur new debt. On June 30, 2017, the Seymour Marine Discovery Center note payable balance was \$248 thousand. In fiscal year 2016 the Foundation made principal and interest payments of \$1.0 million and UCSC forgave \$3.7 million in unpaid principal and interest on the long-term debt. On June 30, 2016, the Seymour Marine Discovery Center and Center for Ocean Health note payable balances were \$422 thousand and \$18 thousand, respectively.

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Statements of Net Position

Years ended June 30, 2017 and 2016

Assets	2017	2016
Current assets:		
Cash and cash equivalents	\$ 1,446,841	\$ 3,088,934
Pledges receivable, net – current	980,167	2,464,011
Current assets	<u>2,427,008</u>	<u>5,552,945</u>
Noncurrent assets:		
Investments – General Endowment Pool	96,638,962	80,205,185
Investments – other	1,284,121	1,301,108
Pledges receivable, net – noncurrent	1,614,937	1,844,500
Noncurrent assets	<u>99,538,020</u>	<u>83,350,793</u>
Total assets	<u>101,965,028</u>	<u>88,903,738</u>
Liabilities		
Current liabilities:		
Accounts payable and other accrued liabilities	1,110,060	767,222
Current portion of long-term debt	—	18,270
Trust liabilities	128,212	126,612
Current liabilities	<u>1,238,272</u>	<u>912,104</u>
Noncurrent liabilities:		
Long-term debt	247,620	421,730
Trust liabilities	579,532	589,893
Noncurrent liabilities	<u>827,152</u>	<u>1,011,623</u>
Total liabilities	<u>2,065,424</u>	<u>1,923,727</u>
Net Position		
Restricted:		
Nonexpendable:		
Endowments	43,823,897	39,833,149
Life income funds	246,724	230,954
Total nonexpendable	<u>44,070,621</u>	<u>40,064,103</u>
Expendable:		
Endowments	29,145,874	22,745,101
Life income funds	329,653	353,649
Funds functioning as endowments	22,953,790	18,817,731
Gifts	2,196,523	3,939,531
Total expendable	<u>54,625,840</u>	<u>45,856,012</u>
Total restricted	98,696,461	85,920,115
Unrestricted	1,203,143	1,059,896
Total net position	\$ <u>99,899,604</u>	\$ <u>86,980,011</u>

See accompanying notes to financial statements.

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Statements of Revenues, Expenses, and Changes in Net Position

Years ended June 30, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Operating revenues:		
Contributions revenue	\$ 9,437,619	\$ 9,084,235
Total operating revenues	<u>9,437,619</u>	<u>9,084,235</u>
Operating expenses:		
Disbursements to University of California, Santa Cruz	13,195,503	12,229,402
Management and general expenses	<u>9,503</u>	<u>10,316</u>
Total operating expenses	<u>13,205,006</u>	<u>12,239,718</u>
Net operating loss	<u>(3,767,387)</u>	<u>(3,155,483)</u>
Nonoperating revenues (expenses):		
Investment income, net	788,886	645,571
Change in fair value of investments	11,391,525	(3,650,375)
Change in value of gift trust liabilities	(34,945)	481,456
Relief of debt	-	3,697,756
Other nonoperating income (expenses)	<u>(38,210)</u>	<u>-</u>
Total nonoperating revenues, net	<u>12,107,256</u>	<u>1,174,408</u>
Income (loss) before other changes		
in net position	8,339,869	(1,981,075)
Other changes in net position:		
Additions to permanent endowments	<u>4,579,724</u>	<u>4,301,878</u>
Change in net position	<u>12,919,593</u>	<u>2,320,803</u>
Net position:		
Beginning of year	<u>86,980,011</u>	<u>84,659,208</u>
End of year	<u>\$ 99,899,604</u>	<u>\$ 86,980,011</u>

See accompanying notes to financial statements.

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Statements of Cash Flow

Years ended June 30, 2017 and 2016

	2017	2016
Cash flows from operating activities:		
Receipts from contributions	\$ 8,226,058	\$ 8,703,570
Payments to the University of California	(12,852,665)	(12,521,153)
Payments to trust and annuity beneficiaries	(66,430)	(105,639)
Payments for administrative or operating expenses	(9,503)	(10,316)
Other receipts	22,725	42,341
Net cash used in operating activities	(4,679,815)	(3,891,197)
Cash flows provided by noncapital financing activities:		
Private gifts for permanent endowments	1,894,275	2,167,003
Cash flows from investing activities:		
Proceeds from sale and maturities of investments	9,394,938	7,918,004
Investment income, net	788,885	645,571
Purchases of investments	(8,847,996)	(4,021,901)
Net cash provided by investing activities	1,335,827	4,541,674
Cash flows from capital and related financing activities:		
Principal and interest paid on debt	(192,380)	(969,524)
Net cash used by financing activities	(192,380)	(969,524)
Net increase (decrease) in cash and cash equivalents	(1,642,093)	1,847,956
Cash and cash equivalents – beginning of year	3,088,934	1,240,978
Cash and cash equivalents – end of year	\$ 1,446,841	\$ 3,088,934
Reconciliation of net operating loss to net cash used in operating activities:		
Net operating loss	\$ (3,767,387)	\$ (3,155,483)
Adjustments to reconcile net operating loss to net cash used in operating activities:		
Contributions of securities	(2,924,968)	(951,515)
Changes in value of annuity and life income liabilities	(43,705)	(63,298)
Change in operating assets and liabilities:		
Pledges receivable	1,713,407	570,850
Accounts payable and other accrued liabilities	342,838	(291,751)
Net cash used in operating activities	\$ (4,679,815)	\$ (3,891,197)
Supplemental noncash activities:		
Contributions of securities – operating	\$ 2,924,968	\$ 951,515
Contribution of securities – endowment	2,685,449	2,134,875
Financing activities - relief of debt	-	3,697,756

See accompanying notes to financial statements.

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Notes to Financial Statements

Years ended June 30, 2017 and 2016

(1) Organization

The U.C. Santa Cruz Foundation (UCSCF or the Foundation) is a not-for-profit organization dedicated to providing to the University of California, Santa Cruz (UCSC) the financial benefits generated from its fundraising efforts and investment earnings.

The Foundation is subject to the policies and procedures of the Regents of the University of California (the Regents). The Regents established administrative guidelines for the Foundation with regard to the Foundation's ability to conduct operations through its Policy on Campus Foundations. The Regents' policy limits the ability of the Foundation to make certain expenditures and provides a general framework for its operations. The Foundation is governed by a Board of Trustees, the membership of which includes the Chancellor of UCSC. The Foundation was established solely to support the mission of UCSC. The Foundation is a component unit of the University of California. Accordingly, its financial statements are included in the financial statements of the University of California. Upon dissolution, liquidation, or winding up of the Foundation, the assets remaining after payment, or provision for payment, of all debts and liabilities of the Foundation shall be distributed to the Regents for the benefit of UCSC, provided the Regents of the University have maintained tax-exempt status under the Internal Revenue Code and relevant California laws. Accordingly, the Foundation is considered a governmental not-for-profit organization, subject to reporting under the Governmental Accounting Standards Board (the GASB).

(2) Summary of Significant Accounting Policies

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements is presented below.

(a) Basis of Accounting

The accompanying financial statements have been prepared in accordance with U.S. generally accepted accounting principles, including all applicable statements of the GASB. The financial statements are prepared using the economic resources measurement focus and the accrual basis of accounting. All intercompany balances and transactions have been eliminated.

(b) Cash and Cash Equivalents

Cash and cash equivalents consist of demand deposits and investments in the Regents Short Term Investment Pool (STIP), since such amounts are readily convertible to known amounts of cash. All cash and cash equivalents are reported at cost, which approximates fair value.

(c) Investments

Investments are reported at fair value. Investments consist principally of investments in the UC Office of the Chief Investment Officer's General Endowment Pool (GEP) and the Charitable Remainder Trust (CRT) investments held by State Street Global Advisors (SSgA). Realized gains and losses on the sale of marketable securities are determined using the average cost of the securities sold at GEP and specific identification cost method for the securities sold at SSgA. Investment income consists of dividend and interest income and is shown net of investment management fees.

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Notes to Financial Statements

Years ended June 30, 2017 and 2016

Because certain investments are not readily marketable, the estimated fair value may differ from the value that would have been used had a ready market for the investments existed and such differences could be material.

The change in the fair value of investments represents the difference between the fair value of investments at the beginning of the year and the end of the year, taking into consideration investment purchases, sales, and redemptions.

Trust assets are invested in a diversified portfolio of institutional quality, exchange-traded index funds, and are recorded at the readily determinable sales price or current exchange rate of the underlying investments based on prices or quotations from over-the-counter markets as all underlying investments have readily available prices at fiscal year-end.

(d) Pledges Receivable

Pledges receivable represent written unconditional promises to give by donors. Pledges receivable, other than endowment pledges, are recognized as contribution revenue at the time the pledge is made by the donor if the pledge is verifiable, measurable, probable of collection, and meets all applicable eligibility requirements. These eligibility requirements require 1) the Foundation to be stated as the recipient of the pledge; 2) the pledge is considered available for use and can be sold, disbursed, consumed, or invested for a term or in perpetuity; 3) any contingencies on the pledge are met; and 4) if a reimbursement of expenses, allowable costs have been incurred. Endowment pledges are recognized as additions to the endowment at the time payment is received. Contributions that are expected to be collected during the next fiscal year are recorded at estimated net realizable value. Contributions recognized during the years ended June 30, 2017 and 2016, which are expected to be collected after one year have been discounted at 1.2% for 2017 and 2016 and are reflected in the financial statements at their net present value.

Management has established an allowance for uncollectible contributions, which represents 15% of the pledge balance as of June 30, 2017 and 0.5% as of June 30, 2016, plus scheduled pledge payments in arrears.

Endowment pledges receivable are conditional upon the Foundation's preserving the endowment and are therefore recognized as revenue in the period payment is received rather than the period pledged. Conditional endowment pledges receivable approximated \$1.0 million at June 30, 2017 and \$3.5 million at June 30, 2016.

(e) Trust Liabilities

The Foundation has been designated as the trustee for eight charitable remainder trusts (the Trusts, or CRTs) as of June 30, 2017 and nine as of June 30, 2016. The Trusts are established by donors to provide income to designated beneficiaries. Upon maturity, any remaining principal of the Trusts will be distributed to the Foundation for use as designated by the donor. Trust assets are recorded at fair value at date of receipt.

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A corresponding liability, trust liabilities, is established for the present value of the future estimated payments for life income amounts payable; calculated on the basis of standard gift annuity tables and applicable Internal Revenue Service guidelines. The remaining amount is classified as restricted nonexpendable net position in the case of permanent endowments or restricted expendable net position in all other instances.

For the years ended June 30, 2017 and 2016, liabilities for trust payments to beneficiaries are discounted based on the risk-free discount rate as of the date of the gifts, which ranged from 2.9% to 6.0%.

(f) *Classification of Current and Noncurrent Assets and Liabilities*

The Foundation considers assets to be current that can reasonably be expected, as part of normal business operations, to be converted to cash and be available for liquidation of current liabilities within 12 months of the Statement of Net Position date. Liabilities that reasonably can be expected, as part of normal business operations, to be liquidated within 12 months of the Statements of Net Position date are considered to be current. All other assets and liabilities are considered to be noncurrent.

(g) *Net Position*

Net position includes the following:

Restricted nonexpendable net position consists of permanent endowments and life income funds, which will become permanent endowments. Such funds are generally subject to donor restrictions requiring that the principal be invested in perpetuity for the purpose of producing investment income and appreciation that may be expended or added to principal in accordance with donors' wishes, subject to Foundation expenditure policy. The Foundation classifies the original endowment gift and any amounts added to principal per the donor's wishes as restricted nonexpendable net position. In addition, any net loss in the permanent endowment fair values from the historic gift values is classified as a reduction in restricted nonexpendable net position. Trust resources that are not expendable upon maturity are also classified as restricted nonexpendable net position.

Restricted expendable net position relates to contributions designated by donors for use by particular entities or programs or for specific purposes or functions of the UCSC. They also include funds functioning as endowments, which are restricted net position, which can be expended. Investment income and appreciation of endowment investments are classified as restricted expendable net position unless otherwise specified by the donor. Trust resources that are expendable upon maturity are classified as restricted expendable net position.

When the Foundation receives amounts that are for both restricted and unrestricted purposes, it is the Foundation's policy to first apply the amounts to restricted purposes.

Unrestricted net position is net position of the Foundation that is not subject to donor-imposed restrictions.

(h) *Classification of Revenues and Expenses*

Operating revenues and expenses are distinguished from nonoperating items and generally result from providing services in connection with ongoing operations and stewarding of current funds. The

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principal operating revenues are derived from gifts and other fund-raising activities. Operating expenses include distributions to the University and administrative expenses.

Nonoperating revenues and expenses include investment income, the change in the carrying value of gift annuities and trust liabilities, interest and dividends, the change in fair value of investments, which consists of the net realized gain (loss) on the sale of investments and change in unrealized appreciation (depreciation) in the fair value of investments, change in classification of permanent endowed assets and debt relief.

Gifts for permanent endowment purposes are classified as other changes in net position.

(i) Gift Fees

In accordance with policies established by the UCSC Chancellor to offset costs incurred in the management, administration, and processing of gifts, upon receipt, 6% of gifts are transferred to the University Relations division.

(j) Disbursements and Expenses

Disbursements and expenses consist primarily of payments made to the University in support of University programs and departments. Disbursements related to facility construction projects are reflected as expenses in the Foundation's financial statements since the facilities are used exclusively by the University, deeded to the University upon completion, and reflected as assets in the University's financial statements.

(k) Accounts Payable and Other Accrued Liabilities

The Foundation transfers gifts for current use to UCSC departments on a monthly basis, as receipts are identified and designated for uses according to donors' intended purposes. As of June 30, 2017 the current gift amount to be transferred in July 2017 of \$1.1 million was recorded in disbursements to University of California, Santa Cruz in the Statement of Revenues, Expenses, and Changes in Net Position and as accounts payable and other accrued liabilities in the Statements of Net Position. At June 30, 2016 the corresponding amount subsequently transferred in July 2016 was \$767 thousand.

(l) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles 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.

(m) Taxes

The Foundation is an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Section 23701d of the California Revenue and Taxation Code and is generally not subject to federal or state income taxes. However, the Foundation is subject to income taxes on any net income that is derived from a trade or business, regularly carried on, and not in furtherance of the purpose for which it is granted exemption. No income tax provision has been recorded as the net income, if any, from any unrelated trade or business, in the opinion of management, is not material to the basic financial statements taken as a whole.

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(3) Cash and Cash Equivalents

Cash and cash equivalents at June 30, 2017 and 2016 consist of the following:

	2017	2016
Checking and savings accounts	\$ 210,590	\$ 176,625
UC Short-Term Investment Pool	1,236,251	2,912,309
	\$ 1,446,841	\$ 3,088,934

At June 30, 2017 and 2016, the carrying amount of the Foundation's demand deposits was \$210,590 and \$176,625, respectively.

The Foundation manages its cash through a major banking institution. Bank balances are fully insured by the Federal Deposit Insurance Corporation up to the applicable limits. The UC Chief Investment Officer's Short Term Investment Pool (STIP) invests primarily in U.S. Treasury securities, prime grade commercial paper, and short-term corporate notes with cost approximating fair value. The Foundation earns income based on its average investment in the pool. The Foundation does not have exposure to foreign currency risk in its demand deposit accounts.

The Foundation is cognizant that cash balances are exposed to custodial credit risk. To mitigate custodial credit risk, the Foundation conducts business with a bank with national recognition.

(4) Investments

The composition of the Foundation's investments including its proportionate share of the GEP as of June 30, 2017 and 2016 is as follows (in thousands of dollars):

Investment type	2017	Percentage	2016	Percentage
Commingled funds:				
Balanced funds	\$ 96,639	98.7%	\$ 80,205	98.4%
U.S. equity funds	433	0.4%	437	0.5
Non-U.S. equity funds	252	0.2%	258	0.3
U.S. bond funds	469	0.5%	466	0.6
Real estate investment trusts	51	0.1%	54	0.1
Short-term investments	14	—%	18	—
Commingled funds	97,858		81,438	
Commodities	65	0.1%	68	0.1
	\$ 97,923	100%	\$ 81,506	100.0%

The UC Chief Investment Officer's General Endowment Pool (GEP)'s indexed securities represent U.S. and foreign equities, high-yield U.S. equities, U.S. and foreign bonds, and real estate. The equity securities include common stocks, alternative investments (private equity and venture capital partnerships; and absolute return investments), emerging market indexed funds, and real estate. Each individual fund within

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the GEP subscribes to or disposes of units on the basis of the fair value per unit at the end of the month in which the transaction takes place.

The basis of determining the fair value of the underlying investments held by the GEP is the readily determinable sales price or current exchange rate of the investments based on prices or quotations from over-the-counter markets where such markets exist. The fair value of interests in alternative investments is based upon valuations provided by the general partners and fund managers. As alternative investments are not readily marketable, their estimated fair value is subject to uncertainty and therefore may differ from the value that would have been used had a ready market for such investments existed. The basis of determining the fair value of the underlying investments held in the CRT pools at SSgA is the readily determinable sales price or current exchange rate of the underlying investments based on prices or quotations from over-the-counter markets as all underlying investments have readily available prices at year-end.

As noted above, the Foundation holds units in the GEP, equities, fixed income and other shares in CRT investments. The CRT investments held by SSgA are maintained to approximate the investment composition of the GEP, except the CRT investments do not include alternative investments and real estate.

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The Foundation adopted the provisions contained in the Uniform Prudent Management of Institutional Funds Act (UPMIFA) in management of its endowment and similar funds. UPMIFA eliminates the concept of 'historic dollar value' and states that "the institution may appropriate for expenditure or accumulate so much of an endowment fund as the institution determines to be prudent for the uses, benefits, purposes, and duration for which the endowment fund is established." Under this approach, during fiscal years 2017 and 2016, the Foundation approved an endowment payout of 4.75% and 4.65% of the three-year moving average fair values of the endowment as of December 31, 2016 and 2015, respectively. To the extent that net income earned (interest and dividends reduced by investment management fees) is less than distributable endowment income, net gains are appropriated in order to meet the approved payout rate.

(5) Fair Value Measurements

Fair value is defined in the accounting standards as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Assets and liabilities reported at fair value are organized into a hierarchy based on the levels of inputs observable in the marketplace that are used to measure fair value. Inputs are used in applying the various valuation techniques and take into account the assumptions that market participants use to make valuation decisions. Inputs may include price information, credit data, liquidity statistics, and other factors specific to the financial instrument. Observable inputs reflect market data obtained from independent sources. In contrast, unobservable inputs reflect the entity's assumptions about how market participants would value the financial instrument.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following describes the hierarchy of inputs used to measure fair value and the primary valuation methodologies used for financial instruments measured at fair value on a recurring basis:

Level 1 – Prices based on unadjusted quoted prices in active markets that are accessible for identical assets or liabilities are classified as Level 1. Level 1 investments include equity securities and other exchange traded securities.

Level 2 – Quoted prices in the markets that are not considered to be active, dealer quotations, or alternative pricing sources for similar assets or liabilities for which all significant inputs are observable, either directly or indirectly are classified as Level 2. Level 2 investments include fixed- or variable-income securities and commingled funds that are valued using market information.

Level 3 – Investments classified as Level 3 have significant unobservable inputs, as they trade infrequently or not at all. The inputs into the determination of fair value of these investments are based upon the best information in the circumstance and may require significant management judgment

Net Asset Value (NAV) – Investments whose fair value is measured at NAV are excluded from the fair value hierarchy. Investments in non-governmental entities that do not have a readily determinable fair value may be valued at NAV. Investments measured at NAV include commingled GEP funds.

Not Leveled – Cash and cash equivalents are not measured at fair value and, thus, are not subject to the fair value disclosure requirements.

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The following tables summarize the investments and other assets reported at fair value within the fair value hierarchy as of June 30, 2017:

	Quoted Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Net Asset Value (NAV)
Commingled funds	\$ 893	326		96,639
Other investments	65			
Total investments	\$ 958	326	-	96,639

The following tables summarize the investments and other assets reported at fair value within the fair value hierarchy as of June 30, 2016:

	Quoted Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Net Asset Value (NAV)
Commingled funds	\$ 910	323		80,205
Other investments	68			
Total investments	\$ 978	323	-	80,205

(6) Investment Risk Factors

There are many factors that can affect the value of investments. In addition to market risk, credit risk, custodial credit risk, concentration of credit risk, and foreign currency risk may affect both equity and fixed income securities. Equity securities are affected by such factors as economic conditions, individual company earnings performance, and market liquidity, while fixed income securities are particularly sensitive to credit risk, inflation, and changes in interest rates.

The Foundation's targeted investment risk level is be consistent with the UC Regents approved pro forma total investment risk level, and will be in compliance with the GEP's risk level.

The UC Regents Chief Investment Officer is responsible for managing GEP total and active risk and implements procedures and safeguards so that the combined risk exposures of all portfolios in the aggregate are kept within limits established by the Regents Committee on Investments. Further, within limits of prudent diversification and risk budgets, the GEP total and active risk exposures are fungible, that is the Chief

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Investment Officer may allocate risk exposures within and between asset classes in order to optimize investment return.

(a) *Credit Risk*

Fixed income securities are subject to credit risk, which is the chance that a bond issuer will fail to pay interest or principal in a timely manner, or that negative perceptions of the issuer's ability to make these payments will cause the security price to decline. The circumstances may arise due to a variety of factors, such as financial weakness or bankruptcy. Certain fixed income securities, including obligations of the U.S. government or those explicitly guaranteed by the U.S. government, are considered to have little credit risk.

A bond's credit quality is an assessment of the issuer's ability to pay interest on the bond, and ultimately, to pay the principal. Credit quality is evaluated by one of the independent bond-rating agencies, such as Moody's Investors Service or Standard and Poor's. In the rating agency's opinion, the lower the rating, the greater the chance that the bond issuer will default, or fail to meet its payment obligations. Generally, the lower a bond's credit rating, the higher the yield to compensate for the additional risk. Credit agencies' opinions, and therefore, ratings can change as market conditions change.

The Foundation recognizes that a limited amount of credit risk, properly managed and monitored, is prudent and provides an incremental risk adjusted return above the relevant benchmark.

The credit risk profile for fixed income securities at June 30, 2017 and 2016 is as follows (in thousands of dollars):

	<u>2017</u>	<u>2016</u>
Commingled funds (including GEP):		
U.S. bond funds:		
Not rated	\$ 469	\$ 466
Non-U.S. bond funds:		
Not rated	<u>14</u>	<u>18</u>
Total commingled funds	<u>\$ 483</u>	<u>\$ 484</u>

(b) *Custodial Risk*

Custodial credit risk is the risk that in the event of the failure of the custodian, the Foundation's investment may not be returned. A majority of marketable securities held by the Foundation are in external investments and pools (GEP and SSgA), in which their existence is not evidenced by securities that exist in physical or book entry form. As a result, custodial risk is considered remote.

(c) *Concentration of Credit Risk*

Financial instruments that potentially subject the Foundation to concentrations of credit risk consist principally of investments with the University of California Chief Investment Officer's Office, which may invest in cash equivalents, U.S. Government and federal agency obligations, common stocks, and corporate debt securities; the remainder of the UC Chief Investment Officer's portfolio is diversified

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and issuers of the securities are dispersed throughout many industries and geographies. The Foundation does not directly hold nor does it intend to purchase any of the more volatile types of derivative mortgage securities.

(d) Interest Rate Risk

Interest rate risk is the risk that the value of fixed income securities will decline with rising interest rates. The market prices of fixed income securities with a longer time to maturity, measured by effective duration, tend to be more sensitive to changes in interest rates and, therefore, more volatile than those with shorter durations.

The effective duration (in years) of the Foundation's fixed income securities at June 30, 2017 and 2016 is as follows:

	<u>2017</u>	<u>2016</u>
Fixed income securities (including GEP):		
Commingled funds – U.S. bond funds	5.01	4.48
Commingled funds – short-term investments	1.49	1.27

(e) Foreign Currency Risk

Exposure from foreign currency risk results from investments in foreign currency denominated equity or fixed income securities.

At June 30, 2017 and 2016, the U.S. dollar balances of Foundation investments that carry foreign currency risk type are as follows (in thousands of dollars):

	<u>2017</u>	<u>2016</u>
Commingled funds:		
Various currency denominations:		
Non-U.S. equity	\$ <u>252</u>	\$ <u>258</u>
Total	\$ <u><u>252</u></u>	\$ <u><u>258</u></u>

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(7) Endowment Payout

For the years ended June 30, 2017 and 2016, the approved endowment payout comprises the following (in thousands of dollars):

	<u>2017</u>	<u>2016</u>
Investment income, net	\$ 737	\$ 646
Net gains	<u>2,781</u>	<u>3,047</u>
Endowment payout	<u>\$ 3,518</u>	<u>\$ 3,693</u>

At June 30, 2017 and 2016, net appreciation on donor-restricted permanent endowments of \$29.1 million and \$22.7 million, respectively, is included in restricted expendable net position in the accompanying Statements of Net Position. At June 30, 2017 and 2016, net appreciation on funds functioning as endowment of \$6.3 million and \$4.3 million, respectively, is included in expendable net position in the accompanying Statements of Net Position.

(8) Related Parties

The Foundation supports the University and has the following organizational relationship with the University:

Administrative Costs

The Foundation has a Board of Trustees and designated officers; however, the Foundation does not have any employees. All functions and activities are conducted by employees of the University. The University employees serving Foundation functions are covered by the Regents pension plan and postretirement health care plan. All of the Foundation's office space is provided by the University.

Further, gift fees are levied by UCSC, collected by the Foundation, and distributed by the Foundation along with the gifts to UCSC for campus administrative costs, described above in accordance with relevant University policies. Gift fees and other reimbursements are included in disbursements to UCSC in the accompanying financial statements and totaled \$1.0 million and \$918 thousand for the years ended June 30, 2017 and 2016, respectively.

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(9) Pledges Receivable

Promises to give, net of discount to present value and allowance for doubtful pledges, as of June 30, 2017 and 2016 are as follows (in thousands of dollars):

	<u>2017</u>	<u>2016</u>
Pledges receivable due in one year or less	\$ 1,207	\$ 3,575
Less allowance for doubtful pledges	<u>(227)</u>	<u>(1,111)</u>
Pledges receivable, current	<u>980</u>	<u>2,464</u>
Pledges due between one and five years	1,951	1,907
Pledges due between six and ten years	20	30
Less:		
Allowance for doubtful pledges	(269)	(10)
Unamortized discount	<u>(87)</u>	<u>(82)</u>
Pledges receivable, noncurrent	<u>1,615</u>	<u>1,845</u>
Total pledges receivable, net	<u>\$ 2,595</u>	<u>\$ 4,309</u>

Approximately, \$1.7 million and \$3.9 million of the gross pledges receivable as of June 30, 2017 and 2016, respectively, were due from five individuals, corporations, or foundations. Of the \$1.7 million receivable as of June 30, 2017 and the \$3.9 million receivable as of June 30, 2016, approximately \$200 thousand and \$2.2 million, respectively, were due from members of the Foundation Board of Trustees.

(10) Long-Term Debt

The changes in long-term debt payable to UCSC are as follows for the years ended June 30, 2017 and 2016 (in thousands of dollars):

	<u>Amount</u>
Long-term debt at July 1, 2015	5,107
Relief of Debt	(3,698)
Principal and interest paid on debt	<u>(969)</u>
Long-term debt at July 1, 2016	440
Principal and interest paid on debt	<u>(192)</u>
Long-term debt at June 30, 2017	<u>\$ 248</u>

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As of June 30, 2017 payments due on notes payable to UCSC are as follows for the year ending June 30 (in thousands of dollars):

	<u>Amount</u>
2026	\$ 248
	<u>\$ 248</u>

Long-term debt consists of amounts borrowed from the University. A loan was borrowed in 1999 and was in the original amount of \$2.5 million to construct Seymour Marine Discovery Center. The building was subsequently gifted to UCSC. The note had an outstanding balance of \$248 thousand at June 30, 2017. The loan bears an interest rate at the STIP rate (1.2% at June 30, 2017). Interest due and payable has been classified as a noncurrent liability since the University has informed the Foundation it will not seek payment of the amounts due in the current year. The Foundation intends to repay the loan with the entire proceeds of certain CRTs. The University has agreed to forgive any amount payable in excess of the proceeds from these trusts. Such forgiveness, if any, will be accounted for in the year of receipt of the final proceeds. In the year ended June 30, 2016, the Foundation liquidated one charitable remainder trust and the \$1 million in proceeds were used to repay unpaid principal and interest on the loan and the University forgave \$1.8 million in unpaid principal and interest.

Final payment for the accrued interest obligation on long-term debt due was made during the year ended June 30, 2017 on the loan borrowed from the University in 2001 to fund the construction of the UCSC Center for Ocean Health (COH). The COH was subsequently gifted to UCSC. The Foundation had an outstanding for this loan in the amount of \$18 thousand at June 30, 2016. In the year ended June 30, 2016, the Campus forgave \$1.9 million in unpaid principal and interest on this loan.

(11) Recent Pronouncements

GASB Statement No. 81, Irrevocable Split-Interest Agreements (GASB 18), is effective for the UC Santa Cruz Foundation's fiscal year ending June 30, 2018. This Statement addresses when irrevocable split-interest agreements constitute an asset for accounting and financial reporting purposes when the resources are administered by a third party. The Foundation plans to adopt GASB 81 and record irrevocable split-interest agreements administered by third parties retroactively during the year ending June 30, 2018.

(12) Subsequent Events

In preparing these financial statements, the Foundation has evaluated events and transactions for potential recognition or disclosure through September 18, 2017, the date the financial statements were available to be issued.