

**THE ZELLERBACH FAMILY FOUNDATION**

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**FINANCIAL STATEMENTS**

December 31, 2016 and 2015

# THE ZELLERBACH FAMILY FOUNDATION

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## INDEPENDENT AUDITORS' REPORT

To the Board of Directors of  
The Zellerbach Family Foundation  
San Francisco, California

We have audited the accompanying financial statements of The Zellerbach Family Foundation, which comprise the statements of financial position as of December 31, 2016 and 2015, and the related statements of activities and changes in net assets, and cash flows for the years then ended, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

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

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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 The Zellerbach Family Foundation as of December 31, 2016 and 2015, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

BPM LLP

San Francisco, California  
July 12, 2017

# THE ZELLERBACH FAMILY FOUNDATION

## STATEMENTS OF FINANCIAL POSITION

December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
<b>ASSETS</b>		
Cash	\$ 4,003,692	\$ 2,542,705
Investments, at fair value	123,495,116	122,885,011
Receivables from unsettled investment transactions	12,684	38,020
Other assets, net	<u>43,219</u>	<u>97,817</u>
Total assets	<u><u>\$ 127,554,711</u></u>	<u><u>\$ 125,563,553</u></u>
<b>LIABILITIES AND NET ASSETS</b>		
Liabilities:		
Grants payable	\$ 30,000	\$ 375,000
Accounts payable and accrued expenses	195,058	192,511
Deferred federal excise tax	<u>239,835</u>	<u>189,835</u>
Total liabilities	464,893	757,346
Net assets without donor restrictions	<u>127,089,818</u>	<u>124,806,207</u>
Total liabilities and net assets	<u><u>\$ 127,554,711</u></u>	<u><u>\$ 125,563,553</u></u>

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

**THE ZELLERBACH FAMILY FOUNDATION**  
**STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS**

For the years ended December 31, 2016 and 2015

	2016	2015
Net investment income:		
Dividends, interest, and other income	\$ 705,066	\$ 829,958
Net realized and unrealized gain (loss) on investments	8,194,000	(2,339,010)
Net investment income (loss) before federal excise taxes	8,899,066	(1,509,052)
Federal excise and income tax expense (benefit)	89,667	(34,600)
Net investment income (loss)	8,809,399	(1,474,452)
Support	1,950	-
Total investment income (loss) and support	8,811,349	(1,474,452)
Expenses:		
Grants	4,652,695	4,200,750
Program support:		
Salaries and benefits	911,401	-
Occupancy	186,628	-
Office expenses	79,415	-
Professional services	71,201	-
Total program support	1,248,645	1,166,804
General and administrative:		
Salaries and benefits	396,004	-
Occupancy	82,400	-
Office expenses	85,784	-
Professional services	62,210	-
Total general and administrative	626,398	622,162
Total expenses	6,527,738	5,989,716
Change in net assets	2,283,611	(7,464,168)
Net assets without donor restrictions:		
Beginning of year	124,806,207	132,270,375
End of year	\$ 127,089,818	\$ 124,806,207

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

# THE ZELLERBACH FAMILY FOUNDATION

## STATEMENTS OF CASH FLOWS

For the years ended December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Cash flows from operating activities:		
Contributions	\$ 1,950	\$ -
Interest and dividends received	698,914	858,471
Grants paid	(4,997,695)	(4,820,750)
Cash paid for payroll and benefits	(1,164,673)	(1,196,880)
Cash paid for other administrative expenses	(656,540)	(582,052)
Cash paid for investment related expenses	(282,804)	(393,029)
Excise taxes paid	<u>(100,000)</u>	<u>(130,000)</u>
Net cash used in operating activities	<u>(6,500,848)</u>	<u>(6,264,240)</u>
Cash flows from investing activities:		
Purchases of investments	(8,400,000)	(16,500,000)
Proceeds from sales of investments	16,785,265	22,577,982
Capital calls for alternative investments	(3,536,730)	(2,757,432)
Distributions from alternative investments	<u>3,113,300</u>	<u>4,523,948</u>
Net cash provided by investing activities	<u>7,961,835</u>	<u>7,844,498</u>
Change in cash	1,460,987	1,580,258
Cash, beginning of year	<u>2,542,705</u>	<u>962,447</u>
Cash, end of year	<u>\$ 4,003,692</u>	<u>\$ 2,542,705</u>

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

# THE ZELLERBACH FAMILY FOUNDATION

## NOTES TO FINANCIAL STATEMENTS

December 31, 2016 and 2015

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### 1. Organization

The Zellerbach Family Foundation (the “Foundation”) is a private family foundation established in 1956. The Foundation’s mission is to be a catalyst for constructive social change by initiating and investing in efforts that strengthen families and communities in the San Francisco Bay Area. Funding priorities include the following program categories: immigrants and refugees, public social service systems, and promoting culture.

The Foundation receives partial funding for its community arts program from one other foundation as described in Note 2.

The Foundation’s administrative offices are located in San Francisco, California.

### 2. Significant Accounting Policies

#### *Basis of Presentation and Description of Net Assets*

The Foundation uses the accrual basis of accounting in accordance with U.S. generally accepted principles and reports information regarding its financial position and activities according to their classes of net assets: with donor restrictions and without donor restrictions.

**Net Assets with Donor Restrictions:** The part of net assets of the Foundation that is subject to donor-imposed restrictions (donors include other types of contributors, including makers of certain grants). At December 31, 2016 and 2015, the Foundation did not have any net assets with donor restrictions.

**Net Assets without Donor Restrictions:** The part of net assets of the Foundation that is not subject to donor-imposed restrictions (donors include other types of contributors, including makers of certain grants).

#### *Cash and Equivalents*

Cash and equivalents consist of cash and short-term commercial paper with maturities of three months or less at date of purchase.

#### *Investments*

The Foundation reports investments at fair value. Realized gains and losses resulting from sales of securities are calculated on an adjusted cost based on the trade date for publicly traded investments or upon closing of the transaction for private investments. Dividend and interest income and other partnership income from alternative investments are accrued when earned. The fair value of alternative investments, global and fixed income funds is further described under the fair value measurement policy below.

Investment transactions are recorded on a trade-date basis. Receivables or payables from unsettled investment transactions represents cash received subsequent to year-end for sales or purchases of investments consummated prior to year-end. Investment management and advisory fees on the statement of activities and changes in net assets include direct fees paid to investment advisors, managers, and custodians, as well as estimated indirect fees netted against investment returns by investment managers.

Continued

# THE ZELLERBACH FAMILY FOUNDATION

## NOTES TO FINANCIAL STATEMENTS

December 31, 2016 and 2015

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### 2. Significant Accounting Policies, continued

#### *Investments*, continued

Investments, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

#### *Fair Value Measurements*

The Foundation carries certain assets and liabilities at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer liability in an orderly transaction between market participants at the measurement date. In addition, the Foundation reports certain investments using the Net Asset Value (“NAV”) per share as determined by investment managers under the so-called “practical expedient.” The practical expedient allows net asset value per share to represent fair value for reporting purposes when the criteria for using this method are met.

Fair value measurement standards also require the Foundation to classify these financial instruments into a three-level hierarchy, based on the priority of inputs to the valuation technique. The Foundation classifies its financial assets and liabilities according to three levels, and maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value.

*Level 1* – Quoted prices are available in active markets for identical investments as of the reporting date, without adjustment. This category includes active exchange traded money market funds, actively managed fixed income, and equity securities whose values are based on quoted market prices.

*Level 2* – Pricing inputs, including broker quotes, are generally those other than exchange quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies.

*Level 3* – Pricing inputs are unobservable and include situations where there is little, if any, market activity for the investment.

#### *Grants*

Grants are expensed when the unconditional promise to give is approved by the Board of Directors. Grants are authorized subject to certain restrictions, and failure of the recipients to meet these restrictions may result in cancellations or refunds. Grant refunds are recorded as a reduction of grant expense at the time the grant is refunded to the Foundation.

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# THE ZELLERBACH FAMILY FOUNDATION

## NOTES TO FINANCIAL STATEMENTS

December 31, 2016 and 2015

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### 2. Significant Accounting Policies, continued

#### *Community Arts Program*

The Foundation is participating in and administering a collaborative funding initiative with other organizations to support the community arts program to ensure the availability of a wide variety of art experiences, to promote multicultural community art, encourage new artists, and improve the capacity to perform and develop new audiences. Only 501(c)(3) organizations are eligible for grants. The Foundation records amounts received and paid on behalf of the other participating foundations as agency transactions. Therefore, no revenue or expense is recorded for the amounts received from the other participating foundations or for their share of the grants.

#### *Excise and Income Taxes*

The Foundation is a private foundation and is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and from California franchise and/or income taxes under Section 23701(d) of the Revenue and Taxation Code. In addition, the Foundation may be subject to tax on unrelated business income, if any, generated by its investments.

The Foundation is subject to federal excise tax on its investment income. A provision for federal excise tax is accrued. Deferred taxes are recorded on the unrealized gain on investments (see Note 5).

#### *Functional Expense Allocations*

Expenses are recorded as attributable to either grant support or administrative functions whenever possible. However, certain categories of expense are attributable to more than one function and therefore must be allocated on a reasonable basis. Salaries, benefits and occupancy are allocated on the basis of time and effort estimates made by the Foundation's management.

#### *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. Those estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

#### *Recent Accounting Pronouncements*

In August 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-14, *Not-for-Profit Entities: Presentation of Financial Statements of Not-for-Profit Entities*. The ASU changes how a not-for-profit organization classifies its net assets, as well as the information it presents in financial statements and notes about liquidity, financial performance, and cash flows. The main difference between previous GAAP and Topic 958 is that net assets will now be presented in two classes rather than three. Not-for-Profit entities will report amounts for net assets with donor restrictions and net assets without donor restrictions. For nonpublic entities, the ASU is effective for annual reporting periods beginning after December 15, 2017 with early adoption permitted. The Foundation has elected to early adopt ASU 2016-14.

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# THE ZELLERBACH FAMILY FOUNDATION

## NOTES TO FINANCIAL STATEMENTS

December 31, 2016 and 2015

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### 2. Significant Accounting Policies, continued

#### *Recent Accounting Pronouncements*, continued

In February 2016, the FASB issued ASU 2016-02, *Leases* (Topic 842). The ASU revises standard that is aimed at increasing transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. For nonpublic entities, the ASU is effective for annual reporting periods beginning after December 15, 2019 with early adoption permitted. The Foundation is currently evaluating the impact of adoption on its financial statements.

#### *Reclassifications*

ASU 2016-14 no longer requires investment management and advisory fees to be presented separately from net investment income. For comparative purposes, certain reclassifications have been made to the 2015 statement of activities.

### 3. Investments

Investments at December 31, 2016 and 2015, consist of the following:

	2016	2015
Cash equivalents	\$ 306,207	\$ 287,357
Domestic equities and funds	18,772,860	17,804,132
Global equity funds	34,022,310	37,194,458
Private investments	27,122,568	25,254,526
Multi-strategy hedge funds	19,607,929	20,184,543
Inflation protection funds	8,601,440	7,424,091
Fixed income funds	15,061,802	14,735,904
	<u>\$ 123,495,116</u>	<u>\$ 122,885,011</u>

Continued

**THE ZELLERBACH FAMILY FOUNDATION**

**NOTES TO FINANCIAL STATEMENTS**

December 31, 2016 and 2015

**4. Fair Value Measurement and Net Asset Value Disclosure**

*Fair Value Disclosure*

The table below presents the balances of assets measured at fair value on a recurring basis at December 31, 2016:

	Total	Level 1
Cash equivalents	\$ 306,207	\$ 306,207
Domestic equities and funds:		
U.S. small cap	5,876,491	5,876,491
Global equity funds:		
Global equity	4,546,569	4,546,569
Multi-strategy hedge funds	2,699,201	2,699,201
Inflation protection funds:		
Domestic real estate equity	1,637,949	1,637,949
Marketable natural resources	3,912,318	3,912,318
Fixed income funds:		
Domestic bonds	2,272,192	2,272,192
	21,250,927	\$ 21,250,927
Investments valued using net asset value:		
Domestic equities and funds:		
U.S. large cap	3,884,055	
U.S. long/short equity exposure	9,012,314	
Global equity funds:		
Global equity	5,215,188	
International equity	12,617,782	
International small cap	3,703,998	
Emerging markets	7,938,773	
Private investment funds:		
Venture capital/private equity	20,965,686	
Private real estate/hard assets	6,156,883	
Multi-strategy hedge funds	16,908,727	
Inflation protection funds:		
Private natural resources	3,051,173	
Fixed income funds:		
U.S. Government bonds	8,578,543	
Absolute return	4,211,067	
Total investments valued using net asset value	102,244,189	
Total investments	\$ 123,495,116	

Continued

**THE ZELLERBACH FAMILY FOUNDATION**

**NOTES TO FINANCIAL STATEMENTS**

December 31, 2016 and 2015

**4. Fair Value Measurement and Net Asset Value Disclosure, continued**

*Fair Value Disclosure*, continued

The table below presents the balances of assets measured at fair value on a recurring basis at December 31, 2015:

	Total	Level 1
Cash equivalents	\$ 287,357	\$ 287,357
Domestic equities and funds:		
U.S. small cap	5,847,913	5,847,913
Multi-strategy hedge funds	2,768,412	2,768,412
Inflation protection funds:		
Domestic real estate equity	1,841,415	1,841,415
Marketable natural resources	2,688,514	2,688,514
Fixed income funds:		
Domestic bonds	2,161,070	2,161,070
	15,594,681	\$ 15,594,681
Investments valued using net asset value:		
Equity funds:		
Global and domestic equity	6,874,819	
U.S. long/short equity exposure	5,081,401	
Global equity funds:		
Global equity	10,487,404	
International equity	12,806,530	
International small cap	3,360,157	
Emerging markets	10,540,367	
Private investment funds:		
Venture capital/private equity	20,562,665	
Private real estate/hard assets	4,691,861	
Multi-strategy hedge funds	17,416,130	
Inflation protection funds:		
Private natural resources	2,894,162	
Fixed income funds:		
U.S. Government bonds	8,493,192	
Absolute return	4,081,642	
Total investments valued using net asset value	107,290,330	
Total investments	\$ 122,885,011	

Continued

# THE ZELLERBACH FAMILY FOUNDATION

## NOTES TO FINANCIAL STATEMENTS

December 31, 2016 and 2015

### 4. Fair Value Measurement and Net Asset Value Disclosure, continued

#### *Net Asset Value Disclosure*

The Foundation uses the NAV as a practical expedient to determine the fair value of all the underlying investments which do not have readily determinable fair value and prepare their financial statements consistent with the measurement principles of an investment company or have the attributes of an investment company. The following table lists investments by major category as of December 31, 2016 and 2015:

Strategies	2016		2015		Redemption Frequency	Notice Period
	Number of Funds	Valuation	Number of Funds	Valuation		
Equity funds:						
Global and domestic equity (a)	8	\$ 40,360,890	8	\$ 47,480,038	Monthly	6–60 days
Non-redeemable global equity (b)	1	2,011,220	1	1,670,640	N/A	N/A
Alternative equity funds:						
Venture capital/private equity (c)	28	20,965,686	26	20,562,665	N/A	N/A
Private real estate/hard assets (d)	7	6,156,883	6	4,691,861	N/A	N/A
Multi-strategy hedge:						
Redeemable (e)	3	15,915,204	3	15,553,705	Quarterly/ Annually Subject to lockup periods up to 3 years	60–95 days
Nonredeemable (f)	2	993,523	2	1,862,425	N/A	N/A
Inflation protection funds:						
Private natural resources (g)	2	3,051,173	2	2,894,162	N/A	N/A
Fixed income fund:						
U.S. Government bonds (h)	1	8,578,543	1	8,493,192	Daily	2 days
Emerging markets (i)	1	4,211,067	1	4,081,642	Monthly	60 days
Total	53	\$ 102,244,189	50	\$ 107,290,330		

- a) This strategy seeks to obtain long-term returns through pooled funds invested in domestic, international, and global equities.
- b) This is a European equities fund with a three-year lockup period from the date of purchase in March 2015.
- c) Venture capital and private equity funds invest in various companies, both domestic and international. All of these funds are fund of funds. The partnerships typically have a legal life span of 10–12 years with very limited redemption rights for the Limited Partners. Liquidity is expected in the form of distributions from the funds when the underlying assets are sold. It is estimated that the underlying assets will be redeemed over the next 12 years. Unfunded commitments were \$6,209,785 and \$7,267,006 for 2016 and 2015, respectively.

Continued

# THE ZELLERBACH FAMILY FOUNDATION

## NOTES TO FINANCIAL STATEMENTS

December 31, 2016 and 2015

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### 4. Fair Value Measurement and Net Asset Value Disclosure, continued

#### *Net Asset Value Disclosure*, continued

- d) This strategy invests in both domestic and international natural resources and real estate funds. All of these funds are fund of funds that cannot generally be redeemed and liquidity is expected in the form of distributions from the funds when the underlying assets are sold over the life of the partnerships, which is estimated to be over the next 12+ years. Unfunded commitments were \$4,395,714 and \$4,183,214 for 2016 and 2015, respectively.
- e) Redeemable multi-strategy hedge funds include one fund (\$5.3M) that engages primarily in event driven investments and in the securities of issuers that are experiencing financial distress which is redeemable quarterly. These funds also include one fund of funds (\$5.9M) that invests in long/short term offshore hedge funds and one fund of funds (\$4.7M) that invests in long/short and absolute return hedge funds. Both of these funds comprise a series of share classes which are redeemable in one or three year intervals.
- f) Non-redeemable multi-strategy hedge includes a fund (\$.9M) that invests in bank holding company stock and debt auctioned by the U.S. Department of Treasury under the Trouble Asset Relief Program ("TARP") and small position (\$0.1M) in a pool of private investments. The proceeds from both of these funds will be distributed as the underlying investments are sold.
- g) This strategy invests in royalty interests primarily in natural gas fields in the continental United States. These investments cannot be redeemed and distributions are received quarterly as royalty interest is generated. Unfunded commitments were \$0 and \$50,000 for 2016 and 2015, respectively.
- h) This fund invests in intermediate and long-term United States Government bonds.
- i) This emerging markets fund seeks exposure to currencies of emerging market countries by investing in money market instruments, including short-duration currency forwards and local currency debt. Currency forwards are the predominant investments and typically represent 60–70% of the portfolio.

Subsequent to year-end, the Foundation invested \$3,500,000 in one new equities fund, redeemed one hedge fund valued at \$2,700,000 and sold partial interests, valued at \$4,600,000, in nine existing funds. Additionally, the Foundation executed investment commitments of \$3,000,000 with two new funds and paid capital calls of approximately \$2,000,000 on investment commitments.

### 5. Liquidity

The Foundation has a goal to maintain cash and liquid short-term investments on hand at an allocation of at least 2% of total investments, which covers approximately five months of normal operating expenses. In addition, as part of its liquidity management, the Foundation structures its financial assets to be available for regular quarterly rebalancing redemptions that align with the timing of quarterly grant disbursements.

As of December 31, 2016, cash and liquid short-term investments comprised 5% of total investments, another 15% of investments were redeemable on a daily basis and an additional 45% of investments were redeemable on a monthly or quarterly basis. Approximately 35% of investments had liquidity restrictions in excess of one year.

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# THE ZELLERBACH FAMILY FOUNDATION

## NOTES TO FINANCIAL STATEMENTS

December 31, 2016 and 2015

### 6. Excise and Income Taxes

In accordance with the applicable provisions of the Internal Revenue Code, the Foundation is a private foundation and qualifies as a tax-exempt organization. Private foundations are liable for an excise tax of 2% (1% if minimum payout requirements prescribed by the Internal Revenue Code are met) on net investment income, excluding unrealized gains, as defined. For the years ended December 31, 2016 and 2015, the excise tax rates were 1%. Deferred excise taxes arise primarily from unrealized tax basis gains on investments and are calculated based on a 2% rate.

Estimated tax provisions, both current and deferred, are recorded at the 2% rate during the current year. Adjustments between estimated and actual tax expense, including any adjustments between the 2% and 1% rate, are made to deferred taxes in the subsequent year in which the tax return is filed. The 2016 current federal excise tax provision includes a downward adjustment for meeting the 1% rate requirements in 2015.

Current federal excise taxes payable and unrelated business income taxes payable are included in accounts payable and accrued expenses in the statement of financial position.

The provision for current and deferred federal excise taxes for the years ended December 31, 2016 and 2015 was as follows:

	2016	2015
Current federal excise tax	\$ 39,667	\$ 61,400
Deferred federal excise tax	50,000	(96,000)
Total	<u>\$ 89,667</u>	<u>\$ (34,600)</u>

The Foundation is subject to distribution requirements of the Internal Revenue Code. Accordingly, it must distribute within one year after the end of each fiscal year, 5% of the fair value of its investment assets, as defined. The investments includable for the 5% distribution requirement are based on average monthly balances and are exclusive of those assets deemed to be held for charitable activities or other program-related investments. In determining qualifying distributions, grant payments are considered on a cash basis and certain expenses are considered as qualifying distributions. The Foundation complied with the distribution requirements for 2016 and 2015.

### 7. Grants Payable

Grants are expensed when the unconditional promise to give is approved by the Board of Directors. Total grants payable as of December 31, 2016 and 2015 were \$30,000 and \$375,000, respectively. Grants payable as of December 31, 2016 are expected to be paid in the following year.

### 8. Commitments

#### *Operating Leases*

The Foundation leases office facilities under a non-cancelable operating lease agreement which expires in September 2017. Future minimum lease payments under the lease are \$200,723 for 2017.

Continued

# THE ZELLERBACH FAMILY FOUNDATION

## NOTES TO FINANCIAL STATEMENTS

December 31, 2016 and 2015

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### 8. Commitments, continued

#### *Operating Leases*, continued

Rental expense including common area charges was approximately \$269,000 and \$258,000 for the years ended December 31, 2016 and 2015, respectively.

#### *Investments*

As described in Note 4, the Foundation had capital commitments for investments totaling approximately \$10,557,115 and \$11,500,220 as of December 31, 2016 and 2015, respectively.

### 9. Retirement Plans

The Foundation maintains a defined contribution retirement plan. Under the plan, employees are allowed to contribute amounts up to statutory limits and, for employees working more than 1,000 hours per year and who have attained 21 years of age, the Foundation contributes 15% of employee compensation, as defined, to the plan. Vesting occurs after the second covered year of service. Employees are not required to make a contribution. The Foundation contributed \$126,037 and \$136,687 to the plan during 2016 and 2015, respectively.

### 10. Concentrations of Risk

Investments in general are exposed to various risks, such as interest rate, credit and overall market volatility. Adverse economic conditions either nationwide or internationally may result in a reduction of the investments carrying amount. The maximum loss on the investments would be the carrying amount in the financial statements less amounts insured by the Securities Investor Protection Corporation ("SIPC"). As of December 31, 2016 and 2015, the Foundation held investments in excess of the SIPC insurance limits.

As of December 31, 2016 and 2015, investments in three funds represented approximately 20% and 24% of total investments, respectively.

The Foundation maintains cash with one major financial institution. As of December 31, 2016, the Foundation was in excess of the federal depository insurance limit of \$250,000.

### 11. Subsequent Events

The management of the Foundation has reviewed the changes in net assets for the period of time from its fiscal year ended December 31, 2016 through July 12, 2017, the date the financial statements were available to be issued, and has determined that no adjustments are necessary to the amounts reported in the accompanying financial statements and subsequent events have occurred which would require disclosure, other than those disclosed in Note 4 and below.

On May 15, 2017, the Foundation entered into a new office facilities lease agreement with estimated commencement date of October 1, 2017 and estimated expiration date of September 30, 2024.