



CITY YEAR, INC.

Financial Statements

June 30, 2014 and 2013

(With Independent Auditors' Report Thereon)



KPMG LLP
Two Financial Center
60 South Street
Boston, MA 02111

Independent Auditors' Report

The Board of Trustees
City Year, Inc.:

Report on the Financial Statements

We have audited the accompanying financial statements of City Year, Inc. (City Year), which comprise the statements of financial position as of June 30, 2014 and 2013, and the related statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; 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 City Year as of June 30, 2014 and 2013, and the changes in its net assets and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

KPMG LLP

Boston, MA
October 24, 2014

CITY YEAR, INC.

Statements of Financial Position

June 30, 2014 and 2013

Assets	2014	2013
Cash and equivalents:		
Unrestricted	\$ 15,235,170	8,450,936
Restricted for future periods	8,028,490	8,967,790
Total cash and equivalents	23,263,660	17,418,726
Government grants receivable, net	7,379,446	13,776,902
Contributions receivable, net (note 9)	4,498,840	6,287,579
Other assets	1,730,324	1,133,840
Investments, at fair value (note 7)	12,472,286	10,846,729
Property and equipment, net (note 10)	20,516,852	20,124,525
Total assets	\$ 69,861,408	69,588,301
Liabilities and Net Assets		
Liabilities:		
Accounts payable and accrued expenses	\$ 2,251,722	3,741,275
Accrued payroll and related expenses	2,984,306	2,308,105
Interest rate swaps (note 14)	907,207	1,058,476
Bonds payable (note 14)	7,875,000	8,100,000
Total liabilities	14,018,235	15,207,856
Commitments and contingencies (notes 11, 12, and 14)		
Net assets:		
Unrestricted	35,431,060	33,039,673
Temporarily restricted (note 3)	14,530,460	15,559,119
Permanently restricted (note 4)	5,881,653	5,781,653
Total net assets	55,843,173	54,380,445
Total liabilities and net assets	\$ 69,861,408	69,588,301

See accompanying notes to financial statements.

CITY YEAR, INC.

Statements of Activities

Years ended June 30, 2014 and 2013

	2014	2013
Changes in unrestricted net assets:		
Operations:		
Revenues and other support:		
Contributions and private grants (note 6)	\$ 61,446,035	51,647,646
Federal grants – Corporation for National and Community Service (note 11)	32,626,297	31,765,259
School District and other government grants	25,903,768	23,520,875
Investment return utilized for operations (note 7)	403,917	371,531
Other income	330,765	626,463
Net assets released from restrictions (note 5)	8,432,900	8,112,948
Total operating revenues and other support	129,143,682	116,044,722
Expenses (note 6):		
Program services	99,681,629	90,288,546
Supporting services:		
Organizational support	14,875,054	12,678,141
Fundraising	12,347,631	10,368,616
Total expenses	126,904,314	113,335,303
Increase in unrestricted net assets from operations	2,239,368	2,709,419
Nonoperating transactions:		
Contributions and private grants – capital campaign	750	68,228
Investment return above that utilized for operations (note 7)	—	312
Unrealized net gains on changes in fair value of interest-rate swaps (note 14)	151,269	398,918
Increase in unrestricted net assets from nonoperating transactions	152,019	467,458
Increase in unrestricted net assets	2,391,387	3,176,877
Changes in temporarily restricted net assets:		
Contributions	6,427,600	8,299,928
Return on endowments not utilized (note 7)	976,641	757,780
Net assets released from restrictions (note 5)	(8,432,900)	(8,112,948)
(Decrease) increase in temporarily restricted net assets	(1,028,659)	944,760
Changes in permanently restricted net assets:		
Contributions	100,000	350,000
Increase in permanently restricted net assets	100,000	350,000
Increase in net assets	1,462,728	4,471,637
Net assets, beginning of year	54,380,445	49,908,808
Net assets, end of year	\$ 55,843,173	54,380,445

See accompanying notes to financial statements.

CITY YEAR, INC.

Statement of Functional Expenses

Year ended June 30, 2014

	<u>Program services</u>	<u>Organizational support</u>	<u>Fundraising</u>	<u>Total</u>
Personnel expenses:				
Staff salaries	\$ 31,426,574	5,826,448	6,958,624	44,211,646
Corp member stipends	34,077,069	—	—	34,077,069
Payroll taxes and employee benefits	11,530,462	998,006	1,326,300	13,854,768
	<u>77,034,105</u>	<u>6,824,454</u>	<u>8,284,924</u>	<u>92,143,483</u>
Other expenses:				
Contract services	4,575,623	2,229,947	619,250	7,424,820
Professional services	—	856,925	—	856,925
Transportation, travel, and lodging	5,237,727	536,037	393,406	6,167,170
Retreats and conferences	153,030	27,262	43,503	223,795
Materials and supplies	2,804,912	189,352	264,118	3,258,382
Postage and shipping	100,724	65,509	29,299	195,532
Telecommunications	1,202,451	768,563	10,252	1,981,266
Printing, publications, dues, and fees	970,809	1,159,681	312,403	2,442,893
Occupancy and insurance	3,954,463	444,311	26,294	4,425,068
Equipment/space rental and repair	3,081,726	292,710	2,218,384	5,592,820
Interest	143,128	187,035	17,892	348,055
Depreciation and amortization	422,931	1,293,268	127,906	1,844,105
	<u>22,647,524</u>	<u>8,050,600</u>	<u>4,062,707</u>	<u>34,760,831</u>
Total expenses	<u>\$ 99,681,629</u>	<u>14,875,054</u>	<u>12,347,631</u>	<u>126,904,314</u>

See accompanying notes to financial statements.

CITY YEAR, INC.

Statement of Functional Expenses

Year ended June 30, 2013

	<u>Program services</u>	<u>Organizational support</u>	<u>Fundraising</u>	<u>Total</u>
Personnel expenses:				
Staff salaries	\$ 27,827,981	4,591,282	6,017,740	38,437,003
Corp member stipends	31,908,461	—	—	31,908,461
Payroll taxes and employee benefits	10,064,492	745,856	1,029,609	11,839,957
	<u>69,800,934</u>	<u>5,337,138</u>	<u>7,047,349</u>	<u>82,185,421</u>
Other expenses:				
Contract services	4,361,553	2,156,607	599,723	7,117,883
Professional services	—	627,763	—	627,763
Transportation, travel, and lodging	4,726,378	457,057	279,230	5,462,665
Retreats and conferences	92,744	24,115	20,179	137,038
Materials and supplies	2,896,187	150,242	219,909	3,266,338
Postage and shipping	98,048	48,853	28,339	175,240
Telecommunications	691,137	338,059	8,579	1,037,775
Printing, publications, dues, and fees	685,214	1,336,051	351,650	2,372,915
Occupancy and insurance	3,671,249	414,721	21,596	4,107,566
Equipment/space rental and repair	2,659,649	224,182	1,674,652	4,558,483
Interest	180,927	235,079	17,432	433,438
Depreciation and amortization	424,526	1,328,274	99,978	1,852,778
	<u>20,487,612</u>	<u>7,341,003</u>	<u>3,321,267</u>	<u>31,149,882</u>
Total expenses	<u>\$ 90,288,546</u>	<u>12,678,141</u>	<u>10,368,616</u>	<u>113,335,303</u>

See accompanying notes to financial statements.

CITY YEAR, INC.

Statements of Cash Flows

Years ended June 30, 2014 and 2013

	2014	2013
Cash flows from operating activities:		
Increase in net assets	\$ 1,462,728	4,471,637
Adjustments to reconcile increase in net assets to net cash provided by operating activities:		
Depreciation and amortization	1,844,105	1,852,778
Realized and unrealized net gains on investments	(1,380,558)	(1,129,623)
Changes in fair value of interest-rate swaps	(151,269)	(398,918)
Contributions of property and equipment	(206,730)	(591,249)
Contributions restricted for long-term investment	(100,750)	(418,228)
Changes in operating assets and liabilities:		
Government grants receivable, net	6,397,456	(6,374,293)
Contributions receivable, net	1,788,739	(377,510)
Other assets	(601,472)	(440,609)
Accounts payable and accrued expenses	(1,489,553)	447,079
Accrued payroll and related expenses	676,201	960,793
Net cash provided by (used in) operating activities	8,238,897	(1,998,143)
Cash flows from investing activities:		
Purchases of investments	(245,000)	(396,750)
Renovations of building	(148,346)	(441,747)
Purchases of equipment	(1,876,367)	(2,565,709)
Net cash used in investing activities	(2,269,713)	(3,404,206)
Cash flows from financing activities:		
Proceeds from bond payable	—	8,100,000
Repayments of bond payable	(225,000)	(8,215,000)
Bond issuance costs paid	—	(114,718)
Contributions restricted for long-term investment	100,750	418,228
Net cash (used in) provided by financing activities	(124,250)	188,510
Net increase (decrease) in cash and equivalents	5,844,934	(5,213,839)
Cash and equivalents, beginning of year	17,418,726	22,632,565
Cash and equivalents, end of year	\$ 23,263,660	17,418,726
Supplemental data:		
Cash paid for interest	\$ 357,447	334,609

See accompanying notes to financial statements.

CITY YEAR, INC.

Notes to Financial Statements

June 30, 2014 and 2013

(1) Organization Background and History

City Year Inc. (the Organization or City Year) was founded in Boston, Massachusetts in 1988 and now operates in twenty-four locations across the United States, including Columbia, SC, Providence, RI, Chicago, IL, Columbus, OH, San Jose, CA, San Antonio, TX, Cleveland, OH, Philadelphia, PA, Seattle, WA, Detroit, MI, Washington, DC, Manchester, NH, New York City, NY, Little Rock, AR, Baton Rouge, LA, New Orleans, LA, Los Angeles, CA, Miami, FL, Milwaukee, WI, Denver, CO, Orlando, FL, Sacramento, CA, and Jacksonville, FL. In 2005, City Year established its first international program in Johannesburg, South Africa, City Year South Africa Citizen Service Organization, and in 2009, City Year collaborated with an organization in the UK to establish a City Year program in London.

City Year's vision is that one day the most commonly asked question of a young person will be, "Where are you going to do your service year?" City Year supports this vision in three primary ways:

- (a) The City Year youth service corps annually unites young people age 17 – 24 for a year of full-time community service and leadership development at locations across the country. As tutors, mentors and role models, they help students and schools succeed, and embody the power of national service to address pressing domestic issues.
- (b) City Year seeks to inspire citizen service with high-impact community events that engage people and institutions through major physical service projects – such as renovating schools, refurbishing playgrounds and painting over graffiti with murals.
- (c) City Year promotes citizen service and builds awareness of and support for increasing service opportunities by engaging policy makers and convening service organizations.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (GAAP).

Net assets and revenues are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Organization and changes therein are classified and reported as follows:

Unrestricted net assets – Net assets not subject to donor-imposed stipulations.

Temporarily restricted net assets – Net assets subject to donor-imposed stipulations that may or will be met either by actions of the Organization and/or the passage of time.

Permanently restricted net assets – Net assets subject to donor-imposed stipulations that they be maintained in perpetuity and represents the historic value of donor-restricted endowments funds.

CITY YEAR, INC.

Notes to Financial Statements

June 30, 2014 and 2013

Revenues are reported as increases in unrestricted net assets unless use of the related assets is limited by donor-imposed restrictions, including time restrictions. Expenses are reported as decreases in unrestricted net assets. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor stipulations or law. Expirations of temporary restrictions on net assets are reported as reclassifications between the applicable classes of net assets.

Expirations of temporary restrictions occur when donor-imposed stipulated purposes have been accomplished and/or the stipulated time period has elapsed. If an expense is incurred for a purpose for which both unrestricted and temporarily restricted net assets are available, a donor-imposed restriction is fulfilled to the extent of the expense incurred unless the expense is incurred for a purpose that is directly attributable to another specific external source of revenue.

Contributions, including unconditional promises to give, are recognized as revenues in the period received. Contributions and earnings subject to donor-imposed stipulations that are met in the same reporting period are reported as unrestricted revenue. Promises from donors that are scheduled to be received after the statement of financial position date are shown as increases in unrestricted net assets or temporarily restricted net assets. Temporarily restricted net assets are reclassified to unrestricted net assets when the purpose or time restrictions are met. Promises from donors subject to stipulations that the original gift be maintained permanently are shown as increases in permanently restricted net assets. Conditional promises are not recognized until they become unconditional; that is, when the conditions on which they depend are substantially met. Contributions of assets other than cash are recorded at their estimated fair value. Contributions to be received after one year are discounted at the appropriate rate commensurate with the risks and duration involved. Amortization of the discount is recorded as additional contribution revenue in accordance with the donor-imposed restrictions, if any.

Dividends, interest, and net unrealized gains (losses) on long-term investments are reported as follows:

- increases in permanently restricted net assets if the terms of the contributions required these to be added to principal;
- increases (decreases) in temporarily restricted net assets if the terms of the contributions impose restrictions on the use of the income and gains; or
- increases (decreases) in unrestricted net assets in all other cases.

(b) *Operating and Nonoperating Activities*

The statements of activities report all changes in net assets, including changes in unrestricted net assets from operating and nonoperating transactions. Operating revenues consist of those items attributable to City Year's ongoing service efforts. Unrestricted contributions are reported as operating revenues. City Year's spending rule allows for the expenditure of up to 4.5% of the average investment balance of certain qualifying investments for the trailing eight quarters, starting with March 31st of the prior fiscal year, to fund operations. Certain amounts included in operations as defined for purposes of the statements of activities differ from amounts reported as cash flows from operating activities.

CITY YEAR, INC.

Notes to Financial Statements

June 30, 2014 and 2013

Investment return in excess of amounts authorized for operations, unrealized net gains or losses from changes in fair value of interest rate swaps, and any contributions received for nonoperating purposes are reported as nonoperating items in the statements of activities.

(c) Cash and Cash Equivalents

For purposes of the statements of cash flows, cash and equivalents consist of cash, money market mutual funds and short-term investments with original maturity dates of three months or less at date of acquisition.

(d) Investments

Investments are reported at fair value. Shares in registered funds are based on published share values reported by the funds. The fair value of land held for investment are estimated based on appraisals and a broker opinion of value.

(e) Property and Equipment

Property and equipment are stated at cost, except for donated assets, which are recorded at fair value at the date of gift. Ordinary repairs and maintenance are expensed as incurred. Depreciation and amortization are calculated on a straight-line basis over the following estimated useful lives:

Building	40 years
Furniture and fixtures	3–15 years
Equipment and software	3–10 years
Leasehold improvements	Shorter of life of lease or improvements

(f) Contributed Goods and Professional Services

Contributed goods and professional services are reflected as contributions in the accompanying statements of activities at their estimated fair value at the date received or provided.

(g) Program Services

Program services consist of expenses related to operations, education, training, corps development, new site development, special events, external affairs, and organizational development.

(h) Derivative Instruments

City Year utilizes interest-rate swap agreements to effectively convert a portion of its long-term variable-rate debt to fixed rates and not for speculative purposes. FASB ASC 815, *Derivatives and Hedging*, requires the swaps' fair value and changes therein to be recognized in the financial statements. Differences between the fixed and variable rates in effect at each interest due date are settled net under each swap, increasing or decreasing interest expense. The net termination value (cost) of each swap is measured at each reporting date and presented as an asset (liability) using techniques such as discounted cash flow analysis and option pricing models that incorporate assumptions about future market interest or exchange rates, as appropriate.

CITY YEAR, INC.

Notes to Financial Statements

June 30, 2014 and 2013

(i) Fair Value of Financial Instruments

GAAP establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. GAAP also requires City Year to disclose fair value information about all financial instruments, whether or not recognized in the statements of financial position, for which it is practicable to estimate fair value. The Organization's financial instruments not carried at fair value are carried at net realizable value, which approximates fair value, in the statements of financial position. Such financial instruments consist of cash and cash equivalents, receivables from grantors and donors, accounts payable, and accrued expenses.

Because the Organization's debt is at variable rates, its carrying value approximates its fair value. The Organization estimates such fair value using observable inputs, and classifies such instrument in Level 2 in the fair value hierarchy.

(j) Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the dates of the financial statements and the reported amounts of revenues and expenses during the reported periods. Actual results could differ from those estimates.

(k) Bond Issuance Costs

Bond issuance costs are deferred and recorded within other assets and are amortized over the contractual terms of the related bonds.

(l) Allocations

The Organization reports expenses by their functional classification. Expenses related directly to a program are charged to that program while indirect expenses are allocated principally on time and effort related to that function.

(m) Tax Status

The Organization generally does not provide for income taxes since it is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ASC 740, *Income Taxes*, permits an entity to recognize the benefit and requires accrual of an uncertain tax position only when the position is "more likely than not" to be sustained in the event of examination by tax authorities. In evaluating whether a tax position has met the recognition threshold, the Organization must presume that the position will be examined by the appropriate taxing authority that has full knowledge of all relevant information. ASC 740 also provides guidance on the recognition, measurement, and classification of income tax uncertainties, along with any related interest or penalties. Tax positions deemed to meet the "more-likely than-not" threshold are recorded as a tax expense in the current year. There were no uncertain tax positions as of June 30, 2014 and 2013.

CITY YEAR, INC.

Notes to Financial Statements

June 30, 2014 and 2013

(n) Reclassifications

Certain 2013 information has been reclassified to conform to the 2014 presentation.

(3) Temporarily Restricted Net Assets

Temporarily restricted net assets consisted of the following at June 30:

	2014	2013
Time restrictions	\$ 8,524,003	10,603,952
Purpose restrictions	591,272	661,622
Board-designated endowment funds	2,671,118	2,526,118
Accumulated unspent return on endowment funds:		
Donor-restricted	1,981,306	1,324,602
Board-designated	762,761	442,825
Total	2,744,067	1,767,427
	\$ 14,530,460	15,559,119

Unexpended cash received from donors in fiscal year 2014 and 2013 for expenditures expected in subsequent fiscal years totaled \$8,028,490 and \$8,967,790, respectively.

(4) Permanently Restricted Net Assets

Permanently restricted net assets at June 30 consisted of endowment gifts whose income is restricted for the following purpose:

	2014	2013
Donor-restricted endowment funds – program sponsorships	\$ 5,881,653	5,781,653

(5) Net Assets Released from Restrictions

Net assets released from restrictions consisted of the following for the years ended June 30:

	2014	2013
Expiration of time restrictions	\$ 8,232,550	7,815,448
Satisfaction of purpose restrictions	200,350	297,500
	\$ 8,432,900	8,112,948

CITY YEAR, INC.

Notes to Financial Statements

June 30, 2014 and 2013

(6) In-Kind Contributions

Contributed goods and services included in program and support services during the years ended June 30 were for the following purposes:

<u>Nature</u>	<u>2014</u>	<u>2013</u>
Program services:		
Uniforms	\$ —	404,885
Transportation and travel	777,800	712,599
Rent	201,018	230,944
Equipment rental and maintenance	15,748	—
Materials and supplies	21,044	2,523
Food	29,832	29,450
Total program services	<u>1,045,442</u>	<u>1,380,401</u>
Support services:		
Professional services	708,792	429,636
Rent	50,254	57,736
Total support services	<u>759,046</u>	<u>487,372</u>
Total	<u>\$ 1,804,488</u>	<u>1,867,773</u>

Contributions of land, equipment, and improvements in 2014 and 2013 were \$206,730 and \$591,249, respectively.

(7) Investments

GAAP establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Organization has the ability to access at the measurement date.
- Level 2 – Valuations based on quoted prices in less active, dealer or broker markets. Fair values are primarily obtained from third party pricing services for identical or comparable assets or liabilities.
- Level 3 – Valuations derived from other valuation methodologies, including pricing models, discounted cash flow models and similar techniques, and not based on market, exchange, dealer, or broker-traded transactions. Level 3 valuations incorporate certain assumptions and projections that are not observable in the market and significant professional judgment in determining the fair value assigned to such assets or liabilities.

CITY YEAR, INC.

Notes to Financial Statements

June 30, 2014 and 2013

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

City Year invests in the TIFF Multi-Asset Fund (MAF) managed by The Investment Fund for Foundations (TIFF) Investment Program Inc., which is registered under the Investment Act of 1940 with the Securities and Exchange Commission. MAF prices and makes funds available for redemption daily.

The following table summarizes the classification of the Organization's investments in accordance with the fair value hierarchy as of June 30, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
MAF (Level 1)	\$ 12,072,286	10,446,729
Land held for investment (Level 3)	400,000	400,000
Total investments	<u>\$ 12,472,286</u>	<u>10,846,729</u>

The fair value of land held for investment was estimated based on appraisals and a broker opinion of value.

The following are the components of the return on investments for the years ended June 30:

	<u>2014</u>	<u>2013</u>
Dividends and interest	\$ 146,801	142,199
Realized and unrealized net gains on investments	1,233,757	987,424
Total return on investments	<u>\$ 1,380,558</u>	<u>1,129,623</u>

Following is a reconciliation of total investment return to amounts reported in the statements of activities for the years ended June 30:

	<u>2014</u>	<u>2013</u>
Investment return utilized for operations	\$ 403,917	371,531
Investment return in excess of amounts utilized for operations – nonoperating	—	312
Return on endowments not utilized – temporarily restricted	976,641	757,780
Total return on investments	<u>\$ 1,380,558</u>	<u>1,129,623</u>

CITY YEAR, INC.

Notes to Financial Statements

June 30, 2014 and 2013

(8) Endowment

City Year's endowment consists of approximately 15 individual funds established for a variety of purposes, including both donor-restricted endowment funds and funds designated by the Board of Trustees to function as endowments. Net assets associated with endowment funds, including funds designated by the Board of Trustees to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

(a) Interpretation of Relevant Law

The Board of Trustees of the Organization has interpreted the Uniform Prudent Management of Institutional Funds Act (the Act) 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 Organization classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund.

The remaining portion of a 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 Organization in a manner consistent with the standard of prudence prescribed by the Act. In accordance with the Act, the Organization considers 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
7. The investment policies of the Organization

CITY YEAR, INC.

Notes to Financial Statements

June 30, 2014 and 2013

Endowment net assets consisted of the following at June 30, 2014:

	<u>Unrestricted</u>	<u>Temporarily restricted</u>	<u>Permanently restricted</u>	<u>Total</u>
Donor-restricted endowment funds	\$ —	1,981,306	5,881,653	7,862,959
Board-designated endowment funds	<u>775,448</u>	<u>3,433,879</u>	<u>—</u>	<u>4,209,327</u>
Total	<u>\$ 775,448</u>	<u>5,415,185</u>	<u>5,881,653</u>	<u>12,072,286</u>

Endowment net assets consisted of the following at June 30, 2013:

	<u>Unrestricted</u>	<u>Temporarily restricted</u>	<u>Permanently restricted</u>	<u>Total</u>
Donor-restricted endowment funds	\$ —	1,324,602	5,781,653	7,106,255
Board-designated endowment funds	<u>371,531</u>	<u>2,968,943</u>	<u>—</u>	<u>3,340,474</u>
Total	<u>\$ 371,531</u>	<u>4,293,545</u>	<u>5,781,653</u>	<u>10,446,729</u>

Changes in endowment net assets for the year ended June 30, 2014 are as follows:

	<u>Unrestricted</u>	<u>Temporarily restricted</u>	<u>Permanently restricted</u>	<u>Total</u>
Endowment net assets, July 1, 2013	\$ 371,531	4,293,545	5,781,653	10,446,729
Investment return:				
Interest and dividends	—	146,800	—	146,800
Net appreciation	<u>—</u>	<u>1,233,757</u>	<u>—</u>	<u>1,233,757</u>
Total investment return	—	1,380,557	—	1,380,557
Transfers in	403,917	—	—	403,917
Contributions	—	145,000	100,000	245,000
Endowment return appropriated	<u>—</u>	<u>(403,917)</u>	<u>—</u>	<u>(403,917)</u>
Endowment net assets, June 30, 2014	<u>\$ 775,448</u>	<u>5,415,185</u>	<u>5,881,653</u>	<u>12,072,286</u>

CITY YEAR, INC.

Notes to Financial Statements

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Changes in endowment net assets for the year ended June 30, 2013 are as follows:

	<u>Unrestricted</u>	<u>Temporarily restricted</u>	<u>Permanently restricted</u>	<u>Total</u>
Endowment net assets, July 1, 2012	\$ (312)	3,489,015	5,431,653	8,920,356
Investment return:				
Interest and dividends	—	142,198	—	142,198
Net appreciation	313	987,112	—	987,425
Total investment return	313	1,129,310	—	1,129,623
Transfers in	371,530	46,750	—	418,280
Contributions	—	—	350,000	350,000
Endowment return appropriated	—	(371,530)	—	(371,530)
Endowment net assets, June 30, 2013	\$ <u>371,531</u>	<u>4,293,545</u>	<u>5,781,653</u>	<u>10,446,729</u>

(b) Funds with Deficiencies

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor or the Act requires the Organization to retain as a fund of perpetual duration. Deficiencies of this nature that are reported in unrestricted net assets were zero as of June 30, 2014 and 2013, respectively. Subsequent gains that restore the fair value of the assets of the endowment funds to the required level are classified as an increase in unrestricted net assets.

(c) Return Objectives and Risk Parameters

The Organization has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that the organizations must hold in perpetuity or for a donor-specified period as well as board-designated funds. Under this policy, as approved by the Board of Trustees, the endowment assets are invested in a manner that is intended to produce results that exceed the price and yield results of relative benchmarks while assuming a moderate level of investment risk. The Organization expects its endowment funds to provide, over the long term (rolling three – to five year periods) an average annual total return (net of fees), equal to the spending rate plus inflation, defined as the Consumer Price Index. Actual returns in any given year may vary from this amount.

CITY YEAR, INC.

Notes to Financial Statements

June 30, 2014 and 2013

(d) Strategies Employed for Achieving Objectives

To satisfy its long-term rate-of-return objectives, the Organization relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Organization targets a diversified asset allocation that places a greater emphasis on investments in equity-based investments to achieve its long-term return objectives within prudent risk constraints.

(e) Spending Policy and How the Investment Objectives Relate to Spending Policy

The Organization has a policy of appropriating for distribution each year up to 4.5% of its endowment funds' average fair value over the prior eight quarters through the quarter ending March 31st preceding the fiscal year in which the distribution is planned. The Board of Trustees elected to appropriate distributions for operations of \$371,530 in fiscal 2013. The Board of Trustees elected to appropriate distributions for operations of \$403,917 in fiscal 2014. These amounts are classified as unrestricted operating revenue in the statement of activities. In establishing these policies, the Organization considered the long-term expected return on its endowment. Accordingly, the Organization expects the current spending policy to allow its endowment to maintain its purchasing power by growing at a rate equal to planned payouts plus inflation, defined as the Consumer Price Index. Additional real growth will be provided through new gifts and any excess investment return.

(9) Contributions Receivable

Contributions receivable consisted of the following at June 30:

	<u>2014</u>	<u>2013</u>
Unrestricted	\$ 1,140,937	898,126
Restricted to future periods	3,657,500	5,828,051
	<u>\$ 4,798,437</u>	<u>6,726,177</u>

Contributions receivable were scheduled to be received as followed as of June 30:

	<u>2014</u>	<u>2013</u>
Due within one year	\$ 3,580,937	4,359,927
Due within two to five years	1,217,500	2,366,250
	4,798,437	6,726,177
Less present value discount (ranging from 1.75% to 6.25%) and other allowances	<u>(299,597)</u>	<u>(438,598)</u>
	<u>\$ 4,498,840</u>	<u>6,287,579</u>

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Notes to Financial Statements

June 30, 2014 and 2013

(10) Property and Equipment

Property and equipment consisted of the following at June 30:

	2014	2013
Land	\$ 4,884,000	4,884,000
Building	12,803,928	12,655,582
Furniture and fixtures	2,118,713	1,922,106
Equipment and software	6,926,717	9,046,884
Leasehold improvements	1,382,507	2,275,719
	28,115,865	30,784,291
Less accumulated depreciation and amortization	(7,599,013)	(10,659,766)
	\$ 20,516,852	20,124,525

(11) Federal Grants

City Year received grant awards from the Corporation for National and Community Service (CNCS) totaling \$32,679,565 and \$32,276,868 for fiscal years 2014 and 2013, respectively. The funds were awarded through the AmeriCorps program administered by CNCS. Funds expended and recognized as revenue in fiscal year 2014 and 2013 totaled \$32,626,297 and \$31,765,259, respectively.

The Organization's federal grant programs are subject to financial and compliance audits in accordance with Office of Management and Budget Circular A-133 and applicable compliance supplement addendum. In addition, various federal, state, and private funding agencies reserve the right to perform separate program audits. Management does not believe that any potential liability resulting from these audits would have a material effect on the financial position of City Year.

(12) Leases

Rental expense for office space was \$2,903,789 and \$2,563,922 for the years ended June 30, 2014 and 2013, respectively, exclusive of certain in-kind arrangements. Lease arrangements with an original term of more than one year expire on various dates through 2021.

Future minimum lease payments under operating leases as of June 30, 2014 are as follows:

	Amount due
Fiscal years ending June 30:	
2015	\$ 2,816,577
2016	2,137,274
2017	2,075,514
2018	1,278,739
2019	1,192,323
Thereafter	1,320,304
	\$ 10,820,731

CITY YEAR, INC.

Notes to Financial Statements

June 30, 2014 and 2013

The Organization is also responsible for reimbursing certain real estate taxes and operating costs under certain of the office lease terms.

(13) Credit Facility

The Organization has a credit facility with Bank of America, N.A. (BoA). The credit facility is secured by all assets of the Organization, except for the portion of assets equal to the amount of permanently restricted net assets.

The Organization has a committed line of credit (the Line) under the facility of \$6,000,000 with a maturity date of April 30, 2015. City Year has the option of borrowing at BoA's prime lending rate plus a lender's margin or at the LIBOR rate plus a lender's margin. The lender's margin is adjusted based upon specified compliance levels as determined under City Year's debt service coverage ratio as defined in the agreement. The lender's margin may be adjusted to a change in the compliance level as of the rate adjustment date, which is defined as the 70th day after the close of each fiscal quarter of the borrower with respect to the first three quarters of each fiscal year and the 160th day after the close of each fiscal year of the borrower. The Line contains certain financial covenants, including a debt service coverage ratio requirement, an annual clean-up period, and a limitation on the amount of the Organization's annual capital expenditures. The Organization was in compliance with such covenants at June 30, 2014 and 2013. There were no borrowings under the Line during the years ended June 30, 2014 and 2013.

(14) Long-Term Debt

(a) Bonds Payable

City Year entered into a Loan and Security Agreement, dated May 1, 2013, with Massachusetts Development Finance Agency, Banc of America Public Capital Corp., and Bank of America, N.A. This agreement provided, among other things, for the issuance of Massachusetts Development Finance Agency Revenue Bonds, City Year Issue, Series 2013, in the aggregate principal amount of \$8,100,000. City Year used the proceeds from the issuance of those bonds to refund the outstanding amount of the Variable Rate Demand Revenue Bonds, City Year Issue, Series 2006, issued in the original principal amount of \$9,000,000, and to pay certain costs of issuance totaling \$114,718, which are included in other assets and are being amortized over the life of the new bonds. The bonds were purchased by Banc of America Public Capital Corp. as a Nonbank qualified tax exempt loan facility, with a put term of five years from the date of closing, May 7, 2013.

The bond matures through July 1, 2036 and bears interest at a tax exempt rate equal to 67% of the 30-day BBA LIBOR plus the Applicable Margin. The interest rate at June 30, 2014 was 0.70117%. The debt repayment schedule provides for principal payments beginning June 1, 2013 and continuing over the remainder of the term.

Payment of the principal and interest on the bonds is secured by a mortgage on the real property located at 287 Columbus Avenue, Boston, Massachusetts.

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June 30, 2014 and 2013

In addition to and in conjunction with the Loan and Security Agreement, City Year entered into a Continuing Covenants Agreement with Banc of America Public Capital Corp., and other related agreements, dated May 7, 2013. The agreement contains certain financial covenants, including a ratio requirement, minimum liquidity requirement, and limitations on the amount of annual capital expenditures. The Organization was in compliance with such covenants at June 30, 2014 and 2013.

Aggregate scheduled annual principal repayments for bonds payable as of June 30, 2014 were as follows:

	<u>Amount due</u>
Fiscal years ending June 30:	
2015	\$ 240,000
2016	250,000
2017	260,000
2018	225,000
2019	235,000
Thereafter	6,665,000
Total	<u>\$ 7,875,000</u>

(b) Letter of Credit

Bank of America, N.A. provided City Year with a \$9,133,151 irrevocable, direct-pay letter of credit primarily to guarantee the repayment of the Series 2006 bond principal. This letter of credit was terminated on May 7, 2013 in conjunction with the bond refunding.

(c) Interest Rate Swaps

City Year has two interest rate swap agreements with BoA to mitigate its exposure to variability in interest payments on the bonds payable. On December 5, 2013, the expiration date and rate of one swap was amended. The terms of the swap agreements were as follows at June 30, 2014 and 2013:

<u>Counterparty</u>	<u>Effective date</u>	<u>Expiration date</u>	<u>Remaining notional amount</u>	<u>Swap fixed rate</u>	<u>Liability fair value at June 30</u>	
					<u>2014</u>	<u>2013</u>
Bank of America, N.A.	07/01/06	07/01/26	\$ 1,970,000	4.210%	\$ (413,864)	(426,060)
Bank of America, N.A.	07/01/06	05/01/18	<u>5,805,000</u>	3.205	<u>(493,343)</u>	<u>(632,416)</u>
			<u>\$ 7,775,000</u>		<u>\$ (907,207)</u>	<u>(1,058,476)</u>

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While the swaps' fair values were zero at inception of the agreements, interest rate volatility, remaining outstanding principal, and time to maturity will affect each swap's fair value at subsequent reporting dates. The fair value of the liability as of June 30, 2014 and 2013 represents the amount City Year would have had to pay BoA to terminate the swaps as of that date. To the extent City Year holds a swap through its expiration date, the swap's fair value will reach zero. Interest payable or receivable under the swaps settles monthly. Because the swap fair values are based predominantly on observable inputs that are corroborated by market data, they are categorized in Level 2 of the fair value hierarchy. Changes in fair value of interest-rate swaps for the period ending June 30, 2014 and 2013 were \$151,269 and \$898,918, respectively.

(15) Retirement Plans

The Organization participates in the City Year 401(k) Savings Plan (the Plan), which is a defined contribution plan covering all employees of City Year who have at least six months of service with the Organization. Employer contributions are fully vested when made. Matching contributions are made in an amount equal to 100% of the first 3% of eligible compensation and 50% of the next 2% of eligible compensation for total matching contributions of up to 4% each pay period. Employer matching contributions for the years ended June 30, 2014 and 2013 were \$971,153 and \$792,749, respectively.

During the year ended June 30, 2014, City Year established an Internal Revenue Code Section 457(b) plan for a limited number of the Organization's top management employees. Under this plan, participating employees can elect to defer compensation within the Internal Revenue Code limits. The Organization will pay the deferred compensation under this Plan upon the employee leaving the Organization or under certain conditions outlined in the Plan. The compensation deferred under this plan is credited with earnings or losses measured by the mirrored rate of return on the investments selected by the participant. The deferred compensation has a market value of \$6,125 at June 30, 2014.

(16) Affiliations

City Year is affiliated with international programs in Johannesburg, South Africa and London, England, which are legally separate from City Year and separately governed. Accordingly, the financial records of the organizations are not consolidated herein.

(17) Subsequent Events

In connection with the preparation of these financial statements, the Organization evaluated subsequent events after the statement of financial position date of June 30, 2014 through October 24, 2014, which was the date the financial statements were issued. Management has concluded that there were no subsequent events that were required to be disclosed or recognized in these financial statements.