

SAN FRANCISCO
CONSERVATORY OF MUSIC

JUNE 30, 2013

INDEPENDENT AUDITORS' REPORT

AND

FINANCIAL STATEMENTS

San Francisco Conservatory of Music

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Independent Auditors' Report

THE BOARD OF TRUSTEES
SAN FRANCISCO CONSERVATORY OF MUSIC
San Francisco, California

Report on the Financial Statements

We have audited the accompanying financial statements of **SAN FRANCISCO CONSERVATORY OF MUSIC (SFCM)** which comprise the statement of financial position as of June 30, 2013, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's 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.

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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 SFCM as of June 30, 2013, and the changes in its net assets and its cash flows for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited SFCM's June 30, 2012 financial statements, and we expressed an unmodified opinion on those audited financial statements in our report dated October 11, 2012. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2012, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Hood & Strong LLP

San Francisco, California
October 14, 2013

San Francisco Conservatory of Music

Statement of Financial Position (in thousands)

<i>June 30, 2013 (with comparative totals for 2012)</i>	2013	2012
Assets		
Cash and equivalents	\$ 1,267	\$ 2,633
Restricted cash	117	89
Investments	34,619	32,591
Receivables:		
Accounts receivable, net	95	245
Notes receivable (less allowance for doubtful accounts of \$108 for 2013 and \$115 for 2012)	890	914
Contributions and grants, net	2,472	3,111
Bequests	-	241
Trusts	367	375
Interest	3	9
Other assets	266	152
Property, plant and equipment, net	71,765	72,950
Total Assets	\$ 111,861	\$ 113,310
Liabilities and Net Assets		
Liabilities:		
Accounts payable and other liabilities	\$ 491	\$ 384
Deposits and deferred income	408	451
Line of credit	1,750	3,000
Term loan	6,000	6,375
Accumulated postretirement benefit obligation	2,527	2,810
Government advances for loan program	717	710
Total liabilities	11,893	13,730
Net Assets:		
Unrestricted:		
Undesignated	6,394	5,808
Designated - Quasi endowment	102	104
Underwater endowment funds	(2,120)	(2,169)
Federal loan fund	177	177
Investment in plant	53,539	54,894
Total unrestricted net assets	58,092	58,814
Temporarily restricted:		
Program and time restrictions	2,580	3,046
Appreciation on endowments	1,619	1,379
Total temporarily restricted net assets	4,199	4,425
Permanently restricted:		
Permanent endowments	37,677	36,341
Total net assets	99,968	99,580
Total Liabilities and Net Assets	\$ 111,861	\$ 113,310

The accompanying notes are an integral part of this statement.

San Francisco Conservatory of Music

Statement of Activities (in thousands)

Year Ended June 30, 2013 (with comparative totals for 2012)

	2013			Total	2012 Total
	Unrestricted	Temporarily Restricted	Permanently Restricted		
Operating Revenue and Support:					
Tuition and fees	\$ 17,253			\$ 17,253	\$ 15,587
Less: Scholarships	(7,520)			(7,520)	(6,188)
Net tuition and fees	9,733			9,733	9,399
Private contributions and government grants	2,363	291		2,654	2,736
Other educational revenue	509			509	471
Fundraising events	471			471	480
Net investment and endowment income	10	1,760		1,770	1,632
Net assets released from restrictions	2,316	(2,316)		-	-
Total operating revenue and support	15,402	(265)		15,137	14,718
Expenses:					
Program services:					
Instruction	7,856			7,856	7,436
Student services	736			736	718
Academic support	728			728	714
Public programs	142			142	131
Total program services	9,462			9,462	8,999
Fund-raising:					
General fund-raising	619			619	623
Fund-raising events	185			185	188
Total fund-raising	804			804	811
General management and administration	2,831			2,831	2,375
Maintenance of plant	1,922			1,922	1,866
Depreciation	1,444			1,444	1,501
Interest expense	208			208	241
Total expenses	16,671			16,671	15,793
Change in net assets from operations	(1,269)	(265)		(1,534)	(1,075)
Nonoperating Activities:					
Endowment contributions			\$ 1,350	1,350	4,285
Capital campaign donations				-	38
Gain (loss) on sale of assets	15			15	(120)
Investment income (loss), net of fees		288		288	(2,633)
Change in value of trust receivable			(14)	(14)	52
Postretirement health plan obligation	283			283	(717)
Net assets released from restrictions	200	(200)		-	-
Underwater endowment fund adjustment	49	(49)		-	-
Change in net assets from nonoperating activities	547	39	1,336	1,922	905
Total Change in Net Assets	(722)	(226)	1,336	388	(170)
Net Assets - beginning of year	58,814	4,425	36,341	99,580	99,750
Net Assets - end of year	\$ 58,092	\$ 4,199	\$ 37,677	\$ 99,968	\$ 99,580

The accompanying notes are an integral part of this statement.

San Francisco Conservatory of Music

Statement of Cash Flows (in thousands)

<i>Year Ended June 30, 2013 (with comparative totals for 2012)</i>	2013	2012
Operating Activities:		
Change in net assets	\$ 388	\$ (170)
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Forgiveness of note receivable	(10)	(10)
Depreciation	1,444	1,501
Net realized and unrealized loss (gain) on investments	(1,801)	1,301
(Gain) loss on sale of assets	(15)	120
Contributions of equipment	(62)	(145)
Contributions received for long-term investment and acquisition of long lived assets	(1,902)	(2,645)
Changes in operating assets and liabilities:		
Receivables	1,069	(475)
Other assets	(116)	(36)
Accounts payable and accrued liabilities	(174)	746
Government advances for loan program	7	-
Deposits and deferred income	(34)	24
Net cash (used) provided by operating activities	(1,206)	211
Investing Activities:		
Property and equipment:		
Proceeds from sales	63	63
Purchases and capital expenditures	(245)	(164)
Investments:		
Proceeds from sales	28,115	4,084
Purchases	(28,342)	(4,756)
Net cash used by investing activities	(409)	(773)
Financing Activities:		
Contributions received for long-term investment and acquisition of long lived assets	1,902	2,645
Line of credit payments	(1,250)	-
Term loan payment	(375)	(370)
Net cash provided by financing activities	277	2,275
Net Change in Cash and Equivalents and Restricted Cash	(1,338)	1,713
Cash and Equivalents and Restricted Cash, beginning of year	2,722	1,009
Cash and Equivalents and Restricted Cash, end of year	\$ 1,384	\$ 2,722
Supplemental Cash Flow Information:		
Interest paid	\$ 208	\$ 241
Components of Cash and Cash Equivalents:		
Cash and cash equivalents	1,267	2,633
Cash and cash equivalents - restricted	117	89

The accompanying notes are an integral part of this statement.

San Francisco Conservatory of Music

Notes to Financial Statements

Note 1 - Organization and Operations:

San Francisco Conservatory of Music (SFCM) is an independent college of music located in San Francisco, California. SFCM offers undergraduate and graduate degree programs, music instruction for adults and children and other public programs.

SFCM's operations are primarily funded through revenue generated by tuition and fees. Private contributions received from donors increase SFCM's ability to provide instruction.

SFCM assists students in the financing of their education through private and institutional scholarships as well as federally-funded student aid programs.

SFCM is accredited by the Western Association of Schools and Colleges (WASC). Federally funded student aid programs require the accreditation to be maintained. This accreditation is subject to periodic review and renewal.

Note 2 - Significant Accounting Policies:

SFCM's significant accounting policies include the following:

a. Basis of Presentation and Description of Net Assets

SFCM's financial statements are prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles for not-for-profit organizations which utilize unrestricted, temporarily restricted, and permanently restricted classifications for presentation.

Unrestricted net assets represent unrestricted resources that are not subject to donor-imposed restrictions and are available to support all activities of SFCM. Unrestricted net assets include Board designated net assets in the amount of \$102,000 at June 30, 2013.

Temporarily restricted net assets represent contributions that are limited in use by SFCM in accordance with donor-imposed stipulations that either expire with the passage of time or can be fulfilled and removed by activities conducted by SFCM pursuant to those stipulations.

Permanently restricted net assets represent contributions to be held as investments in perpetuity as directed by the original donor.

San Francisco Conservatory of Music

Notes to Financial Statements

b. Revenue Recognition

Student tuition accounts receivable are recorded when students are billed. Tuition revenue is recorded as earned, on a pro rata basis over the applicable teaching period. Payments received for tuition for future periods are reported as deferred revenue. Collection or development of payment plans for tuition is required prior to registration for the following term.

All contributions and grants, whether or not restricted, are recognized as revenue when they are received by or unconditionally pledged to SFCM. SFCM classifies gifts of cash and other assets as temporarily or permanently restricted support if they are received with donor stipulations that limit the use of the donated assets. When such donor restrictions expire, that is, when stipulated time restrictions end or purpose restrictions are accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the accompanying Statements of Activities as net assets released from restrictions.

SFCM reports gifts of land, buildings, and equipment as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, SFCM reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

Contributions of services are recorded as revenue and recognized when received if the services create or enhance nonfinancial assets, or if they require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. Corresponding amounts are also recorded as expenses.

Contributions of assets other than cash are recorded at their estimated fair value. Contributions and grants receivable represent amounts committed by donors that have not been received by SFCM. Contributions and grants are discounted to their estimated net present value using a discount rate of averaging 2.02%.

c. Cash Equivalents

SFCM considers all instruments with a maturity of three months or less at the time of purchase to be cash equivalents, except for cash equivalents included in and managed with SFCM's investments.

d. Restricted Cash

Restricted cash represents cash that is restricted for specific purposes, unlent cash in the SFCM's Perkins loan program, and cash held for projects and programs in accordance with donors' restrictions. SFCM had cash restricted for the Perkin's loan program in the amount of \$117,000 as of June 30, 2013.

San Francisco Conservatory of Music

Notes to Financial Statements

e. Investments

Marketable securities are recorded at fair value based on quoted market prices. The fair value of alternative investments has been estimated using the net asset values as reported by the fund managers. SFCM believes the carrying amount of these investments is a reasonable estimate of its fair value. The timing of the ultimate liquidation of this investment is restricted to certain time periods, and is limited to sale to the fund. Due to inherent uncertainty of valuation of such investment, the estimated value may differ significantly from the value that would have been used had a ready market for such funds existed.

Other investments, primarily a real estate interest, are carried at cost basis. Investments received as gifts are recorded at estimated fair value at the date of the donation. Gains and losses that result from market fluctuations are recognized in the period such fluctuations occur. Realized gains or losses resulting from sales or maturities are calculated on an adjusted cost basis. Adjusted cost is the estimated fair value of the security at the beginning of the year, or the cost if purchased during the year. Dividend and interest income are accrued when earned.

f. Fair Value Measurements

Fair value is 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. In addition, SFCM reports certain investments using the Net Assets 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.

SFCM classifies its financial assets and liabilities measured at fair value on a recurring basis based on a fair value hierarchy with three levels of inputs. Level 1 values are based on unadjusted quoted prices in active markets for identical securities. Level 2 values are based on significant observable market inputs, such as quoted prices for similar securities and quoted prices in inactive markets. Level 3 values are based on significant unobservable inputs that reflect SFCM's determination of assumptions that market participants might reasonably use in valuing the securities. The valuation levels are not necessarily an indication of the risk or liquidity associated with the assets and liabilities measured at fair value.

g. Endowment Funds

SFCM's endowments include 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.

San Francisco Conservatory of Music

Notes to Financial Statements

Interpretation of UPMIFA

The Board of Trustees of SFCM has interpreted California's UPMIFA as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, SFCM classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the organization in a manner consistent with the standard of prudence prescribed by California's UPMIFA. In accordance with California's UPMIFA, SFCM 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 SFCM
- 7) The needs of SFCM and the fund to make distributions and to preserve capital
- 8) The expected tax consequences
- 9) The role that each investment or course of action plays within the overall Fund
- 10) The investment policies of SFCM

Investment Objectives and Spending Policy

SFCM 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. Under this policy, as approved by the Board of Trustees, the performance of the endowment fund shall be measured by total return. It is the desire of the Board of Trustees to realize a return (net of fees) of CPI + 4%.

SFCM's Board approved a revised Endowment Investment Policy in October 2012. The new policy has a spending goal of 4% of the 20 quarter moving average market value of the Fund calculated December 31st of each year. However, since the endowment draw budget for the year ending June 30, 2013 had previously been approved, the spending rate for the year ending June 30, 2013 was calculated on the prior policy of the average market value of the endowment for the previous three years, calculated on December 31st. In both policies, the specific income requirement shall be determined by the Board of Trustees on an annual basis and may be approved at a higher level depending on the need of the program. This is consistent with SFCM's objective to maintain the purchasing power of the endowment assets held in perpetuity or for a specified term as well as to provide additional real growth through new gifts and investment return.

San Francisco Conservatory of Music

Notes to Financial Statements

Strategies Employed for Achieving Objectives

To satisfy its long-term rate-of-return objectives, SFCM 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). SFCM's endowment fund is invested in a portfolio of stocks, bonds, alternative investments and other investments which shall provide maximum flexibility and safety through diversification of investments.

From time to time, the fair value of assets associated with individual donor-restricted funds may fall below the level that the donor or UPMIFA requires SFCM to retain as a fund of perpetual duration. Deficiencies of this nature that are reported in unrestricted net assets were approximately \$2,120,000 as of June 30, 2013. These deficiencies resulted from unfavorable market fluctuations and continued appropriation for programs that were deemed prudent by the Board of Trustees.

h. Accounts Receivable and Notes Receivable

Accounts receivable consist principally of student accounts receivable that are carried at the unpaid balance of the original amount billed to students. Notes receivable consist principally of Federal student loans which bear interest of 3 to 5 percent annually except related party notes receivable (see Note 14). Receivables are less an estimate made for doubtful accounts based on SFCM's past experience with the accounts.

Student accounts receivable are written off when deemed uncollectible and student loans receivable may be assigned to the U.S. Department of Education. Late fees are charged on student accounts receivable after the posted registration dates.

After a student is no longer enrolled in an institution of higher education and after a grace period, interest is charged on student loans receivable and is recognized as it is charged. Late charges are charged if payments are not paid by the payment due date and are recognized as they are charged. Student loans receivable are considered to be past due if a payment is not made within 90 days of the payment due date. After receivables become past due, the accrual of late charges is suspended. Students may be granted a deferment, forbearance or cancellation of their student loan receivable based on eligibility requirements defined by the U.S. Department of Education.

i. Trusts Receivable

Trusts receivable are gifts and bequests held by SFCM or a trustee of which the income is paid to a beneficiary specified by the donor during the beneficiary's lifetime. Upon maturation, the principal becomes available for use by SFCM in accordance with the donor's specified purpose. Currently all recorded trusts contain provisions permanently restricting the corpus of the trust, at maturity. Trusts receivable include charitable remainder trusts, which are carried at the estimated net present value of SFCM's remainder interest in irrevocable trusts. The net present value was actuarially determined a rate of 1.2%.

San Francisco Conservatory of Music

Notes to Financial Statements

j. Property, Plant and Equipment

Property, plant and equipment are stated at cost, if purchased, or fair market value at date of acquisition, if donated. Depreciation is recorded using the straight-line method over estimated useful lives of 80 years for buildings, 20-40 years for building improvements, and 3-10 years for all other depreciable assets. Included in property and plant assets are musical instruments SFCM maintains and records as a collection, and accordingly, no depreciation is recognized in operations.

k. Collections

SFCM has capitalized its collection of musical instruments since its inception. If purchased, items accessioned into the collection are capitalized at cost, and if donated, they are capitalized at their fair value on the accession date. Gains or losses on the deaccession of collection items are classified on the statement of activities as unrestricted or temporarily restricted support depending on donor restrictions, if any, placed on the item at the time of accession.

l. Deposits and Deferred Income

Deposits and deferred income represent tuition that has not been earned at year-end and will be recognized in subsequent periods.

m. Government Advances for Loan Program

SFCM records the portion of Federally funded student loan payments received as a refundable advances. The amount includes principle and interest earned on the loans less certain allowable costs.

n. Non-Operating Revenue and Gains

Non-operating revenue and gains includes gifts and grants restricted or designated for endowment or plant and the related investment income and net realized gains on investments in excess of the allocated income under the endowment spending policy.

o. Advertising Expenses

SFCM's policy is to expense advertising costs as they are incurred.

p. Functional Expense Allocations

Certain expenses, such as depreciation and amortization expense, building services, and personnel, are allocated among program services and supporting services based primarily on direct payroll charges and other direct expenses.

San Francisco Conservatory of Music

Notes to Financial Statements

q. Income Taxes

SFCM operates as a not-for-profit corporation and is exempt from income taxes on related income under provisions of the U.S. Internal Revenue Code, Section 501(c)(3) and the California Tax Code. Accordingly, no provision for income taxes has been reflected in these financial statements.

SFCM follows the guidance of the Financial Accounting Standards Board (FASB) ASC Topic 740 for accounting for uncertainty in income taxes. As of June 30, 2013, management evaluated SFCM's tax positions and concluded that SFCM had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, SFCM is no longer subject to income tax examinations by federal or state authorities for years before 2009 and 2008, respectively.

r. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. These estimates and assumptions 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

s. Comparative Financial Statements

The financial statements include certain prior-year summarized comparative information in total but not by net asset class. Such information and certain disclosures do not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the organization's financial statements for the year ended June 30, 2012, from which the information was derived.

t. Collective Bargaining Agreement

Approximately 4% of full time staff and faculty are covered by a collective bargaining agreement as of June 30, 2013. The current bargaining agreement expires on August 31, 2017.

u. Recent Accounting Pronouncement

Implemented:

In May 2011, the FASB issued amendments to existing guidance for fair value measurements. The amendments change the wording used to describe many of the requirements for measuring fair value and for disclosing information about fair value measurements. This amendment had no significant effect as of June 30, 2013.

San Francisco Conservatory of Music

Notes to Financial Statements

Effective in the future:

In October 2012, FASB issued the Accounting Standards Update No. 2012-05 – Statement of Cash Flows (Topic 230) *Not-for-Profit Entities – Classifications of the Sale Proceeds of Donated Financial Assets in the Statement of Cash Flows*. The update requires a not-for-profit entity to classify sale proceeds of donated financial assets consistent with cash donations as an operating activity, if such assets were converted nearly immediately into cash, unless the donor restricted the use of the proceeds to long-term purposes, in which case those cash receipts should be classified as a financing activity. If those assets were not immediately converted to cash, the proceeds upon sale should be classified as an investing activity. This guidance is effective prospectively for annual periods, beginning after June 15, 2013. SFCM is currently evaluating the effect of adoption on its financial statements.

v. Subsequent Events

SFCM evaluated subsequent events through October 14, 2013, the date these financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

Note 3 - Notes Receivable:

At June 30 2013, notes receivable consisted of SFCM's financing receivable and consisted of the following:

	Perkins Loans	Faculty and Staff Loans	Total
Notes receivable	\$ 888,000	\$ 110,000	\$ 998,000
Less allowance for doubtful accounts:			
Beginning of year	(115,000)		(115,000)
Decrease	7,000		7,000
	<hr/>		
End of year	(108,000)	-	(108,000)
	<hr/>		
Notes receivable, net	\$ 780,000	\$ 110,000	\$ 890,000

The availability of funds for loans under the Perkins loan program is dependent on reimbursements to the pool from repayments on outstanding loans. Funds advanced by the Federal government of \$717,000 at June 30, 2013 are ultimately refundable to the government and are classified as liabilities in the statement of financial position. Outstanding loans cancelled under the program result in a reduction of the funds available for loan and a decrease in the liability to the government.

San Francisco Conservatory of Music

Notes to Financial Statements

The principal amount past due under the Perkins loan program was approximately \$119,000 at June 30, 2013. No balances were past due under the faculty and staff loans, see Note 14 for a description of these loans.

Note 4 - Investments:

SFCM's investments consisted of the following at June 30:

	2013		2012	
	Fair Value	Cost	Fair Value	Cost
Cash and equivalents	\$ 11,036,000	\$ 11,036,000	\$ 1,055,000	\$ 1,055,000
Domestic equities and funds	6,138,000	5,272,000	7,235,000	5,851,000
International equities and funds	3,803,000	3,831,000	287,000	218,000
Domestic fixed income funds	5,159,000	5,192,000	19,155,000	19,056,000
International fixed income funds	1,329,000	1,374,000		
Asset allocation funds	590,000	613,000		
Commodities fund	122,000	128,000		
Real assets funds	3,573,000	3,684,000		
Gold participation fund			1,358,000	2,000,000
Hedge funds	2,500,000	2,395,000	1,069,000	1,000,000
Partnerships	124,000	101,000	2,187,000	2,101,000
	34,374,000	33,626,000	32,346,000	31,281,000
Other investments:				
Real estate – interest	245,000	245,000	245,000	245,000
	\$ 34,619,000	\$ 33,871,000	\$ 32,591,000	\$ 31,526,000

Investments and cash are held for the benefit of endowments and Board designated funds. The total of such funds at fair value on June 30, 2013 was \$34,880,000.

Total investment return for the year ended June 30, 2013 is comprised of net realized and unrealized loss of \$1,803,000, dividends and interest income of \$493,000, and investment fees of \$233,000 which is reflected in operating and non-operating revenue in the statement of activities.

San Francisco Conservatory of Music

Notes to Financial Statements

Note 5 - Fair Value Measurements:

The table below presents the assets and liabilities measured at fair value at June 30, 2013 on a recurring basis.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Investments:				
Cash and cash equivalents	\$ 11,036,000			\$ 11,036,000
Domestic equities and funds:				
Consumer	1,368,000	\$		1,368,000
Health care	483,000	230,000		713,000
Technology	414,000			414,000
Utilities	196,000			196,000
Financials	586,000			586,000
Industrials	353,000			353,000
Materials	162,000			162,000
Energy	262,000			262,000
Communications	216,000	45,000		261,000
Telecommunications	194,000			194,000
Equity funds	1,621,000	8,000		1,629,000
International equities and funds:				
Health care	90,000			90,000
International equity funds:	3,713,000			3,713,000
Domestic fixed income funds:				
Total return funds	2,763,000			2,763,000
Corporate/government funds	254,000			254,000
Asset backed securities fund	153,000			153,000
Income focused bonds	1,989,000			1,989,000
International fixed income funds:				
Asset allocation funds	590,000			590,000
Commodities fund	122,000			122,000
Real asset funds	3,573,000			3,573,000
Hedge fund - small cap access		1,086,000		1,086,000
Hedge fund – multi-strategy			\$ 1,016,000	1,016,000
Hedge fund – multi-managers	398,000			398,000
Partnerships:				
Venture capital fund			119,000	119,000
Real estate mortgage fund			5,000	5,000
Other Assets:				
Trusts receivable		367,000		367,000
Total assets measured at fair value	\$ 31,865,000	\$ 1,736,000	\$ 1,140,000	\$ 34,741,000

San Francisco Conservatory of Music

Notes to Financial Statements

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Liabilities:				
Post retirement medical benefit obligation (Note 11)			\$ 2,527,000	\$ 2,527,000
Total liabilities measured at fair value			\$ 2,527,000	\$ 2,527,000

The table below shows the changes in Level 3 assets and liabilities measured on a recurring basis for the year ended June 30, 2013. The realized and unrealized gain/(loss) is recorded in the Statement of Activities.

	Venture Capital Fund	Multi-Strategy Fund	Real Estate Mortgage Fund	Post Retirement Medical Benefit Obligation
Beginning balance	\$ 113,000	\$ --	\$ 5,000	\$ (2,810,000)
Purchases		1,000,000		
Realized/Unrealized gain (loss)	13,000	16,000		283,000
Distributions	(7,000)			
Ending balance	\$ 119,000	\$ 1,016,000	\$ 5,000	\$ (2,527,000)

SFCM uses the Net Asset Value (NAV) to determine the fair value of all the underlying investments which do not have readily determinable fair value. The following table lists investments by major category as of June 30, 2013:

Strategies	# of Funds	Valuation	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Hedge fund - small cap access (a)	1	\$ 1,086,000		Quarterly	45 days
Hedge fund – multi-strategy (b)	1	\$ 1,016,000		Quarterly (after lock-up period)	65 days
Venture capital fund (c)	1	\$ 119,000		n/a	n/a
Real estate mortgage fund (d)	1	\$ 5,000		n/a	n/a

- (a) The fund is a mutual fund registered under the Mutual Funds Law of the Cayman Islands. The fund was formed to provide clients with access to the Chilton Small Cap International Fund Ltd. The Fund invests substantially all of its assets in Chilton Small Cap, Class H and Class I, which may hold illiquid investments.

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- (b) The fund is a mutual fund registered under the Mutual Funds Law of the Cayman Islands. The fund's investment objective is to seek attractive, absolute and relative returns with volatility that is lower than that of the equity market and returns that demonstrate a low to moderate correlation to both the equity and fixed income markets. The fund invests among a diversified group of hedge funds and separately managed accounts managed by portfolio managers with differing styles and strategies and cash held by each class and subtracting all of its liabilities. The fund has a lock-up period which expires December 31, 2013.
- (c) The fund is a limited partnership that invests in a portfolio consisting primarily of securities of privately held technology companies. The term of the partnership is until December 31, 2014. Liquidity is expected in the form of distributions from the fund when the underlying assets are sold.
- (d) The fund is a limited partnership which makes loans secured primarily by first and second deeds of trust on California real property. The partnership is scheduled to terminate in 2032, unless sooner terminated, as provided in the partnership agreement. There are substantial restrictions on transferability of units and accordingly an investment in the partnership is non-liquid. After the one year lock-up period, limited partners may withdraw all or part of their capital accounts from the partnership in four quarterly installments beginning on the last day of the calendar quarter following the quarter in which the notice of withdrawal is given, subject to a 10% early withdrawal penalty. However, in March 2009, due to the distress in the financial markets, the partnership suspended capital liquidations and is not accepting new liquidation requests until further notice.

Note 6 - Contributions and Grants Receivable:

Contributions and grants receivable are as follows at June 30:

	2013	2012
Within one year	\$ 950,000	\$ 1,014,000
One to five years	1,867,000	2,518,000
	2,817,000	3,532,000
Discount on multi-year contributions	(65,000)	(71,000)
Allowance for uncollectible contributions	(280,000)	(350,000)
<u>Contributions and grants receivable, net</u>	<u>\$ 2,472,000</u>	<u>\$ 3,111,000</u>

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The majority of the receivables are for the endowment, \$1,945,000 net of allowance for present value and uncollectible pledges of \$279,000; and special projects including \$357,000 net of allowance for present value and uncollectible pledges of \$48,000 for the previous capital campaign as of June 30, 2013. See Note 13 for related party contribution receivables.

Note 7 - Property and Plant:

Property and plant consist of the following at June 30:

	2013	2012
Land	\$ 9,861,000	\$ 9,861,000
Building and improvements	64,597,000	64,533,000
Books, furnishings and equipment	4,917,000	4,818,000
Musical instrument collection	3,616,000	3,590,000
	82,991,000	82,802,000
Less accumulated depreciation and amortization	(11,336,000)	(9,892,000)
	71,655,000	72,910,000
Construction in progress	110,000	40,000
	\$ 71,765,000	\$ 72,950,000

Land and building are pledged as collateral for the credit agreement (see Note 8).

Depreciation expense were \$1,444,000 and \$1,501,000 for the years ended June 30, 2013 and 2012, respectively.

Note 8 - Credit Agreement:

On August 25, 2009, SFCM entered into a credit agreement with Union Bank. On December 13, 2012, the credit agreement was amended to extend the maturity date. The original credit agreement consisted of both a term loan of \$7,440,000 and a line of credit of \$4,000,000. The amended line of credit has a maximum limit of \$3,000,000. SFCM's property and land are pledged as collateral for the credit agreement. The credit agreement requires a current ratio of 2 to 1 and a liquidity ratio on its endowment funds of 2 to 1 to be maintained at all times. The credit agreement also requires a debt service coverage ratio of 1.25 to 1 as of the close of each fiscal quarter on a rolling 4 quarter basis and certain non-financial covenants. At June 30, 2013, SFCM is in compliance with financial and non-financial covenants.

The term loan bears interest at 1.75% over Union Bank's LIBOR Rate, payable monthly. Principal payments are due in yearly installments for seven years. The term loan matures on October 31, 2019 at which time the remaining principal balance is due and payable. The outstanding balance of the term loan as of June 30, 2013 is \$6,000,000.

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The amended line of credit is a revolving line of credit and is used for ongoing operating expenses and working capital needs. The line of credit bears interest at 2.75% per annum in excess of Union Bank's LIBOR Rate, payable monthly. The line of credit matures on October 31, 2019. The outstanding balance as of June 30, 2013 was \$1,750,000.

Future minimum principal payments on the term loan are as follows:

Year ending June 30:	
2014	\$ 375,000
2015	375,000
2016	375,000
2017	375,000
2018	375,000
2019	4,125,000
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	\$ 6,000,000

Note 9 - Retirement Plans:

Employees of SFCM are covered under the Teachers Insurance and Annuity Association and College Retirement Equity Fund Retirement Plan, a defined-contribution plan. Contributions to the Plan are made by the employee and SFCM matches 5% of employee eligible earnings. SFCM contributed \$241,000 for the year ended June 30, 2013.

SFCM implemented a 457(b) plan for certain management personnel. The employees may elect to defer a certain portion of their salary. SFCM contributed \$17,500 during the fiscal year 2013.

With respect to certain employees, SFCM contributes to a multiemployer pension plan for employees covered by a collective bargaining agreement. This plan is not administered by SFCM and contributions are determined in accordance with provisions of negotiated labor contracts. The Multiemployer Pension Plan Amendments Act of 1980 (The Act) significantly increased the pension responsibilities of participating employers. Under the provisions of The Act, if the plan terminates or SFCM withdraws, SFCM could be subject to a substantial "withdrawal liability." Management has no intention of undertaking any action which could subject SFCM to this obligation. The total pension expense related to these employees was \$54,000 for the year ended June 30, 2013.

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Notes to Financial Statements

Note 10 - Multiemployer Pension Plan:

The multiemployer defined benefit pension plan is under the terms of collective-bargaining agreements that cover its union-represented employees which are approximating 4% of total faculty and staff of SFCM at June 30, 2013. The risks of participating in these multiemployer plans are different from single-employer plans in the following aspects:

1. Assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers.
2. If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.
3. If SFCM chooses to stop participating in some of its multiemployer plans, SFCM may be required to pay those plans an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

SFCM's participation in this plan for the annual period ended December 31, 2012, is outlined in the table below. The "EIN/Pension Plan Number" column provides the Employee Identification Number (EIN) and the three-digit plan number. The most recent Pension Protection Act (PPA) zone status available in 2012 and 2011 is for the plan years ending in 2011 and 2010, respectively. The zone status is based on information that SFCM received from the plan. Among other factors, plans in the red zone are generally less than 65% funded, plans in the yellow and orange zones are less than 80% funded, and plans in the green zone are at least 80% funded. The Plan was not certified as endangered or critical status at the beginning of the year for the full plan year. The last column lists the expiration date of the collective-bargaining agreements to which the plans are subject.

<u>Pension Fund</u>	<u>EIN/Pension Plan Number</u>	<u>Pension Protection Act Zone Status</u>		<u>FIP/RP Status Pending or Implemented</u>	<u>The Conservatory Contributions</u>		<u>Expiration Date of Collective Bargaining Agreement</u>
		<u>2012</u>	<u>2011</u>		<u>2012</u>	<u>2011</u>	
Stationary Engineers Local 39 Trust Funds	94-6118939/001	Green	Yellow	N/A	\$ 53,000	\$ 50,000	8/31/17

There have been no other significant changes that affect the comparability of 2012 and 2011 contributions.

SFCM has not received information from the plans' administrators to determine its share of unfunded vested benefits. SFCM does not, however, anticipate withdrawal from the plan, nor is SFCM aware of any expected plan terminations.

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Notes to Financial Statements

SFCM did not provide more than 5% of the total contributions to the plan during 2012 or 2011, the date of the plan's most recently available annual reports. Additionally, there were no surcharges in effect for any of the plan.

At the date these financial statements were issued, Forms 5500 were not available for the plan years ending in 2012.

Note 11 - Postretirement Health Benefit Plan:

SFCM adopted an unfunded noncontributory postretirement health benefit plan effective July 1, 1997. All qualifying employees will receive a fixed benefit of the cost of health insurance premiums for the individual at age 65 and beyond under the plan. Effective May 1, 2010, the Plan's service requirement for benefit eligibility was changed from 10 years to 20 years. The valuation of the accumulated benefit obligation and accrued benefit costs are as follows:

Accumulated benefit obligation at beginning of year	\$ 2,810,000
Service cost	165,000
Interest cost	117,000
Plan amendment	
Actuarial loss	(539,000)
Benefits paid	(26,000)
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Accumulated benefit obligation at end of year	\$ 2,527,000
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Unfunded status of the plan at end of year	\$ (2,527,000)

The benefits expected to be paid from SFCM's noncontributory postretirement health benefit plan in each of the next five years, and in aggregate for the five years thereafter are as follows:

Year Ended June 30,	
2014	\$ 32,000
2015	41,000
2016	49,000
2017	57,000
2018	66,000
2019 - 2023	487,000

Weighted average assumptions as of June 30, 2013:

Discount Rate	4.8%
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Notes to Financial Statements

SFCM's projected medical cost trend rate related to its noncontributory postretirement health benefit plan in 2013 was 6.63% (Hartford/Kaiser). The assumed medical cost trend rate is expected to gradually decrease in subsequent years to 5% in 2021 and thereafter.

Health Care Trend Rate Sensitivity for Fiscal 2013

	<u>1% Increase</u>	<u>1% Decrease</u>
APBO as of June 30, 2013:	\$530,042/20.98%	\$(416,177)/(16.47%)
Service and Interest Cost for fiscal 2013	\$82,428/29.17%	\$(60,951)/(21.57%)

SFCM may decide at any future date to terminate the plan or amend the benefits offered.

Note 12 - Concentrations of Risk:

The primary concentrations of market risk exist in the cash and investment areas.

Financial instruments, which potentially subject SFCM to credit risk, consist primarily of cash, cash equivalents, and investments. SFCM maintains cash and cash equivalents with major financial institutions. Cash equivalents include investments in money market funds and short-term commercial paper. At times, such amounts may exceed FDIC limits.

To address concentration of market risk in the investment area, SFCM maintains a formal investment policy which sets out performance criteria, investment guidelines and requires review of the investment manager's performance. Investments are managed by two investment managers, who have the responsibility for investing the funds in various investment alternatives, and are maintained by a bank trust department.

SFCM received a contribution in the amount of \$2,000,000 for the year ending June 30, 2012, from one foundation. The contribution receivable from this party at June 30, 2013 was \$1,600,000.

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Notes to Financial Statements

Note 13 - Net Assets:

Net assets consisted of the following at June 30:

	2013			Total	2012 Total
	Unrestricted	Temporarily Restricted	Permanently Restricted		
Endowment:					
Quasi-endowment funds	\$ 102,000			\$ 102,000	\$ 104,000
True endowment funds:					
General purpose	(135,000)	\$ 178,000	\$ 5,777,000	5,819,000	5,820,000
Scholarship	(1,715,000)	913,000	23,776,000	22,974,000	21,700,000
Faculty support	(268,000)	427,000	7,155,000	7,314,000	7,070,000
Other program support	(2,000)	80,000	789,000	867,000	759,000
Retirement of indebtedness		22,000	180,000	202,000	202,000
True endowment funds	(2,120,000)	1,619,000	37,677,000	37,176,000	35,551,000
Total endowment funds	(2,018,000)	1,619,000	37,677,000	37,278,000	35,655,000
Other	60,110,000	2,580,000		62,690,000	63,925,000
Total net assets	\$ 58,092,000	\$ 4,199,000	\$ 37,677,000	\$ 99,968,000	\$ 99,580,000

Included in other temporarily restricted net assets of \$2,580,000 is \$1,677,000 (Lund Fund) of net assets restricted for the collegiate piano program. During fiscal year 2013, SFCM released \$315,000 from the Lund Fund for the Collegiate Jack H. Lund Scholarship program.

Temporarily restricted net assets were released from donor restrictions by incurring expenses satisfying the restricted purposes or by occurrence of other events specified by donors as follows for the year ended June 30, 2013:

Utilized for scholarships	\$1,498,000
Utilized for faculty salaries	292,000
Utilized for capital expenditures	222,000
Utilized for other project and program purposes	384,000
Expiration of time restrictions	120,000
	\$ 2,516,000

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

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Net assets, beginning of year	\$ (2,066,000)	\$ 1,379,000	\$ 36,341,000	\$ 35,654,000
Investment return:				
Investment income		260,000		260,000
Net realized and unrealized gain (loss) on investments, net of fees	4,000	1,784,000	(14,000)	1,774,000
Underwater endowment funds adjustment	49,000	(49,000)		
Total investment return	53,000	1,995,000	(14,000)	2,034,000
New gifts			1,350,000	1,350,000
Appropriation of endowment	(5,000)	(1,755,000)		(1,760,000)
Net assets, end of year	\$ (2,018,000)	\$ 1,619,000	\$ 37,677,000	\$ 32,278,000

Note 14 - Related Party Transactions:

SFCM has equity participation residential down payment loans under promissory notes from officers of \$110,000 at June 30, 2013. Interest on the loans is accrued at a contractual rate of 7%. Each year ending June 30 that the officers are actively employed, SFCM has agreed to forgive \$10,000 of principal under the promissory note and all monthly interest payments under the note terms.

SFCM received contributions from members of its board of trustees of approximately \$1,663,000 for the fiscal year ended June 30, 2013. Contributions receivable related to current and prior years' contributions from board members totaled approximately \$774,000 at June 30, 2013.

In April 2013, SFCM signed an agreement with John Harris and The Harris Guitar Foundation (the Foundation). The Harris Guitar Foundation is the supporting organization of SFCM and Bay Area OMNI Foundation for the Performing Arts Inc. There were no significant transactions between SFCM and the Foundation during the fiscal year ending June 30, 2013.

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Note 15 - Allocation of Certain Shared Costs:

The following tables show the allocation of interest, operation and maintenance of plant, and depreciation expense to each function based on allocation methods and estimates made by SFCM's management.

	Expenses	Interest Expense	Operation and Maintenance of Plant	Total Depreciation	Total 2013
Instruction	\$ 7,856,000	\$ 125,000	\$ 1,152,000	\$ 865,000	\$9,998,000
Student service	736,000	12,000	108,000	81,000	937,000
Academic support	728,000	11,000	107,000	80,000	926,000
Public program	142,000	2,000	21,000	16,000	181,000
Fund-raising	804,000	13,000	118,000	89,000	1,024,000
General management and administration	2,831,000	45,000	416,000	313,000	3,605,000
	<u>\$ 13,097,000</u>	<u>\$ 208,000</u>	<u>\$ 1,922,000</u>	<u>\$ 1,444,000</u>	<u>\$16,671,000</u>

Note 16 - Contingencies:

SFCM receives funds from and administers various federal government funded programs which are subject to audit by the cognizant governmental agencies. SFCM management believes that the outcome of any such audits will not have a significant effect on the financial position or results of activities of SFCM.