

**THE SAINT PAUL FOUNDATION,  
MINNESOTA COMMUNITY FOUNDATION  
AND AFFILIATES**

**COMBINED FINANCIAL STATEMENTS**

**YEARS ENDED DECEMBER 31, 2016 AND 2015**

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATS  
TABLE OF CONTENTS  
YEARS ENDED DECEMBER 31, 2016 AND 2015**

<b>INDEPENDENT AUDITORS' REPORT</b>	<b>1</b>
<b>COMBINED FINANCIAL STATEMENTS</b>	
<b>COMBINED STATEMENTS OF FINANCIAL POSITION</b>	<b>3</b>
<b>COMBINED STATEMENTS OF ACTIVITIES</b>	<b>4</b>
<b>COMBINED STATEMENTS OF CASH FLOWS</b>	<b>5</b>
<b>NOTES TO COMBINED FINANCIAL STATEMENTS</b>	<b>6</b>
<b>COMBINING INFORMATION</b>	
<b>COMBINING STATEMENT OF FINANCIAL POSITION</b>	<b>21</b>
<b>COMBINING STATEMENT OF ACTIVITY</b>	<b>22</b>

## INDEPENDENT AUDITORS' REPORT

Audit Committee  
The Saint Paul Foundation, Minnesota Community Foundation and Affiliates  
St. Paul, Minnesota

### **Report on the Financial Statements**

We have audited the accompanying combined financial statements of The Saint Paul Foundation, Minnesota Community Foundation and Affiliates (the Foundation), which comprise the combined statements of financial position as of December 31, 2016 and 2015, and the related combined statements of activities and cash flows for the years then ended, and the related notes to the combined financial statements.

### ***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these combined 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 combined 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 combined 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 combined financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the combined 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 combined 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 combined 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 combined financial statements referred to above present fairly, in all material respects, the financial position of The Saint Paul Foundation, Minnesota Community Foundation and Affiliates as of December 31, 2016 and 2015, and the changes in their net assets and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

**Report on Supplementary Information**

Our audit was conducted for the purpose of forming an opinion on the combined financial statements as a whole. The accompanying combining statement of financial position and combining statement of activity is presented for purposes of additional analysis and is not a required part of the combined financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the combined financial statements. The information has been subjected to the auditing procedures applied in the audit of the combined financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the combined financial statements or to the combined financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the combined financial statements as a whole.



**CliftonLarsonAllen LLP**

Minneapolis, Minnesota  
May 26, 2017

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**COMBINED STATEMENTS OF FINANCIAL POSITION**  
**DECEMBER 31, 2016 AND 2015**

<b>ASSETS</b>	2016	2015
Cash and Cash Equivalents	\$ 5,672,479	\$ 5,615,089
Investments	1,184,242,973	1,122,179,137
Contributions Receivable	6,850,673	8,133,176
Program-Related Loans Receivable	6,032,408	3,462,698
Beneficial Interests in Perpetual Trusts	942,238	916,484
Other Assets	4,000,256	4,209,833
Total assets	\$ 1,207,741,027	\$ 1,144,516,417
<b>LIABILITIES AND NET ASSETS</b>		
<b>LIABILITIES</b>		
Accounts Payable and Accrued Expenses	\$ 1,759,001	\$ 2,171,250
Grants Payable	12,131,962	12,918,855
Income Beneficiaries Payable	12,884,495	13,820,952
Funds Held as Nonprofit Endowments	161,974,238	149,887,555
Total liabilities	188,749,696	178,798,612
<b>NET ASSETS</b>		
Unrestricted:		
Undesignated	207,295,219	195,275,900
Field of interest	125,128,920	120,630,990
Donor advised	509,422,550	481,126,028
Donor designated	78,816,416	68,979,635
Minority Interests	54,789,686	53,216,366
Total Unrestricted Net Assets	975,452,791	919,228,919
Temporarily Restricted	21,684,397	24,660,497
Permanently Restricted	21,854,143	21,828,389
Total Net Assets	1,018,991,331	965,717,805
Total Liabilities and Net Assets	\$ 1,207,741,027	\$ 1,144,516,417

*See accompanying Notes to Combined Financial Statements.*

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**COMBINED STATEMENTS OF ACTIVITIES**  
**YEARS ENDED DECEMBER 31, 2016 AND 2015**

	2016			2015				
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
<b>REVENUES, GAINS, (LOSSES) AND OTHER SUPPORT</b>								
Contributions	\$ 44,591,513	\$ 1,474,616	\$ -	\$ 46,066,129	\$ 46,395,712	\$ 3,366,315	\$ -	\$ 49,762,027
Investment Income, Net of Investment Expense of \$3,251,447 in 2016 and \$3,172,716 in 2015	11,847,805	253,201	-	12,101,006	10,697,064	289,273	-	10,986,337
Net Unrealized and Realized Investment Gains (Loss)	63,165,610	1,431,737	25,754	64,623,101	(3,425,837)	(392,454)	(85,133)	(3,903,424)
Administrative Fees	819,876	-	-	819,876	789,570	-	-	789,570
Staff Services	674,810	-	-	674,810	663,663	-	-	663,663
Change in Value of Split- Interest Agreements	3,041,557	(2,090,385)	-	951,172	(939,849)	(1,034,928)	-	(1,974,777)
Other	118,832	-	-	118,832	399,963	-	-	399,963
Net Assets Released from Restrictions	4,045,269	(4,045,269)	-	-	6,345,612	(6,345,612)	-	-
<b>Total Revenues, Gains, (Losses) and Other Support</b>	<b>128,305,272</b>	<b>(2,976,100)</b>	<b>25,754</b>	<b>125,354,926</b>	<b>60,925,898</b>	<b>(4,117,406)</b>	<b>(85,133)</b>	<b>56,723,359</b>
<b>EXPENSES</b>								
Program Services:								
Grants	58,143,203	-	-	58,143,203	52,052,212	-	-	52,052,212
Direct Conduct of Charitable Activity	3,638,904	-	-	3,638,904	2,910,450	-	-	2,910,450
Staff Services for Other Foundations and Not-for-Profit Organizations	924,974	-	-	924,974	327,586	-	-	327,586
Direct Fund Expenses	1,215,780	-	-	1,215,780	713,556	-	-	713,556
Other Program Expenses	4,316,135	-	-	4,316,135	4,857,548	-	-	4,857,548
Support Services:								
Management and General	3,808,545	-	-	3,808,545	3,934,694	-	-	3,934,694
Fundraising	1,606,879	-	-	1,606,879	1,955,868	-	-	1,955,868
<b>Total Expenses</b>	<b>73,654,420</b>	<b>-</b>	<b>-</b>	<b>73,654,420</b>	<b>66,751,914</b>	<b>-</b>	<b>-</b>	<b>66,751,914</b>
<b>CHANGE IN NET ASSETS</b>	<b>54,650,852</b>	<b>(2,976,100)</b>	<b>25,754</b>	<b>51,700,506</b>	<b>(5,826,016)</b>	<b>(4,117,406)</b>	<b>(85,133)</b>	<b>(10,028,555)</b>
Minority Interest Gain (Loss)	1,573,020	-	-	1,573,020	(3,197,966)	-	-	(3,197,966)
<b>TOTAL CHANGE IN NET ASSETS</b>	<b>56,223,872</b>	<b>(2,976,100)</b>	<b>25,754</b>	<b>53,273,526</b>	<b>(9,023,982)</b>	<b>(4,117,406)</b>	<b>(85,133)</b>	<b>(13,226,521)</b>
Net Assets at Beginning of Year	919,228,919	24,660,497	21,828,389	965,717,805	928,252,901	28,777,903	21,913,522	978,944,326
<b>NET ASSETS AT END OF YEAR</b>	<b>\$ 975,452,791</b>	<b>\$ 21,684,397</b>	<b>\$ 21,854,143</b>	<b>\$ 1,018,991,331</b>	<b>\$ 919,228,919</b>	<b>\$ 24,660,497</b>	<b>\$ 21,828,389</b>	<b>\$ 965,717,805</b>

See accompanying Notes to Combined Financial Statements.

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**COMBINED STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2016 AND 2015**

	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Change in Net Assets	\$ 53,273,526	\$ (13,226,521)
Adjustments to Reconcile Change in Net Assets to Net Cash and Cash Equivalents Used by Operating Activities:		
(Increase) Decrease in Net Assets of Minority Interests	(1,573,020)	3,197,966
Net Investment Return on Minority Interests	4,243,020	52,034
Net Unrealized and Realized Investment Gains	(63,165,610)	3,425,837
Allowance for Doubtful Accounts	-	260,000
Noncash Contributions	(18,676,764)	(17,806,832)
Depreciation Expense	282,611	286,564
Loss on Disposal of Property and Equipment	389,414	-
Program Loan Discounts and Imputed Interest	22,574	(27,298)
Change in Value of Endowment	(1,431,737)	392,454
Adjustment of Actuarial Liability for Split-Interest Agreement Liabilities	693,577	1,460,536
Changes in Operating Assets and Liabilities:		
Contributions Receivable	1,282,503	701,935
Other Assets	(64,623)	655,105
Accounts Payable and Accrued Expenses	(412,249)	(172,585)
Grants Payable	(786,893)	(992,886)
Net Cash and Cash Equivalents Used by Operating Activities	(25,923,671)	(21,793,691)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchases of Investments	(180,572,284)	(206,994,191)
Proceeds from Sales of Investments	201,779,041	235,000,592
Net Partner Distributions	(2,670,000)	(3,250,000)
Payments Received on Notes and Program Loans	799	750,000
Program Loans Advanced	(2,593,083)	(907,000)
Purchases of Property and Equipment	(394,307)	(173,786)
Net Cash and Cash Equivalents Provided by Investing Activities	15,550,166	24,425,615
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Change in Value of Beneficial Interest in Perpetual Trusts	(25,754)	83,358
Payments to Beneficiary Under Split-Interest Agreements	(1,630,034)	(1,658,500)
Contributions and Earnings on Nonprofit Endowments	19,889,774	8,260,495
Payments on Nonprofit Endowments	(7,803,091)	(8,351,926)
Net Cash and Cash Equivalents Provided (Used) by Financing Activities	10,430,895	(1,666,573)
<b>INCREASE IN CASH AND CASH EQUIVALENTS</b>	57,390	965,351
Cash and Cash Equivalents - Beginning of Year	5,615,089	4,649,738
<b>CASH AND CASH EQUIVALENTS - END OF YEAR</b>	\$ 5,672,479	\$ 5,615,089
<b>SUPPLEMENTAL DISCLOSURE OF NONCASH ACTIVITY</b>		
Contributions of Investment Securities	\$ 18,676,764	\$ 17,806,832

See accompanying Notes to Combined Financial Statements.

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016 AND 2015**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Organization**

The Saint Paul Foundation, Minnesota Community Foundation and their Affiliates (the Foundation) are community foundations that are both a consortium of trusts and funds operating under a plan (the Plan) filed with the District Court of Ramsey County, Minnesota, and charitable corporations known as The Saint Paul Foundation and Minnesota Community Foundation, respectively, Incorporated, organized pursuant to the Plan. The Saint Paul Foundation and the Minnesota Community Foundation are part of a network of foundations, organizations, and funds that promote themselves collectively as Minnesota Philanthropy Partners.

The Saint Paul Foundation and Minnesota Community Foundation have opted to combine the consolidated financial statements of both organizations and their respective affiliates due to common board membership and management. The consolidated financial statements of the Minnesota Community Foundation include the accounts of GiveMN and The Marvin Warroad Area Foundation, Type 1 Supporting Organizations to Minnesota Community Foundation. The accompanying consolidated financial statements include the accounts of The Saint Paul Foundation and certain affiliated foundations, which include Saint Paul Public Schools Foundation, The Jones Family Foundation, Red Wing Property Conservation Fund and The Community Investment Group (CIG). Saint Paul Public Schools Foundation was dissolved in 2016. All material inter-organization transactions and balances have been eliminated in preparing the combined financial statements.

**Financial Statement Presentation**

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

**Net Asset Classification**

The Foundation follows an accounting standard that provides guidance on the net asset classification of donor-restricted endowment funds for a not-for-profit organization that is subject to an enacted version of the Uniform Prudent Management of Institutional Funds Act (UPMIFA). The standard also expands disclosures about an organization's endowment funds (both donor restricted and board designated endowment funds) whether or not the organization is subject to UPMIFA.

The board of directors, on the advice of legal counsel, has determined that the majority of the Foundation's net assets do not meet the definition of endowment under UPMIFA. The Foundation is governed subject to *The Plan for The Saint Paul Foundation* and most contributions are subject to the terms of the Plan. Certain contributions are received subject to other gift instruments, or are subject to specific agreements with the Foundation.

Under the terms of the Plan, the board of directors has the ability to distribute so much of the corpus of any trust or separate gift, devise, bequest, or fund as the board in its sole discretion shall determine. As a result of the ability to distribute corpus, all contributions not classified as temporarily restricted or permanently restricted are classified as unrestricted net assets for financial statement purposes.



**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016 AND 2015**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Net Asset Classification (Continued)**

Temporarily restricted net assets consist of irrevocable charitable trusts, restricted contributions receivable, the portion of donor-restricted endowment funds that are not classified as permanently restricted net assets, and earnings on donor-restricted endowment funds under UPMIFA. When donor restrictions expire, that is, when a stipulated time restriction ends or a purpose restriction is fulfilled, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the combined statements of activities as net assets released from restrictions.

Permanently restricted net assets represent the fair value of the original gift as of the gift date and the original value of subsequent gifts to donor-restricted endowment funds.

**Endowment Investment and Spending Policies**

The Foundation has adopted investment and spending policies for endowment assets that seek to provide a predictable stream of funding to programs supported by its endowment while maintaining the purchasing power of the endowment assets. The Foundation's spending and investment policies work together to achieve this objective. Actual returns in any given year may vary from this amount.

To achieve its investment objectives over long periods of time, the Foundation has adopted an investment strategy that invests in domestic equities, international equities, private capital, fixed income, real assets and absolute return strategies. The majority of assets are invested in equity or equity like securities. Fixed income, real assets and absolute return strategies are used to lower short-term volatility. Diversification by asset class, investment style, investment manager, etc. is employed to avoid undue risk concentration and enhance total return. The primary performance objective is to achieve an annualized total rate of return, net of investment fees, that is equal to or greater than the Foundation's spending policy payout rate plus inflation over long periods of time.

The spending policy determines the amount of money in a given year that will be distributed from the Foundation's various endowment assets, which includes donor advised, nonprofit, designated, scholarship, community, field of interest and unrestricted. The spending policy is to distribute an amount equal to 5.25% of a moving twenty-one quarter average but not less than 4.5% or greater than 6.0% of current market value. Accordingly, over the long term, the Foundation expects the current spending policy to allow its endowment assets to grow at the rate of inflation. This is consistent with the organization's objective to maintain the purchasing power of endowment assets and seek to maximize the amount available to meet the charitable needs of communities.

Beginning January 2017, the Foundation lowered the payout from 5.25% to 5.0%, and adjusted the ceiling from 6.0% to 5.5% and the floor from 4.5% to 4.25%.

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016 AND 2015**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Investments**

Marketable securities are reported at fair value based upon quoted market prices or, when quotes are not available, are valued on the basis of comparable financial instruments.

Limited marketability investments, which principally include private capital, absolute return investments, and real assets, are valued at the quoted market price for securities for which market quotations are readily available or an estimate of value (fair value) as determined in good faith by management. Because these investments are not readily marketable, their estimated value is subject to uncertainty and, therefore, may differ from the value that would have been used had a ready market for such investments existed.

Donated securities are recorded at their fair value at the date of donation. Realized and unrealized investment gains or losses are determined by comparison of specific costs of acquisition to net proceeds received at the time of disposal or changes in the difference between fair value and cost, respectively.

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

Investments held by the Foundation under split-interest agreements totaled \$24,203,936 and \$27,339,255 at December 31, 2016 and 2015, respectively.

**Contributions Receivable**

Contributions receivable consists of unconditional promises to give and are recognized as revenue in the period received. Conditional promises to give are not recognized until they become unconditional, that is, when the conditions on which they depend are substantially met. Contributions to be received after one year are discounted using present value of future cash flows. Amortization of discounts is recorded as additional contribution revenue. An allowance for uncollectible contributions receivable is provided based upon management's judgment including such factors as prior collection history.

The Foundation is the sole or partial beneficiary of charitable remainder trusts. In cases where the Foundation does not act as trustee, the Foundation has recorded an asset at the present value of the revenue to be received from the trusts using a discount rate between 1.8% and 8.8% based on the year the trust was established.

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016 AND 2015**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Program-Related Loans Receivable**

The Foundation has made loans to not-for-profit organizations and to units of government at below-market interest rates. Repayment schedules and interest rates on the loans are varied. If the loan has a fixed maturity date, the loan receivable is recorded at the net present value of the future payments to be received from the borrower using an imputed market interest rate between 5.75% and 7.5% based on the year the loan was made. At December 31, 2016 and 2015, there were no past due program-related loans.

**Beneficial Interests In Perpetual Trusts**

The Foundation is the beneficiary of various trusts created by donors, the assets of which are not in the possession of the Foundation and are not subject to the Plan filed with the District Court. The Foundation has an irrevocable right to a portion of the net income of these trusts. The Foundation's interest in these trusts is recorded at fair value and is classified as permanently restricted net assets. Distributions received from these trusts are recorded as unrestricted investment income, and the change in fair value is recorded as permanently restricted net unrealized and realized investment gains (losses) in the combined statements of activities.

**Other Assets**

For purposes of financial position presentation, other assets consists of several items, including fixed assets, cash surrender value of life insurance, notes receivable, and client accounts receivable.

**Grants Payable**

Unconditional grants are recorded as expense when approved by the Foundation's board of directors. Grants that are subject to conditions are recorded when the conditions have been substantially met.

During the year, grants have been approved and disbursed to organizations in which some of the board members may be involved through board or other advisory relationships. It is the Foundation's policy to have each board member disclose the conflict of interest. These board members are prohibited from voting on grants to these organizations in those instances.

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016 AND 2015**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Income Beneficiaries Payable**

A liability is recorded for the amount due to income beneficiaries and split-charitable remainder interest of charitable gift annuities and charitable remainder trusts when the Foundation acts as trustee. The present value of the estimated future payments to be distributed during the beneficiary's expected life and the split-charitable remainder interest at the beneficiary's death is recorded as a liability using a discount rate between 1.2% and 7.0% based on the year the gift was received.

**Funds Held As Nonprofit Endowments**

In accordance with accounting standards, when a not-for-profit organization establishes a fund at a community foundation with its own funds and specifies itself as the beneficiary of that fund, the community foundation must account for the transfer of such assets as a liability. The Foundation refers to such funds as nonprofit endowment funds.

The Foundation maintains legal ownership of nonprofit endowment funds and, as such, continues to report the funds as assets of the Foundation. However, in accordance with accounting standards, a liability has been established for the fair value of the funds.

**Cash Flows**

For the purposes of presenting cash flows, cash equivalents include short-term investments with maturities of three months or less, except for cash equivalents, which are included in investments.

**Use of Estimates**

The preparation of combined financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the combined financial statements and accompanying notes. Actual results may differ from those estimates.

**Federal Income Taxes**

The Foundation has received a determination letter from the Internal Revenue Service (IRS) indicating it has been classified as a publicly supported charitable organization under Internal Revenue Code Section 501(c)(3). As a publicly supported charity, the Foundation is exempt from federal income taxes and federal excise taxes under Section 509(a)(1) of the Internal Revenue Code, except on unrelated business income.

The Foundation follows accounting standards for uncertain tax positions. No liability has been recognized by the Foundation under this standard.

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016 AND 2015**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Fair Value Measurements**

The Foundation follows an accounting standard that defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the quality of inputs used to measure fair value, and requires expanded disclosures about fair value measurements. In accordance with this standard, the Foundation has categorized its investments, based on the priority of the inputs to the valuation technique, into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the financial instruments fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

Financial assets and liabilities recorded on the combined statements of financial position are categorized based on the inputs to the valuation techniques as follows:

*Level 1* – Financial assets and liabilities are valued using inputs that are unadjusted quoted prices in active markets accessible at the measurement date of identical financial assets and liabilities. The inputs include those traded on an active exchange, such as the New York Stock Exchange, as well as U.S. Treasury and other U.S. government and agency mortgage-backed securities that are traded by dealers or brokers in active over-the-counter markets. Level 1 includes various mutual funds, collective funds, and U.S. Treasury futures.

*Level 2* – Financial assets and liabilities are valued based on quoted prices for similar assets, or inputs that are observable, either directly or indirectly for substantially the full term through corroboration with observable market data. Level 2 includes private collateralized mortgage obligations, municipal bonds, and corporate debt securities.

*Level 3* – Financial assets and liabilities are valued using pricing inputs which are unobservable for the asset, inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset. Level 3 includes privately held stock, charitable remainder trusts and beneficial interests in perpetual trusts.

The Foundation early adopted the standard on disclosures for investments in certain entities that calculate net asset value (NAV) per share or its equivalent which removes those investments that calculate NAV per share from the fair value disclosure.

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016 AND 2015**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Derivative Financial Instruments**

The Foundation's investment strategy incorporates certain financial instruments, which involve, to varying degrees, elements of market risk and credit risk. These financial instruments may include equity, fixed income and foreign currency futures and options contracts, and foreign currency forward contracts. The Foundation uses derivatives to minimize the exposure of certain of its investments to adverse fluctuation in financial and currency markets, thus reducing portfolio risk. The Foundation has not designated any of its derivative financial instruments as hedging instruments.

Market risk represents potential loss from the decrease in the value as a result of fluctuation in the market. Credit risk represents potential loss from possible nonperformance by obligors and counterparties on the terms of their contracts. Management does not anticipate that losses, if any, resulting from credit or market risk would materially affect the Foundation's financial position.

Equity and Treasury bond futures are used to obtain domestic and international equity and Treasury bond exposure for selected portfolio balances. The Foundation will buy and sell equity and Treasury futures to adjust the overall portfolio asset allocation. These quarterly futures contracts are marked to market and realize gains and losses on a daily basis.

The Partnership had 272 and 236 derivative contracts outstanding as of December 31, 2016 and 2015 at a gross contract value of \$32,151,749 and \$17,868,322, respectively, and the net exposure amount is included within the Partnership's investment portfolio. No short positions exist as of either December 31, 2016 or 2015. The profits and losses of a futures contract depends on the daily movements of the market for that contract and are calculated on a daily basis. Changes in fair value are accounted for as net unrealized and realized investment gains (losses) in fair value of investments. Net gains for these futures were \$2,144,545 and \$113,920 for the years ended December 31, 2016 and 2015, respectively.

**Reclassification**

Certain prior amounts have been reclassified to conform to the current year presentation. Such reclassifications had no effect on net asset amounts previously reported.

**Subsequent Events**

The Foundation has evaluated events and transactions for potential recognition or disclosure in these combined financial statements through May 26, 2017, the date the combined financial statements were available to be issued.

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016 AND 2015**

**NOTE 2 FAIR VALUE MEASUREMENTS**

The Foundation uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. For additional information on how the Foundation values all other assets and liabilities refer to Note 1 –Summary of Significant Accounting Policies.

Assets measured at fair value on a recurring basis:

	2016			Total
	Level 1	Level 2	Level 3	
Fixed Income Mutual and Collective Funds	\$ 58,844,865	\$ -	\$ -	\$ 58,844,865
U.S. Common Stock, Equity Mutual and Collective Funds	235,231,698	-	60,607,085	295,838,783
Non-U.S. Common Stock, Equity Mutual and Collective Funds	68,324,842	-	-	68,324,842
Balanced Mutual Funds	26,282,439	-	-	26,282,439
Real Assets	50,347,899	-	-	50,347,899
Absolute Return Investments	1,410,134	-	-	1,410,134
Subtotal	<u>\$ 440,441,877</u>	<u>\$ -</u>	<u>\$ 60,607,085</u>	<u>501,048,962</u>
Cash Equivalents				145,940,698
NAV Funds				536,567,313
Total				<u>\$ 1,183,556,973</u>
Charitable Remainder Trusts	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 5,007,538</u>	<u>\$ 5,007,538</u>
Beneficial Interests in Perpetual Trusts	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 942,238</u>	<u>\$ 942,238</u>

  

	2015			Total
	Level 1	Level 2	Level 3	
Fixed Income Mutual and Collective Funds	\$ 55,468,146	\$ -	\$ -	\$ 55,468,146
U.S. Common Stock, Equity Mutual and Collective Funds	221,872,700	-	47,643,616	269,516,316
Non-U.S. Common Stock, Equity Mutual and Collective Funds	64,610,869	-	-	64,610,869
Balanced Mutual Funds	25,241,160	-	-	25,241,160
Private Capital				
Real Assets	43,747,925	-	-	43,747,925
Absolute Return Investments	378,912	-	-	378,912
Subtotal	<u>\$ 411,319,712</u>	<u>\$ -</u>	<u>\$ 47,643,616</u>	<u>458,963,328</u>
Cash Equivalents				156,294,419
NAV Funds				506,235,390
Total				<u>\$ 1,121,493,137</u>
Charitable Remainder Trusts	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,422,615</u>	<u>\$ 4,422,615</u>
Beneficial Interests in Perpetual Trusts	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 916,484</u>	<u>\$ 916,484</u>

The Foundation has \$686,000 in privately held stock that is reported at cost as of December 31, 2016 and 2015 and, therefore, not included in the fair value tables above.

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016 AND 2015**

**NOTE 2 FAIR VALUE MEASUREMENTS (CONTINUED)**

**Level 3 roll-forward tables for the years ended December 31, 2016 and 2015:**

	Equity Mutual and Collective Funds (Private Stock)	Charitable Remainder Trusts	Beneficial Interests in Perpetual Trusts	Total
Balances as of January 1, 2015	\$ 37,534,967	\$ 5,394,294	\$ 999,842	\$ 43,929,103
Net Unrealized and Realized Investment Gains	10,108,649	-	-	10,108,649
Change in Value of Split-Interest Agreements	-	(971,679)	(83,358)	(1,055,037)
Balances as of December 31, 2015	47,643,616	4,422,615	916,484	52,982,715
Net Unrealized and Realized Investment Gains	12,963,469	-	-	12,963,469
Change in Value of Split-Interest Agreements	-	584,923	25,754	610,677
Balances as of December 31, 2016	<u>\$ 60,607,085</u>	<u>\$ 5,007,538</u>	<u>\$ 942,238</u>	<u>\$ 66,556,861</u>

**Investments in entities that calculate net asset value per share (or its equivalent) as of December 31, 2016 and 2015:**

	2016 Net Asset Value	2015 Net Asset Value	Unfunded Commitments	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Equity Collective Funds	\$ 194,044,860	\$ 179,495,779	\$ -	Daily-Monthly	5-30 Days
Fixed Income Collective Funds	69,974,204	71,109,686	-	Daily-Monthly	1-5 Days
Multi-Strategy Hedge Funds of Funds	49,290,095	47,782,510	-	Semi-annually	95 Days
Multi-Strategy Hedge Funds of Funds	28,032,398	28,356,630	-	Quarterly	65 Days
Private Capital	100,173,423	96,025,149	82,695,362	N/A	N/A
Private Natural Resources	51,528,552	33,747,338	25,964,250	N/A	N/A
Private Real Estate	22,620,682	20,186,247	-	Quarterly	45 Days
Private Real Estate	20,903,099	29,532,051	10,447,826	N/A	N/A
Total	<u>\$ 536,567,313</u>	<u>\$ 506,235,390</u>			

Equity Collective Funds includes investments in funds that are invested in domestic and international common stocks. The unobservable inputs used to determine the fair value of the equity collective funds is based on quoted market prices for the underlying securities which comprise the net asset value of the collective fund. The funds provide full disclosure of the underlying holdings, whereby the Foundation is able to verify its account balances.

Fixed Income Collective Funds includes investments in funds that are invested in U.S. Treasury, U.S. Agency, residential mortgage backed securities, commercial mortgage backed securities, collateralized debt securities, and corporate bonds. The unobservable inputs used to determine the fair value of the fixed income collective funds is based on quoted market prices for the underlying securities which comprise the net asset value of the collective fund. The funds provide full disclosure of the underlying holdings, whereby the Foundation is able to verify its account balances.



**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016 AND 2015**

**NOTE 2 FAIR VALUE MEASUREMENTS (CONTINUED)**

Multi-Strategy Hedge Fund of Funds is invested primarily in a diversified portfolio of directly originated loan investments, distressed corporate and mortgage bonds, long/short credit, long/short equity, global macro, convertible arbitrage, event driven and other strategies. The unobservable inputs used to determine the fair value of the fund of hedge funds in this category has been estimated using the net asset value per share of the investments.

Private Capital includes investments in venture capital, buy-outs, distressed securities, mezzanine and special situations funds and direct investments in securities of companies. The unobservable inputs used to determine the fair value of the fund of private capital funds and direct investments has been estimated based on the capital account balances reported by underlying partnerships subject to the private capital fund of funds management review and judgment.

Private Natural Resources include investments in oil, gas and other natural resource-related funds. The unobservable inputs used to determine the fair value of the fund of natural resources funds has been estimated based on the capital account balances reported by underlying partnerships subject to the natural resources fund of funds management review and judgment.

Private Real Estate includes investments in multi-family, industrial, retail, and office properties in targeted metropolitan areas within the continental United States. The unobservable inputs used to determine the fair value of private real estate has been estimated using external and internal appraisals of property investments.

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016 AND 2015**

**NOTE 3 CONTRIBUTIONS RECEIVABLE**

Contributions receivable that are expected to be collected within one year are recorded at their net realizable value. Contributions receivable that are expected to be collected in future years are recorded at the present value of the amounts expected to be collected. As of December 31, 2016 and 2015, the amounts expected to be collected in future years was minimal; therefore, no discount was recognized. Unconditional contributions receivable outstanding as of December 31, 2016 and 2015 are due as follows:

	<u>Less than One Year</u>	<u>One Year to Five Years</u>	<u>More than Five Years</u>	<u>2016 Total</u>
Unconditional Promises to Give	\$ 1,693,135	\$ 150,000	\$ -	\$ 1,843,135
Charitable Remainder Trusts	-	988,757	4,018,781	5,007,538
Total	<u>\$ 1,693,135</u>	<u>\$ 1,138,757</u>	<u>\$ 4,018,781</u>	<u>\$ 6,850,673</u>
	<u>Less than One Year</u>	<u>One Year to Five Years</u>	<u>More than Five Years</u>	<u>2015 Total</u>
Unconditional Promises to Give	\$ 3,585,561	\$ 125,000	\$ -	\$ 3,710,561
Charitable Remainder Trusts	-	1,012,926	3,409,689	4,422,615
Total	<u>\$ 3,585,561</u>	<u>\$ 1,137,926</u>	<u>\$ 3,409,689</u>	<u>\$ 8,133,176</u>

**NOTE 4 GRANTS PAYABLE**

Grants payable in more than one year are stated at fair value. Fair value is determined as the present value of estimated cash flows using a discount rate ranging from 1.2% to 7.7%. The discount amount was \$154,299 and \$224,758 as of December 31, 2016 and 2015, respectively. Unconditional grants payable as of December 31, 2016 and 2015 are generally due as follows:

	<u>2016</u>	<u>2015</u>
Less than One Year	\$ 8,021,716	\$ 8,487,083
One Year to Five Years	4,110,246	4,431,772
Total	<u>\$ 12,131,962</u>	<u>\$ 12,918,855</u>

At December 31, 2016 and 2015, the Foundation has unpaid approved grants of \$1,502,088 and \$1,790,243, respectively, which are subject to conditions and have not been reflected in the accompanying combined financial statements.

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016 AND 2015**

**NOTE 5 FUNDS HELD AS NONPROFIT ENDOWMENTS**

The following table summarizes activity in such funds during the years ended December 31:

	2016	2015
Funds Held as Nonprofit Endowments at January 1	\$ 149,887,555	\$ 149,978,986
Amounts Raised from Nonprofits	8,387,434	9,304,307
Investment Income	1,890,290	1,683,307
Net Unrealized and Realized Investment Gains (Losses)	10,388,126	(1,981,807)
Amounts Disbursed to Nonprofits	(7,803,091)	(8,351,928)
Administrative Fee	(776,076)	(745,310)
Funds Held as Nonprofit Endowments at December 31	<u>\$ 161,974,238</u>	<u>\$ 149,887,555</u>

**NOTE 6 ENDOWMENT BY NET ASSET CLASS**

	2016			Total Net Assets
	Unrestricted	Temporarily Restricted	Permanently Restricted	
Donor Restricted Endowment Funds	\$ -	\$ 5,288,218	\$ 20,911,905	\$ 26,200,123
Other Endowment Funds:				
Undesignated	178,947,411	668	-	178,948,079
Field of Interest	110,166,131	-	-	110,166,131
Donor Advised	109,733,858	-	-	109,733,858
Designated	77,745,806	-	-	77,745,806
Subtotal Other Endowment Funds	<u>476,593,206</u>	<u>668</u>	<u>-</u>	<u>476,593,874</u>
Board Designated Endowment Funds	<u>3,061,945</u>	<u>-</u>	<u>-</u>	<u>3,061,945</u>
Total Endowment Funds	<u>479,655,151</u>	<u>5,288,886</u>	<u>20,911,905</u>	<u>505,855,942</u>
Non-Endowed Funds	<u>495,797,640</u>	<u>16,395,511</u>	<u>942,238</u>	<u>513,135,389</u>
Total Net Assets	<u>\$ 975,452,791</u>	<u>\$ 21,684,397</u>	<u>\$ 21,854,143</u>	<u>\$ 1,018,991,331</u>

  

	2015			Total Net Assets
	Unrestricted	Temporarily Restricted	Permanently Restricted	
Donor Restricted Endowment Funds	\$ -	\$ 4,914,192	\$ 20,913,680	\$ 25,827,872
Other Endowment Funds:				
Undesignated	170,963,610	80,830	-	171,044,440
Field of Interest	103,462,640	-	-	103,462,640
Donor Advised	104,246,690	-	-	104,246,690
Designated	66,834,974	-	-	66,834,974
Subtotal Other Endowment Funds	<u>445,507,914</u>	<u>80,830</u>	<u>-</u>	<u>445,588,744</u>
Board Designated Endowment Funds	<u>2,195,824</u>	<u>-</u>	<u>-</u>	<u>2,195,824</u>
Total Endowment Funds	<u>447,703,738</u>	<u>4,995,022</u>	<u>20,913,680</u>	<u>473,612,440</u>
Non-Endowed Funds	<u>471,525,181</u>	<u>19,665,475</u>	<u>914,709</u>	<u>492,105,365</u>
Total Net Assets	<u>\$ 919,228,919</u>	<u>\$ 24,660,497</u>	<u>\$ 21,828,389</u>	<u>\$ 965,717,805</u>

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016 AND 2015**

**NOTE 7 CHANGES IN ENDOWMENT NET ASSETS**

	2016			Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	
Endowment Net Assets, Beginning of Year	\$ 447,703,738	\$ 4,995,022	\$ 20,913,680	\$ 473,612,440
Investment Income, Net of Investment Expense	5,883,441	253,201	-	6,136,642
Net Realized and Unrealized Investment Gains	32,652,929	1,431,737	-	34,084,666
Contributions	19,639,851	-	-	19,639,851
Amounts Appropriated for Expenditure	(26,224,808)	(1,391,074)	(1,775)	(27,617,657)
Change in Endowment Net Assets	<u>31,951,413</u>	<u>293,864</u>	<u>(1,775)</u>	<u>32,243,502</u>
Endowment Net Assets, End of Year	<u>\$ 479,655,151</u>	<u>\$ 5,288,886</u>	<u>\$ 20,911,905</u>	<u>\$ 505,855,942</u>

  

	2015			Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	
Endowment Net Assets, Beginning of Year	\$ 458,492,486	\$ 6,442,834	\$ 20,913,680	\$ 485,849,000
Investment Income, Net of Investment Expense	5,630,757	289,273	-	5,920,030
Net Realized and Unrealized Investment Losses	(5,296,955)	(392,454)	-	(5,689,409)
Contributions	9,371,576	-	-	9,371,576
Amounts Appropriated for Expenditure	(20,494,126)	(1,344,631)	-	(21,838,757)
Change in Endowment Net Assets	<u>(10,788,748)</u>	<u>(1,447,812)</u>	<u>-</u>	<u>(12,236,560)</u>
Endowment Net Assets, End of Year	<u>\$ 447,703,738</u>	<u>\$ 4,995,022</u>	<u>\$ 20,913,680</u>	<u>\$ 473,612,440</u>

**NOTE 8 TEMPORARILY RESTRICTED NET ASSETS**

Temporarily restricted net assets consist of the following as of December 31:

	2016	2015
Split Interest Agreements	\$ 15,597,418	\$ 17,145,422
Time Restricted Contributions Receivable	798,877	2,600,881
Endowment	5,288,102	4,914,194
Total	<u>\$ 21,684,397</u>	<u>\$ 24,660,497</u>

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016 AND 2015**

**NOTE 9 RETIREMENT PLAN**

The Foundation maintains a defined contribution plan for employees meeting the eligibility requirements in which contributions are based upon a specified percentage of salaries. Retirement plan expense was \$- and \$- for the years ended December 31, 2016 and 2015, respectively. A portion of the contributions vest with employees over a five year period.

**NOTE 10 OPERATING LEASE**

The Foundation has an operating lease for office space and equipment with lease terms that expire through 2025. Annual rental on the office space include the base rent plus a proportionate share of the actual operating costs of the building as specified in the lease agreement. Total rentals paid during fiscal years 2016 and 2015 were \$454,056 and \$474,433, respectively.

Future minimum lease payments as of December 31, 2016 are as follows:

<u>Year Ending December 31,</u>	<u>Amount</u>
2017	\$ 418,700
2018	413,598
2019	406,790
2020	406,790
2021	406,790
Thereafter	1,522,222
Total	<u><u>\$ 3,574,890</u></u>

**NOTE 11 COMMUNITY INVESTMENT GROUP AND MINORITY INTEREST**

The Saint Paul Foundation and Minnesota Community Foundation have agreed to pool certain investment funds into an investment partnership called The Community Investment Group (CIG). Under the governing documents for CIG, the investment committee of CIG is responsible for the management of CIG. A majority of the investment committee may recommend that one or more additional persons be appointed to the investment committee who shall become members if approved in writing by The Saint Paul Foundation. These additional persons shall serve for the same term as the appointed members and shall be subject to removal by The Saint Paul Foundation. Other charitable organizations may be added to the partnership if approved by the voting foundations.

The Saint Paul Foundation and Minnesota Community Foundation hold control of the partnership through ability to approve and remove additional members of the investment committee, and through economic interest (91% of the investment in the partnership as of December 31, 2016.) As a result of this controlling interest, consolidation is required under accounting standards.

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2016 AND 2015**

**NOTE 11 COMMUNITY INVESTMENT GROUP AND MINORITY INTEREST (CONTINUED)**

The following schedules shows statements of changes in partner balances for the years ended December 31:

	The Saint Paul Foundation	Minnesota Community Foundation	Mardag Foundation	The Jones Family Foundation	Total
Balance as of January 1, 2015	\$ 352,368,477	\$ 164,700,435	\$ 56,414,632	\$ 11,800,702	\$ 585,284,246
Interest and Dividends	4,926,306	2,416,940	747,543	157,661	8,248,450
Net Unrealized and Realized Gains (Losses)	(3,517,323)	(2,028,185)	(504,423)	(124,228)	(6,174,159)
Contributions to Partnership	6,789,332	8,869,132	-	-	15,658,464
Withdrawals from Partnership	(18,746,156)	(6,638,252)	(3,250,000)	(485,000)	(29,119,408)
Partnership Expenses	(1,188,076)	(569,739)	(191,086)	(40,917)	(1,989,818)
Balance as of December 31, 2015	<u>340,632,560</u>	<u>166,750,331</u>	<u>53,216,666</u>	<u>11,308,218</u>	<u>571,907,775</u>
Interest and Dividends	5,460,675	2,743,566	782,189	166,020	9,152,450
Net Unrealized and Realized Gains (Losses)	23,735,254	11,922,067	3,618,618	799,984	40,075,923
Contributions to Partnership	24,503,916	12,780,048	-	-	37,283,964
Withdrawals from Partnership	(16,167,765)	(6,046,187)	(2,670,000)	(530,000)	(25,413,952)
Partnership Expenses	(959,273)	(479,565)	(157,787)	(31,658)	(1,628,283)
Balance as of December 31, 2016	<u><u>\$ 377,205,367</u></u>	<u><u>\$ 187,670,260</u></u>	<u><u>\$ 54,789,686</u></u>	<u><u>\$ 11,712,564</u></u>	<u><u>\$ 631,377,877</u></u>

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**COMBINING STATEMENT OF FINANCIAL POSITION**  
**DECEMBER 31, 2016**

(SEE INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY INFORMATION)

	The Saint Paul Foundation & Affiliated Organizations	Minnesota Community Foundation & Affiliated Organizations	Eliminations	Combined
<b>ASSETS</b>				
Cash and Cash Equivalents	\$ 2,092,560	\$ 3,579,919	\$ -	\$ 5,672,479
Investments	907,894,690	276,348,283	-	1,184,242,973
Contributions Receivable	6,479,258	1,485,646	(1,114,231)	6,850,673
Program-Related Loans Receivable	6,032,408	-	-	6,032,408
Beneficial Interests in Perpetual Trusts	942,238	-	-	942,238
Other Assets	3,863,821	817,049	(680,614)	4,000,256
	<u>\$ 927,304,975</u>	<u>\$ 282,230,897</u>	<u>\$ (1,794,845)</u>	<u>\$ 1,207,741,027</u>
<b>LIABILITIES AND NET ASSETS</b>				
<b>LIABILITIES</b>				
Accounts Payable and Accrued Expenses	\$ 1,646,539	\$ 793,076	\$ (680,614)	\$ 1,759,001
Grants Payable	9,796,753	2,335,209	-	12,131,962
Income Beneficiaries Payable	13,524,433	474,293	(1,114,231)	12,884,495
Funds Held as Nonprofit Endowments	88,363,136	73,611,102	-	161,974,238
Total Liabilities	<u>113,330,861</u>	<u>77,213,680</u>	<u>(1,794,845)</u>	<u>188,749,696</u>
<b>NET ASSETS</b>				
Unrestricted:				
Undesignated	197,240,673	10,054,546	-	207,295,219
Field of Interest	100,062,490	25,066,430	-	125,128,920
Donor Advised	359,477,947	149,944,603	-	509,422,550
Donor Designated	60,658,546	18,157,870	-	78,816,416
Minority Interest	54,789,686	-	-	54,789,686
Total Unrestricted	<u>772,229,342</u>	<u>203,223,449</u>	<u>-</u>	<u>975,452,791</u>
Temporarily Restricted	19,890,629	1,793,768	-	21,684,397
Permanently Restricted	21,854,143	-	-	21,854,143
Total Net Assets	<u>813,974,114</u>	<u>205,017,217</u>	<u>-</u>	<u>1,018,991,331</u>
Total Liabilities and Net Assets	<u>\$ 927,304,975</u>	<u>\$ 282,230,897</u>	<u>\$ (1,794,845)</u>	<u>\$ 1,207,741,027</u>

**THE SAINT PAUL FOUNDATION, MINNESOTA COMMUNITY FOUNDATION AND AFFILIATES**  
**COMBINING STATEMENT OF ACTIVITY**  
**YEAR ENDED DECEMBER 31, 2016**

(SEE INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY INFORMATION)

	The Saint Paul Foundation & Affiliated Organizations	Minnesota Community Foundation & Affiliated Organizations	Eliminations	Combined
<b>REVENUES, GAINS, (LOSSES) AND OTHER SUPPORT</b>				
Contributions	\$ 22,738,205	\$ 23,623,819	\$ (295,895)	\$ 46,066,129
Investment Income, Net of Investment Expenses of \$3,251,447 in 2016	9,838,448	2,262,558	-	12,101,006
Net Unrealized and Realized Investment Gains	53,684,585	10,938,516	-	64,623,101
Administrative Fees	515,773	355,167	(51,064)	819,876
Staff Services	4,219,323	-	(3,544,513)	674,810
Change in Value of Split-Interest Agreements	1,096,062	(144,890)	-	951,172
Other	(46,286)	165,118	-	118,832
<b>Total Revenues, Gains, (Losses) and Other Support</b>	<b>92,046,110</b>	<b>37,200,288</b>	<b>(3,891,472)</b>	<b>125,354,926</b>
<b>EXPENSES</b>				
Program Services:				
Grants	43,192,544	15,246,554	(295,895)	58,143,203
Direct Conduct of Charitable Activity	3,340,940	646,368	(348,404)	3,638,904
Staff Services for Other Foundations and Not-for-Profit Organizations	4,121,083	-	(3,196,109)	924,974
Direct Fund Expenses	632,058	583,722	-	1,215,780
Administrative Assessment	51,064	-	(51,064)	-
Other Program Expenses	3,342,255	973,880	-	4,316,135
Support Services:				
Management and General	2,792,781	1,015,764	-	3,808,545
Fundraising	1,212,643	394,236	-	1,606,879
<b>Total Expenses</b>	<b>58,685,368</b>	<b>18,860,524</b>	<b>(3,891,472)</b>	<b>73,654,420</b>
<b>CHANGE IN NET ASSETS</b>	<b>33,360,742</b>	<b>18,339,764</b>	<b>-</b>	<b>51,700,506</b>
Minority Interest Gain (Loss)	1,573,020	-	-	1,573,020
<b>TOTAL CHANGE IN NET ASSETS</b>	<b>34,933,762</b>	<b>18,339,764</b>	<b>-</b>	<b>53,273,526</b>
Net Assets at Beginning of Year	779,040,352	186,677,453	-	965,717,805
<b>NET ASSETS AT END OF YEAR</b>	<b>\$ 813,974,114</b>	<b>\$ 205,017,217</b>	<b>\$ -</b>	<b>\$ 1,018,991,331</b>