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INDEPENDENT AUDITORS' REPORT

To the Members of Vancity Community Foundation

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Vancity Community Foundation ("the Foundation"), which comprise the consolidated statement of financial position as at December 31, 2016, and the consolidated statements of operations, changes in fund balances and cash flows for the year then ended, and the related notes comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of consolidated 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 consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Vancity Community Foundation as at December 31, 2016, and the results of its operations and cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Other Matter

The Foundation's consolidated financial statements for the year ended December 31, 2015, were audited by another auditor who expressed an unqualified audit opinion in their independent auditors' report dated May 19, 2016.

Report on Other Legal and Regulatory Requirements

As required by the Society Act of British Columbia, we report that, in our opinion, the Foundation's consolidated financial statements have been prepared following Canadian accounting standards for not-for-profit organizations applied on a consistent basis.

Chartered Professional Accountants Vancouver, B.C.

Manning Elliott LLP

May 18, 2017

VANCITY COMMUNITY FOUNDATION CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT DECEMBER 31, 2016

	2016	2015
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 1,205,840	\$ 1,048,809
Accounts receivable	323,150	
nterest receivable	154,996	
Grants receivable	64,604	
GST receivable	-	46,556
nvestment in carbon offsets (Note 2)	261,809	233,196
	2,010,399	1,600,282
RESTRICTED CASH (Note 3)	3,570,298	4,465,356
INVESTMENTS (Note 4)	3,296,584	
RESTRICTED INVESTMENTS (Note 4)	45,143,954	
PREPAID LEASE (Note 5)	1,689,392	
LOANS RECEIVABLE (Note 6)	380,000	
ART COLLECTION (Note 7)	32,550	
	\$ 56,123,177	\$ 56,793,006
LIABILITIES CURRENT LIABILITIES Accounts payable and accrued liabilities Government remittances payable GST payable Grants payable Loan payable (Note 8)	\$ 385,665 4,33 ² 36,677 9,000	- -
	435,676	1,929,688
FUND BALANCES		,
UNRESTRICTED	8,088,055	8,197,460
RESTRICTED - FLOW THROUGH	4,213,965	4,691,141
RESTRICTED - DONOR ADVISED	43,385,481	41,974,717
	55,687,501	54,863,318

Approved by the Directors

_Director

Director

VANCITY COMMUNITY FOUNDATION CONSOLIDATED STATEMENT OF CHANGES IN FUND BALANCES FOR THE YEAR ENDED DECEMBER 31, 2016

	Unrestricted		Restricted - Flow Through		Restricted - Donor Advised		2016		 2015
Fund balances, beginning of year	\$	8,197,460	\$	4,691,141	\$	41,974,717	\$	54,863,318	\$ 53,177,657
Excess (deficiency) of revenue over disbursements		(546,520)		(452,176)		1,822,879		824,183	1,685,661
Interfund transfer (Note 9)		437,115		(25,000)		(412,115)		-	
Fund balances, end of year	\$	8,088,055	\$	4,213,965	\$	43,385,481	\$	55,687,501	\$ 54,863,318

VANCITY COMMUNITY FOUNDATION CONSOLIDATED STATEMENT OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2016

	Unrestricted I		Unrestricted Restri Flow TI		estricted - or Advised	2016		2015
Revenue Contributions Investment income (Note 10) Community development lending interest Programs Unrealized change in market value of investments		,904,740 445,634 6,818 700,721 (178,833)	\$	3,395,561 67,607 2,579 - -	\$ 2,708,684 867,950 - (7,791) 1,900,478	\$ 8,008,985 1,381,191 9,397 692,930 1,721,645	\$	7,707,419 1,655,835 76,653 389,026 614,586
	2,	,879,080		3,465,747	5,469,321	11,814,148		10,443,519
Administrative and program expenses								
Board governance		9,616		25	_	9,641		13,557
Conferences		49,925		-	-	49,925		112,473
Insurance		21,566		-	-	21,566		2,850
Investment management fees		36,581		81	146,057	182,719		222,241
Marketing		94,182		-	-	94,182		45,729
Meetings		26,879		308	-	27,187		44,610
Memberships		13,218		-	-	13,218		7,259
Miscellaneous		3,587		-	4,824	8,411		14,233
Professional fees		478,369		67,255	-	545,624		399,416
Publications		34,366		-	-	34,366		47,026
Research and training		10,075		-	-	10,075		8,370
Salaries and related benefits (Note 11)	1	,970,026		-	-	1,970,026		1,711,451
Special events		119,025		90,000	-	209,025		53,634
Supplies		17,412		526	3,278	21,216		32,841
Travel and accommodation		51,159		50	-	51,209		44,876
Utilities		4,405		-	-	4,405		11,510
Website and IT		41,023		1,468	-	42,491		78,038
	2,	,981,414		159,713	154,159	3,295,286		2,850,114
Net revenue before grant disbursements		(102,334)		3,306,034	5,315,162	8,518,862		7,593,405
Grant disbursements		(444,186)		(3,758,210)	(3,492,283)	(7,694,679)		(5,907,744)
Excess (deficiency) of revenue over disbursements	\$ ((546,520)	\$	(452,176)	\$ 1,822,879	\$ 824,183	\$	1,685,661

VANCITY COMMUNITY FOUNDATION CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2016

	2016	2015
Cash from (used in):		
Operating activities Excess (deficiency) of revenue over disbursements Items not involving cash	\$ 824,183	\$ 1,685,661
Unrealized change in market value of investments Art collection	(1,721,645) (32,550)	(614,586)
	(930,012)	1,071,075
Change in non-cash working capital items Accounts receivable Interest receivable Grants receivable GST receivable Investment in carbon offsets Accounts payable and accrued liabilities Government remittances payable GST payable Grants payable	(323,150) 18,580 33,541 46,556 (28,613) 325,346 4,334 36,677 (845,375) (1,662,116)	(61,594) (11,420) (22,063) - (96,232) - (1,625) 878,141
Investing activities Loans receivable Investments, net	1,020,000 1,303,978 2,323,978	(1,020,000) (18,786) (1,038,786)
Financing activities Prepaid lease Restricted cash Loan payable	(384,895) 895,058 (1,014,994)	(1,304,497) (409,277) 1,014,994
	(504,831)	(698,780)
Increase (decrease) in cash and cash equivalents	157,031	(859,425)
Cash and cash equivalents, beginning of year	1,048,809	1,908,234
Cash and cash equivalents, end of year	\$ 1,205,840	\$ 1,048,809

NON-CASH INVESTING ACTIVITY (NOTE 7)

Purpose of Foundation

The Vancity Community Foundation Group (the "Foundation") consists of the Vancity Community Foundation (the "VCF") and Greater Vancouver Community Assistance Foundation (the "GVCAF").

The VCF was incorporated in 1989 under the Society Act of British Columbia. The VCF is a registered charity under the Income Tax Act (Canada) and is accordingly exempt from income taxes. The purpose of the VCF is to fund, facilitate, promote and carry out activities and programs which are beneficial to the community. In addition to the traditional grant-making activity of community foundations, the VCF is also engaged in community development lending which may be funded from restricted contributions.

The GVCAF was incorporated in 1993 under the Society Act of British Columbia. The GVCAF is a not-for-profit organization under the Income Tax Act (Canada) and is accordingly exempt from income taxes. The purpose of the GVCAF is to carry out innovative activities and provide support for initiatives which benefit the community. The members of the GVCAF are the directors of the VCF.

1. Summary of significant accounting policies

These consolidated financial statements have been prepared in accordance with Canadian accounting standards for not-for-profit organizations ("ASNPO") under Part III of the CPA Canada Handbook - Accounting and include the accounts of the VCF and the GVCAF. Financial statements prepared in accordance with ASNPO are also in accordance with Canadian generally accepted accounting principles ("GAAP").

These consolidated financial statements have, in management's opinion, been prepared within reasonable limits of materiality using the significant accounting policies noted below:

(a) Basis of presentation

The Foundation presents its financial statements using fund accounting. The purpose of each fund is explained as follows:

(i) Unrestricted Fund

This fund contains all funds not externally or internally restricted.

(ii) Restricted - Flow Through Fund

This fund contains funds externally restricted by donors regarding timing and use of those funds, primarily for use within the current period, or as allocated for the GVCAF.

(iii) Restricted - Donor Advised Fund

This fund contains funds externally restricted through specific deeds established with donors, and primarily to be held as long-term funding including some specific provisions for capital encroachment based on parameters as established in the deed.

Summary of significant accounting policies, continued

(b) Revenue recognition

The Foundation follows the restricted fund method of accounting for contributions.

Unrestricted contributions

Unrestricted contributions are recognized as revenue of the Unrestricted fund in the year received or receivable if the amount receivable can be reasonably estimated and collection is reasonably assured.

Restricted contributions

Flow Through fund contributions are recognized as revenue of the Restricted - Flow Through fund once the amount receivable can be reasonably estimated and collection is reasonably assured.

Donor Advised fund contributions are recognized as revenue of the Restricted - Donor Advised fund once the amount receivable can be reasonably estimated and collection is reasonably assured.

Investment income

Investment income is recorded as it is earned in the fund in which it relates.

(c) Financial instruments

Measurement

The Foundation's financial instruments consist of cash and cash equivalents, accounts receivable, interest receivable, grants receivable, restricted cash, investments, loans receivable, accounts payable, grants payable and loan payable. The Foundation initially measures all of its financial assets and liabilities at fair value. The Foundation subsequently measures all of its financial assets and liabilities at amortized cost, except for investments in equity instruments that are quoted in an active market, which are measured at fair value. The Foundation has also elected to measure its investment in fixed income securities at fair value. Changes in fair value of equity instruments and fixed income securities carried at fair value are recognized in the consolidated statement of operations.

Impairment

Financial assets measured at amortized cost are tested for impairment when there are indicators of impairment. The amount of any write-down that is determined is recognized in the consolidated statement of operations. A previously recognized impairment loss may be reversed to the extent of any improvement, provided it is no greater than the amount that would have been reported at the date of the reversal had the impairment not been recognized previously. The amount of the reversal is recognized in the consolidated statement of operations in the period in which it is determined.

Transaction costs

Transaction costs that are directly attributable to the origination, issuance or assumption of a financial instrument that is subsequently measured at amortized cost are assigned to those financial instruments. All other transaction costs are recognized in the consolidated statement of operations in the period incurred.

(d) Cash and cash equivalents

Cash and cash equivalents include cash on hand and money market investments with original maturities of three months or less and which are readily convertible into cash.

(e) Capital assets

Capital assets under construction are not amortized until the completed capital assets are put in use.

Summary of significant accounting policies, continued

(f) Repayable grants

The GVCAF provides support to some organizations involved in planning community development projects by disbursing dollars which may be accompanied by promissory notes with low interest. Repayment is only expected under certain conditions (generally to be refinanced through future loans for larger scale activities based on feasibility) and no additional penalties are assessed if the notes are not repaid. The GVCAF has recorded full allowance for impairment on these repayable grants. Such impairment loss is recorded as part of the grant disbursements.

(g) Art collection

The Foundation holds a collection (the "Collection") of works of art for the 312 Main Street Project. The Collection is presented as an asset measured at fair market value. The cost of additions to the Foundation's works of art is charged as an expense in the year of acquisition. Donated works of art are recognized in the consolidated financial statements if a value can be determined.

(h) Contributed services

The Foundation receives various contributed services. As the fair market value of these contributed services cannot be reasonably measured they are not recognized in these consolidated financial statements.

(i) Use of estimates

The preparation of consolidated financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions about future events that affect the reported amounts of assets, liabilities, revenue and expenses as at the end of or during the reporting period. Management believes that the estimates used are reasonable and prudent, however, actual results could differ from those estimates. Significant areas requiring the use of management estimates relate to the valuation of accounts receivable, loans receivable, grants receivable and carbon offsets, and amounts recorded as accrued liabilities.

2. Investment in carbon offsets

The GVCAF holds 29,060 tonnes of verified emissions reductions ("VERs") intended for sale. The VERs are accounted for using the cost method.

The GVCAF has entered into a brokerage agreement for the sale of VERs. Included in investment income of the Restricted Flow-Through fund is a \$67,873 (2015 - \$Nil) gain from the sale of VERs during the year.

3. Restricted cash

Restricted cash consists of the following:

	2016			2015		
Restricted Cash - Donor Advised Restricted Cash - GVCAF	\$	1,563,406 2,006,892	\$	1,521,789 2,943,567		
	\$	3,570,298	\$	4,465,356		

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4. Investments

	December 31, 2016				December 31, 2015				
	Ma	rket Value	ie Cost		Ma	rket Value		Cost	
Term deposits Marketable equity securities Mutual funds Government and corporate bonds	\$	2,550,000 25,935,499 3,443,057 14,556,303	\$	2,550,000 18,186,403 2,095,011 14,250,942	\$	3,850,000 24,753,554 4,156,889 13,096,724	\$	3,850,000 18,411,496 2,598,780 12,576,437	
Investments at fair value Community development lending Impact equity, at cost		46,484,859 514,126 1,441,553		37,082,356 514,126 1,441,553		45,857,167 528,575 1,637,129		37,436,713 528,575 1,637,129	
	\$	48,440,538	\$	39,038,035	\$	48,022,871	\$	39,602,417	

Included in investments are restricted investments of \$45,143,954 (2015 - \$44,044,106). All investments are ethically screened. The Foundation's investment policies require that any bonds purchased will be DBRS R-1 or higher, no more than 10% shall be invested in any one corporation and no more than 35% will be placed within one industry.

Impact equity consists of:

- investment in a Private Equity Venture Capital Fund which invests in private companies achieving social or environmental impacts;
- (b) shares of an individual private business which represents a long-term ownership stake. There are options associated with the shares through which the benefit may either transfer to another local charitable organization (for the VCF owned shares) or to a group of employees (for the GVCAF owned shares);
- (c) investor units in a Limited Partnership which invests in mixed use real estate development to transform community.

These impact equity investments are not publicly traded and fair market value is not readily determinable. The investments are carried at cost.

5. Prepaid lease

The Foundation entered into an agreement with the City of Vancouver in fiscal 2015 to lease the 2nd floor of 312 - 324 Main Street for a period of 15 years commencing upon completion of construction. The agreement called for total rent (calculated at present value in the amount of \$3,348,900) to be paid by:

- \$1,700,000 in capital cost upgrades to the building
- \$292,500 in construction project management
- \$703,200 in property management services and
- \$679,900 in programming services.

During the year, the Foundation paid \$384,895 (2015 - \$1,304,497) of construction project management costs and capital cost upgrades to the building which represent prepaid lease costs. Construction is anticipated to be completed in June 2017.

6. Loans receivable

The loans receivable balance consists of two program-related investment loans.

The two program-related loans were made to two registered charities to implement organization changes and to develop new revenue generating programs. These loans were allocated from existing Restricted - Donor Advised funds.

The loans receivable are due on demand and non-interest bearing for a term of five years, maturing in 2021. No specified terms of repayment have been outlined. Full repayment is due either on maturity, or on demand by the Foundation, as the two registered charities increase their capacity to make payments.

The Nelson Commons Holdings Ltd. loan of \$1,020,000 was repaid in full during the year.

7. Art collection

The Foundation's art collection comprises original art work from Canadian artists. The Foundation's collection was acquired in 2016 by way of gift for use in the Main Street project (Note 5). Acquisitions in the year total \$32,550 (2015 - \$Nil). During the year there were no expenditures and no sales.

8. Loan payable

The loan payable was repaid in full during the year.

9. Interfund transfers

Interfund transfers are enacted by resolutions passed by the Foundation's board of directors and presented in the consolidated statement of changes in fund balances. The Restricted - Flow Through and Restricted Donor Advised funds transferred \$437,115 in total with respect to administrative fees paid on the funds' behalf.

10. Investment income

	2016			2015		
Dividend income Interest earned, net Other investment income, net	\$	782,402 498,037 100,752	\$	656,203 582,755 416,877		
	\$	1,381,191	\$	1,655,835		

11. Salaries and related benefits

Salaries and benefits expense for the year includes eight employees that each earned over \$75,000, for a total of \$825,800.

12. Related party transactions

- (a) Vancouver City Savings Credit Union ("Vancity") appoints the board members to the Foundation's board and provides funding to ensure that the Foundation can meet its funding criteria. Vancity provides 34.7% (2015 47.6%) of the Foundation's total revenue. In addition, Vancity Investment Management Ltd. is a subsidiary of Vancity.
- (b) The Foundation has an agency agreement with Vancity for the Foundation's investment portfolio management. Fees for these services are computed on the market value of the investments. During the year, the Foundation paid fees to Vancity Investment Management Ltd. of \$144,322 (2015 \$191,623) and to Vancity of \$796 (2015 \$743).
- (c) The Foundation received charitable gifts from Vancity of \$843,630 (2015 \$589,501) which were allocated between the Unrestricted and Restricted funds. The Foundation received donations from Vancity of \$2,659,986 (2015 \$2,204,534) which were allocated to the granting programs. The Foundation received program contributions from Vancity of \$251,500 (2015 \$387,144) which were allocated to the Unrestricted fund for the Social Enterprise and the Enterprise Non-Profits programs. The Foundation received contributions from Vancity of \$689,000 (2015 \$1,794,761) which were allocated to the Restricted Flow Through fund, for programs carried by the GVCAF.

13. Financial instruments risks

The Foundation's financial instruments are described in Note 1(c). In management's opinion, the Foundation is not exposed to significant currency, credit, liquidity, interest rate, market or other price risks arising from its financial instruments, except as explained in the following paragraphs. In addition, the Foundation is not exposed to any material concentrations of risk and there have been no changes in risk exposures from the prior year.

The carrying amount of financial assets measured at amortized cost is \$9,665,471 as at December 31, 2016 (2015 - \$10,935,839). The carrying amount of financial assets measured at fair value is \$46,484,859 as at December 31, 2016 (2015 - \$45,857,167).

Risks affecting the Foundation's financial instruments are as follows:

(a) Credit risk

The Foundation is exposed to credit risk with respect to uncertainties as to timing and collectibility on the outstanding loans made for the purpose of community development. Given the mandate of the Foundation, this credit risk is an inherent risk of operations. The Foundation, when possible, obtains security on the loans and has established an allowance on the balance for possible future losses.

(b) Market risk

Market risk is the potential for financial loss to the Foundation from changes in the values of its financial instruments due to changes in interest rates, currency exchange rates, or equity prices. The investments of the Foundation are subject to normal market fluctuations and to the risk inherent in investment in capital markets.

(c) Interest rate risk

Interest rate risk is the risk that changes in interest rates will affect future cash flows or fair values of financial instruments. Interest rate risk arises primarily from the Foundation's investment in interest bearing financial instruments. The value of fixed income securities will generally rise when interest rates fall and decrease when interest rates rise.

Changes in interest rates may also affect the value of equity securities.

13. Financial instruments risks, continued

(d) Currency risk

Currency risk is the risk that the value of the financial instruments denominated in non-Canadian currencies will fluctuate due to changes in foreign exchange rates. The Foundation is exposed to currency risk on its investment in US and global equity securities.

(e) Liquidity risk

Liquidity risk is the risk that the entity will not be able to meet a demand for cash or fund its obligations as they come due. Liquidity risk exposure is dependent on the receipt of funds from government subsidies and member charges.

(f) Equity price risk

Equity price risk is the risk that the value of financial instruments will fluctuate due to changes in market prices. The Foundation is exposed to equity price risk on its investments in equity securities.

The Foundation actively manages market risk through its investment policy that outlines the objectives, constraints and parameters related to its investment activities. The Investment, Finance and Audit Committee and management regularly review the Foundation's investments to ensure all activities adhere to the investment policy.

14. Subsequent event

On April 25, 2017, the Foundation obtained a \$2,000,000 operating loan from Vancity for the purpose of assisting with tenant improvements to the 312 Main Street Project. The loan was obtained on a 12-month term with interest calculated and payable monthly at a rate of Vancity Prime plus 1%.

The loan requires that a Debt Service Coverage of a minimum of 1.1 times be in effect at all times.

The loan is secured as follows:

- a) general security agreement, constituting a first ranking interest in all property of VCF;
- b) general security agreement, constituting a first ranking interest in all property of GVCAF; and an
- c) assignment of GVCAF securities and deposits in the amount of \$2,000,000.

15. Comparative figures

Certain comparative figures have been reclassified to conform to the current year's consolidated financial statement presentation. Such reclassification does not have any effect on the fund balances or excess of revenue over disbursements previously reported.