CONSOLIDATED FINANCIAL STATEMENTS WITH INDEPENDENT AUDITOR'S REPORT

YEARS ENDED DECEMBER 31, 2023 AND 2022



INDEPENDENT AUDITOR'S REPORT

Board of Directors Sierra Health Foundation: Center For Health Program Management Sacramento, California

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Sierra Health Foundation: Center for Health Program Management, and San Joaquin Valley Impact Investment Fund, LLC (collectively, the Center) which comprise the consolidated statements of financial position as of December 31, 2023 and 2022, and the related consolidated statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Center as of December 31, 2023 and 2022, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of the Center and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Center's ability to continue as a going concern within one year after the date that the consolidated financial statements are available to be issued.

Board of Directors Sierra Health Foundation: Center For Health Program Management Page two

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with generally accepted auditing standards and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Center's internal control. Accordingly, no such opinion is
 expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Center's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying schedule of expenditures of federal awards, as required by Title 2 U.S. Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards, is presented for purposes of additional analysis and is not a required part of the consolidated 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 consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used

Board of Directors Sierra Health Foundation: Center For Health Program Management Page three

to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedule of expenditures of federal awards is fairly stated, in all material respects, in relation to the consolidated financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated June 17, 2024, on our consideration of the Center's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Center's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Center's internal control over financial reporting and compliance.

Gilbert CPAs

GILBERT CPAs Sacramento, California

June 17, 2024

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
ASSETS:		
Cash and cash equivalents	\$ 122,634,536	\$ 83,000,011
Accounts receivable	1,097,440	3,553,810
Grants receivable	27,816,448	75,813,517
Prepaid expenses	597,039	96,673
Advance contract payments	10,682,972	7,379,119
Loans receivable	1,800,000	1,800,000
Investments	2,358,213	2,269,303
Investments held by the Foundation	7,929,196	
Property and equipment, net	1,763,761	1,389,349
Operating lease, right-of-use assets	2,943,299	2,223,634
TOTAL ASSETS	\$ 179,622,904	\$ 177,525,416
LIABILITIES AND NET ASSETS:		
LIABILITIES:		
Accounts payable	\$ 10,799,054	\$ 14,161,304
Grants payable	16,756,318	13,311,487
Refundable advances	108,980,466	73,810,104
Notes payable	3,200,000	3,200,000
Operating lease liabilities	3,039,656	2,224,796
Total liabilities	142,775,494	106,707,691
NET ASSETS:		
Without donor restrictions	8,508,483	4,310,331
With donor restrictions	28,338,927	66,507,394
Total net assets	36,847,410	70,817,725
TOTAL LIABILITIES AND NET ASSETS	\$ 179,622,904	\$ 177,525,416

CONSOLIDATED STATEMENTS OF ACTIVITIES YEARS ENDED DECEMBER 31, 2023 AND 2022

	<u>2023</u>	2022
NET ASSETS WITHOUT DONOR RESTRICTIONS:		
REVENUES:		
Grants	\$ 157,117,707	\$ 160,844,891
Realized and unrealized gain on investments	394,230	
Interest and dividends	362,926	94,988
Net assets released from restrictions	46,446,086	57,913,248
Total revenues	204,320,949	218,853,127
EXPENSES:		
Program services:		
Improving health and quality of life	166,617,068	172,802,522
Public policy and education program	20,046,082	32,092,419
San Joaquin Valley health fund	2,610,671	1,970,185
Disaster relief	2,225,857	1,152,219
Nonprofit health sector development	763,414	1,643,251
Youth development	325,088	387,500
Total program services	192,588,180	210,048,096
General and administration	7,534,617	7,006,250
Total expenses	200,122,797	217,054,346
INCREASE IN NET ASSETS WITHOUT		
DONOR RESTRICTIONS	4,198,152	1,798,781
NET ASSETS WITH DONOR RESTRICTIONS:		
Grants	8,277,619	29,747,392
Net assets released from restrictions	(46,446,086)	(57,913,248)
DECREASE IN NET ASSETS WITH		
DONOR RESTRICTIONS	(38,168,467)	(28,165,856)
DECREASE IN NET ASSETS	(33,970,315)	(26,367,075)
NET ASSETS, Beginning of year	70,817,725	97,184,800
NET ASSETS, End of year	\$ 36,847,410	\$ 70,817,725

CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES YEAR ENDED DECEMBER 31, 2023

Program services

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	Improving health and quality of life	Public policy and education program	San Joaquin Valley health fund	Disaster relief	Nonprofit health sector development	Youth development	General and administration	Total
Grant payments and								
contracts	\$155,495,717	\$16,530,480	\$ 1,915,647	\$ 2,225,642	\$ 274,860	\$ 290,825	\$ 1,076,495	\$177,809,666
Salaries & benefits	5,675,559	2,187,722	340,314		365,762	31,580	3,055,439	11,656,376
Program support	3,681,694	860,115	68,891	215	83,309		931,757	5,625,981
Office and operating	1,179,113	160,754	8,472		8,843	239	1,370,792	2,728,213
Meetings and special								
events	385,701	115,490	226,049		1,679		145,377	874,296
Professional fees	16,476	53,666					785,002	855,144
Travel	182,808	137,855	7,298		28,961	2,444	169,755	529,121
Interest expense			44,000					44,000
Total	\$166,617,068	\$20,046,082	\$ 2,610,671	\$ 2,225,857	\$ 763,414	\$ 325,088	\$ 7,534,617	\$200,122,797

CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES YEAR ENDED DECEMBER 31, 2022

Program services

			11081					
	Improving health and quality of life	Public policy and education program	San Joaquin Valley health fund	Disaster relief	Nonprofit health sector development	Youth development	General and administration	Total
Grant payments and								
contracts	\$164,877,850	\$28,782,471	\$ 1,473,610	\$ 1,151,365	\$ 1,164,175	\$ 387,500	\$ 289,931	\$198,126,902
Salaries & benefits	3,891,201	1,788,928	375,745	811	287,477		2,348,711	8,692,873
Program support	3,029,674	1,253,549	59,328		111,831		2,379,618	6,834,000
Office and operating	696,297	145,081	3,306	43	7,991		1,243,715	2,096,433
Meetings and special								
events	157,536	70,107	773		1,974		44,611	275,001
Professional fees	2,857	30,243	8,378				622,577	664,055
Travel	147,107	22,040	1,033		69,803		77,087	317,070
Interest expense			48,012					48,012
Total	\$172,802,522	\$32,092,419	\$ 1,970,185	\$ 1,152,219	\$ 1,643,251	\$ 387,500	\$ 7,006,250	\$217,054,346

CONSOLIDATED STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2023 AND 2022

	<u> 2023</u>	2022
CASH FLOWS FROM OPERATING ACTIVITIES:		
Decrease in net assets	\$ (33,970,315)	\$ (26,367,075)
Reconciliation to net cash provided (used) by operating activities	:	, , ,
Interest, dividends and other income	305,320	(24,373)
Realized and unrealized gain on investments	(394,230)	
Depreciation	107,773	53,824
Reduction in operating lease, right-of-use assets	957,172	591,460
Changes in:		
Accounts receivable	2,456,370	(3,447,750)
Grants receivable	47,997,069	13,786,978
Prepaid expenses	(500,366)	40,917
Advance contract payments	(3,303,853)	5,288,187
Loans receivable		(1,300,000)
Accounts payable	(3,362,250)	10,169,389
Grants payable	3,444,831	(22,908,158)
Refundable advances	35,170,362	1,570,115
Operating lease liabilities	(861,977)	(590,298)
Net cash provided (used) by operating activities	48,045,906	(23,136,784)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(482,185)	(183,645)
Purchases of investments	(7,929,196)	, , ,
Proceeds from sales of investments	,	1,512,133
Net cash provided (used) by investing activities	(8,411,381)	1,328,488
INCREASE (DECREASE) IN CASH AND		
CASH EQUIVALENTS	39,634,525	(21,808,296)
CASH AND CASH EQUIVALENTS, Beginning of year	83,000,011	104,808,307
CASH AND CASH EQUIVALENTS, End of year	\$ 122,634,536	\$ 83,000,011
NON-CASH INVESTING ACTIVITIES:		
Right-of-use asset upon adoption of ASC 842	\$	\$ 2,354,742
Right-of-use asset obtained through lease liability	\$ 1,676,837	\$ 460,352

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

1. ORGANIZATION AND PROGRAMS

Sierra Health Foundation: Center for Health Program Management (CHPM) is a nonprofit corporation created in 2012 by the Sierra Health Foundation (Foundation) to provide leadership, funding, and operational support for projects that improve individual and community health states and well-being in underserved communities. It is designed to expand health and wellness in a leadership role by securing resources from multiple funding sources targeting the health needs of the region and state. Since its creation, CHPM has awarded \$473 million in cash grants to 2,036 nonprofit organizations. CHPM funds organizations throughout California. CHPM is controlled by the governing Board of Directors of the Foundation.

San Joaquin Valley Impact Investment Fund, LLC (the Investment Fund) is a single member limited liability company created in 2018 and is a wholly-owned subsidiary of CHPM. The Investment Fund began operations in 2019. The purpose of the Investment Fund is to make the San Joaquin Valley a healthier place to live, work, and prosper by strengthening the capacity of communities' health. The Investment Fund's charitable purpose is to bring people, ideas, and infrastructure together to create a collective impact that reduces health disparities and improves community health for underserved populations in California. The Investment Fund is controlled by the governing Board of Directors of CHPM.

CHPM and the Investment Fund's (collectively, the Center) programs include the following:

San Joaquin Valley Health Fund

This program strengthens the capacity of communities and organizations in the San Joaquin Valley to improve health and well-being by advancing programs and policy changes that promote community health and health equity for all.

Improving Health and Quality of Life

This broad category focuses on improving health equity and reducing health disparities to promote health and well-being for all. Programs focus on mental health awareness and respite, reducing the disproportionate causes of death among African American children, support for community coalitions working to improve health, and workplace wellness.

Public Policy and Education Program

Programs in this category focus on health and racial equity and work to build momentum and public awareness to address the systemic barriers that limit access to opportunity for underserved populations.

Youth Development

The Positive Youth Justice Initiative is an innovative approach to transform California's juvenile justice system. Initiative partners are redefining how the juvenile justice system operates to better serve the state's most vulnerable youth and help them to have a healthy transition into adulthood.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

Nonprofit Health Sector Development

Programs support capacity building and leadership development activities for current and emerging nonprofit and public leaders and nonprofit organizations led by people of color.

Disaster Relief

Developed in 2020 as a response to the catastrophic effects of the COVID-19 pandemic and wildfires throughout California, this category focuses on emergency response and support to communities and individuals who are experiencing financial and housing emergencies, food insecurities, and health challenges brought on by natural disasters.

2. SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation – The accompanying financial statements reflect the consolidation of CHPM and the Investment Fund. Material intercompany transactions and balances have been eliminated in consolidation.

Basis of accounting and financial statement presentation — The consolidated financial statements are prepared on the accrual basis of accounting and in conformity with professional standards applicable to not-for-profit entities. The Center reports information regarding its financial position and activities according to the following net asset classifications:

Net assets without donor restrictions – Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the organization. These net assets may be used at the discretion of management.

Net assets with donor restrictions – Net assets subject to donor-imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. When a restriction expires (generally, as payments are made to fulfill the purposes of the contribution), net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the consolidated statements of activities as net assets released from restrictions. The Center has no net assets that are perpetual in nature.

Revenue recognition – Contributions are recognized in full when received or unconditionally promised, in accordance with professional standards. Conditional promises to give - that is, those with a measurable performance or other barrier and a right of return - are not recognized until the conditions on which they depend have been met. All contributions are considered available for unrestricted use unless specifically restricted by donors for future periods or specific purposes. Restricted contributions that are initially classified as conditional due to a qualifying expense barrier are recognized as net assets without donor restrictions since the restriction is met simultaneously when the condition is released and the revenue is recognized.

The Center receives certain government grants which limit spending to qualifying expenditures as defined in the grant agreements. Outstanding conditional promises to give subject to qualifying expenditure requirements were \$108,980,466 and \$73,810,104 at December 31, 2023 and 2022,

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

respectively, and will be recognized as revenue as the conditions are met. At December 31, 2023 and December 31, 2022, the Center had \$108,980,466 and \$73,810,104, respectively, recorded as refundable advances.

Cash and cash equivalents – For financial statement purposes, the Center considers all investments with an initial maturity of three months or less to be cash equivalents, unless held for long-term investing purposes. See Note 4.

The Center minimizes credit risk associated with cash by periodically evaluating the credit quality of its primary financial institutions. The balances at times may exceed federally insured limits. The Center held with financial institutions cash in excess of federal depository insurance limits of \$5,664,342 and \$40,190,254 at December 31, 2023 and 2022, respectively. The Center has not experienced any losses in such accounts and management believes the Center is not exposed to any significant credit risk related to cash.

Investments are stated at fair value with the exception of certificates of deposit, which are valued at cost plus accrued interest.

Loans receivable are stated at the amount that management expects to collect.

Grants receivable of \$27,636,448 and \$75,813,517 at December 31, 2023 and 2022, respectively, are expected to be collected within 1 year. Grants receivable of \$180,000 at December 31, 2023 are expected to be collected in 2025.

Advance contract payments are accrued at the time grant negotiations are substantially complete and payment has been approved by the Board of Directors or CEO (when permitted) for grants that are considered conditional contributions. Recognition of grant expense occurs when the related conditions are satisfied by the grantee.

Grants awarded – The Center recognizes grant expense at the time grant negotiations are substantially complete and payment has been approved by the Board of Directors or CEO (when permitted).

Property and equipment are stated at cost. The Center capitalizes all expenditures for property and equipment in excess of \$5,000. Depreciation is computed using the straight-line method over estimated useful lives of individual assets ranging from 3 to 40 years.

Leases – The Center determines if an arrangement is or contains a lease at inception. Leases are included in right-of-use (ROU) assets and lease liabilities in the consolidated statements of financial position. ROU assets and lease liabilities reflect the present value of the future minimum lease payments over the lease term, and ROU assets are also adjusted for prepaid or accrued rent. The Center uses the rate implicit in the lease if it is determinable. When the rate implicit in the lease is not determinable, the Center has made an accounting policy election to use the risk-free rate at the lease commencement date, in lieu of its incremental borrowing rate to discount future lease payments. Operating lease expense is recognized on a straight-line basis over the lease term. Lease terms may include options to renew, extend or terminate to the extent they are reasonably certain to be exercised. The Center does not report ROU assets and leases liabilities for its short-term leases (leases with a term of 12 months or less). Instead, the lease payments of those leases are reported as lease expense on a straight-line basis over the lease term.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

Functional allocation of expenses – The costs of program and supporting services activities have been summarized on a functional basis in the consolidated statements of activities. The consolidated statements of functional expenses present the natural classification detail of expenses by function. Accordingly, certain costs have been allocated among the programs and supporting services benefited. The consolidated financial statements report certain categories of expenses that are attributed to more than one program or supporting function. Therefore, expenses require allocation on a reasonable basis that is consistently applied. Accordingly, personnel costs have been allocated based on employees' time incurred. All other costs have been allocated based on management's estimate of the usage of resources.

Income taxes – CHPM is exempt from income taxes under Internal Revenue Code Section 501(c)(3).

The Investment Fund was formed as a single member limited liability company and is a wholly-owned subsidiary of CHPM. Since the entity is a disregarded entity for Federal tax purposes, the activity of the Investment Fund is included on CHPM's return with a separate state LLC filing. The LLC is liable for the minimum California tax and gross receipts fee each year.

The Center has applied the accounting principles related to accounting for uncertainty in income taxes and has determined that there is no material impact on the financial statements. With some exceptions, the Center is no longer subject to U.S. federal and state income tax examinations by tax authorities for fiscal years prior to 2019.

Fair value measurements – Fair value is a market-based measurement, not an entity-specific measurement. For some assets and liabilities, observable market transactions or market information might be available. For other assets and liabilities, observable market transactions and market information might not be available. However, the objective of a fair value measurement in both cases is the same – to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions (that is, an exit price at the measurement date from the perspective of a market participant that holds the asset or owes the liability). In order to increase consistency and comparability in fair value measurements, a fair value hierarchy that prioritizes observable and unobservable inputs is used to measure fair value into three broad levels, as follows:

Level 1 Inputs Unadjusted quoted prices in active markets that are accessible at the measurement

date for identical assets or liabilities.

Level 2 Inputs Inputs other than quoted prices in active markets that are observable either directly

or indirectly.

Level 3 Inputs Unobservable inputs for the asset or liability.

Use of estimates – The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Subsequent events have been evaluated through June 17, 2024, the date the consolidated financial statements were issued. Management concluded that no material subsequent events have occurred since December 31, 2023 that require recognition or disclosure in the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

3. LIQUIDITY AND AVAILABILITY OF RESOURCES

The Center's financial assets available for general expenditure within one year of the consolidated statement of financial position date are as follows at December 31:

	<u>2023</u>	<u>2022</u>
Cash and cash equivalents	\$ 122,634,536	\$ 83,000,011
Accounts receivable	1,097,440	3,553,810
Grants receivable	27,816,448	75,813,517
Investments	2,358,213	2,269,303
Investments held by the Foundation	7,929,196	
Total financial assets	161,835,833	164,636,641
Less:		
Amounts unavailable for general expenditures with	in one year, due to:	
Refundable advance obligations, less advance con	ntract payments (98,297,494)	(66,430,985)
Restricted by donors with purpose restrictions	(28,338,927)	(66,507,394)
Total financial assets available to management		
for general expenditure within one year	\$ 35,199,412	\$ 31,698,262

The Center operates with a balanced annual budget and anticipates collecting sufficient revenue to cover general expenditures not limited by donor-restricted resources. Funding is sourced through public and private contractual agreements, providing revenues for direct and indirect operating costs.

As part of its liquidity management, the Center has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. The Center invests cash in excess of daily and quarterly requirements in a money market fund.

4. INVESTMENTS

Investments consist of the following at December 31:

	<u>2023</u>	<u>2022</u>
Cash and cash equivalents Certificates of deposits Investments – marketable securities held by the Foundation	\$ 1,721,804 636,409 7,929,196	\$ 1,647,447 621,856
Total investments	\$ 10,287,409	\$ 2,269,303

Certificate of deposits are stated at cost plus accrued interest and have maturity dates through June 2024. The certificates bear interest of 4.0% and 0.4% at December 31, 2023 and 2022, respectively. The Center considers cash and cash equivalents held for long-term purposes to be Level 1. The Center's investments held by the Foundation represent a portion of the Foundation's investment portfolio which has been assigned to the Center. The investments are primarily marketable securities and are considered Level 1 within the fair value hierarchy because the values are primarily based on quoted market prices in active markets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

5. PROPERTY AND EQUIPMENT

Property and equipment consist of the following at December 31:

	<u>2023</u>	<u>2022</u>
Building	\$ 1,230,935	\$ 1,222,575
Leasehold improvements	130,515	
Equipment	498,868	111,279
Construction in progress	303,004	 347,283
Total	2,163,322	1,681,137
Less: Accumulated depreciation	 (399,561)	 (291,788)
Property and equipment, net	\$ 1,763,761	\$ 1,389,349

6. LOANS RECEIVABLE

In February 2020, the Investment Fund loaned Self-Help Enterprises \$500,000 for charitable programming. The loan matures and is due in full in February 2027, with interest-only payments made on a quarterly basis until the loan maturity. Interest on the note is 2.25% per annum on the unpaid principal balance.

In July 2022, the Investment Fund loaned Grameen America Inc. \$300,000 to be distributed to small businesses in various counties. The loan matures and is due in full in July 2029, with interest-only payments made on a quarterly basis until the loan maturity. Interest on the note is 2.25% per annum on the unpaid principal balance.

In July 2022, the Investment Fund loaned Access Plus Capital \$1,000,000 to be distributed to small businesses in the San Joaquin Valley. The loan matures and is due in full in July 2029, with interest-only payments made on a quarterly basis until the loan maturity. Interest on the note is 2.25% per annum on the unpaid principal balance.

7. GRANTS PAYABLE

Grants payable at December 31 are due to be paid as follows:

	<u>2023</u>	<u>2022</u>
Within one year Within two to five years	\$ 15,191,972 1,564,346	\$ 13,311,487
Grants payable		\$ 13,311,487
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

8. NOTES PAYABLE

In January 2019, the Investment Fund executed a promissory note to Dignity Health in the amount of \$1,000,000 to fund the Investment Fund's projects. The promissory note matures and is due in full in January 2026, with interest-only payments made in arrears on a quarterly basis. Interest on the note is 2% per annum payable on the outstanding principal balances.

In January 2019, the Investment Fund executed a promissory note to Sierra Health Foundation in the amount of \$200,000 also to fund the Investment Fund's projects. The promissory note matures and is due in full in January 2026, with interest-only payments made in arrears on a quarterly basis. Interest on the note is 2% per annum payable on the outstanding principal balances.

In September 2020, the Investment Fund executed a promissory note to ImpactAssets Inc. in the amount of \$2,000,000 to fund the Investment Fund's projects. The promissory note matures and is due in full in September 2027, with interest-only payments in arrears on a quarterly basis. Interest on the note is 1% per annum on the outstanding principal balances.

Interest expense for all Investment Fund loans for the years ended December 31, 2023 and 2022, totaled \$44,000 and \$44,012, respectively.

9. LEASES

The Center has lease agreements for office space with the Foundation through December 2025, with Uptown Investments, LP through October 2027, and with Gateway Oaks Investors LLC, through January 2028 which are included on the consolidated statements of financial position as of December 31, 2023 and 2022 as ROU assets of \$2,943,299 and \$2,223,634, respectively, and operating lease liabilities of \$3,039,656 and \$2,224,796, respectively.

The lease agreement with the Foundation has an option to adjust the monthly rent effective each January 1st based on consideration of adjustment factors (i.e. market rate for similarly-situated properties, relative use of premises, operating expenses for the premises, shared costs, etc.). The lease agreement does not specify the amount of the potential adjustments to monthly rent. During the previous three years of the lease, no adjustment to monthly rent was made and management does not expect the Foundation to adjust the monthly rent going forward. Management has estimated that monthly rent will remain the same as base rent for the life of the lease.

The ROU assets and operating lease liabilities were calculated using risk-free discount rates of 1.26% for the lease with the Foundation, 4.27% for the lease with Uptown Investments, LP, and 3.48% for the lease with Gateway Oaks Investors LLC. The weighted average discount rate associated with these operating leases as of December 31, 2023 and 2022 is 2.74% and 1.91%, respectively.

As of December 31, 2023 and 2022, the weighted-average remaining lease term for all operating leases is 3.24 and 3.44 years, respectively.

Rent expense for these operating leases totaled \$1,043,420 and \$620,999 for 2023 and 2022, respectively. Cash paid for amounts included in the measurement of operating lease liabilities totaled \$943,838 and \$619,837 for 2023 and 2022, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

Maturities of the lease liability for these leases are as follows:

Year ending December 31,	
2024	\$ 1,023,285
2025	1,100,188
2026	521,043
2027	513,878
2028	 36,205
Total lease payments	3,194,599
Less: present value discount	 (154,943)
Total operating lease liability	\$ 3,039,656

10. NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions are available for the following purposes at December 31:

	<u>2023</u>	<u>2022</u>
Public policy	\$ 14,943,236	\$ 14,954,038
Improving health	11,232,656	46,407,352
San Joaquin Valley Health Fund	1,306,997	3,709,162
Youth development	482,196	825,298
Nonprofit health sector	234,052	371,553
Disaster relief	 139,791	 239,991
Total net assets with donor restrictions	\$ 28,338,927	\$ 66,507,394

11. CONCENTRATIONS

The Center receives a significant portion of its grant revenue and accounts receivables from various government agencies as follows at December 31:

	<u>2023</u>	<u>2022</u>
Revenue:		
State of California Department of Health Care Services	70%	65%
Sacramento County Department of Health and Human Services	3%	8%
Accounts receivable:		
State of California Department of Health Care Services	14%	57%
State of California Department of Public Health	0%	30%
Sacramento County Department of Health and Human Services	7%	7%
City of Sacramento	7%	2%
The California Endowment	7%	1%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

12. RELATED PARTY TRANSACTIONS

The Foundation maintains control over the Center via a majority voting interest in the Center's Board of Directors. The Foundation provided funding during 2023 and 2022 to support the Center's program objectives. Transactions between the Foundation and the Center are summarized as follows:

	<u>2023</u>	<u>2022</u>
Grants and contributions received from the Foundation	\$ 200,000	\$ 1,025,000
Income from investments held by the Foundation	\$ 436,006	
Management fees and other expenses paid to the Foundation	\$ 12,267,141	\$ 9,301,737
Grants and other receivables due from the Foundation at December 31	\$ 858,520	\$ 3,505,400
Investments held by the Foundation at December 31	\$ 7,929,196	
Accounts payable due to the Foundation at December 31	\$ 254,224	\$ 380,739
Note payable due to the Foundation at December 31	\$ 200,000	\$ 200,000

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS YEAR ENDED DECEMBER 31, 2023

	Assistance Listing <u>Number</u>	Pass-through Entity <u>Identifying Number</u>	Passed Through to <u>Subrecipients</u>	Federal <u>Expenditures</u>
U.S. Department of Health & Human Services:				
Passed through State of California,				
Department of Health Care Services: Opioid STR/Material Assisted Treatment				
(MAT) Access Program	93.788	22-20411	\$ 46,174,218	\$ 47,664,094
Opioid STR/Material Assisted Treatment	75.700	22-20-11	\$ 40,174,210	\$ 77,007,077
(MAT) Access Program	93.788	21-371	545,934	795,578
Total Opioid STR/Material Assisted Treatment	50.700	21 0 / 1		
(MAT) Access Program			46,720,152	48,459,672
Medical Assistance Program Medicaid; Title XIX	93.778	7202100-23-116		27,500
Medical Assistance Program Medicaid; Title XIX	93.778	7202100-23/25-116 A2	18,237	22,628
Total Medicaid Cluster			18,237	50,128
Block Grants for Community Mental				
Health Services	93.958	21-10394	983,435	1,170,527
COVID-19 Block Grants for Community	00.050	21 10202	527.564	1.051.672
Mental Health Services	93.958	21-10382	537,564	1,051,673
Total Block Grants for Community Mental			1 520 000	2 222 200
Health Services			1,520,999	2,222,200
COVID-19 Block Grants for Prevention and				
Treatment of Substance Abuse	93.959	21-10394	1,307,207	1,514,574
Block Grants for Prevention and				
Treatment of Substance Abuse	93.959	21-10382	537,564	1,051,673
Block Grants for Prevention and				
Treatment of Substance Abuse	93.959	21-10295	514,805	958,209
Total Block Grants for Prevention and				
Treatment of Substance Abuse			2,359,576	3,524,456
Total Passed through State of California, Department of	f Health Care	Services	50,618,964	54,256,456
Passed through State of California,				
Department of Public Health:				
Immunization Cooperative Agreements	93.268	21-10417		208,664
COVID-19 Immunization Cooperative Agreements	93.268	21-11072		47,686
Total Immunization Cooperative Agreements				256,350
Health Department Response Program	93.391	21-11072		16,859
Total Passed through State of California, Department of	f Public Healt	·h		273,209
2 cm2 2 desce amough same of Camorina, Department of	1 40110 110411	·		

SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS YEAR ENDED DECEMBER 31, 2023

	Assistance Listing <u>Number</u>	Pass-through Entity Identifying Number	Passed Through to Subrecipients	Federal Expenditures
Passed through County of Sacramento,				
Department of Health Care Services:				
COVID-19 Epidemiology & Laboratory				
Capacity Program	93.323	7207500-22/24-416	535,085	535,085
COVID-19 Epidemiology & Laboratory				
Capacity Program	93.323	7207500-21/23-400	6,797	64,416
COVID-19 Epidemiology & Laboratory				
Capacity Program	93.323	21-11072		47,686
Total Passed through County of Sacramento, Department	nt of Health C	are Services	541,882	647,187
Total U.S. Department of Health & Human Services			51,160,846	55,176,852
U.S. Department of Treasury: Passed through State of California,				
Department of Health Care Services: COVID-19 Coronavirus Relief Fund	21.019	21-1920		23,123
Passed through State of California, Housing Finance Agency: COVID-19 Homeownership Assistance Fund	21.026	A21-012	5,209,196	5,681,372
Passed through County of Sacramento, Department of Child, Family and Adult Services: COVID-19 State and Local Fiscal Recovery Funds	21.027	22-20411	520,456	547,905
Total U.S. Department of Treasury			5,729,652	6,252,400
National Science Foundation: Passed through The Regents of the University of California	47.050	2022-1770		7,593
Total expenditures of federal awards	1.1000		\$ 56,890,498	\$ 61,436,845
rotal expenditures of federal analus			ψ 50,070, 1 70	Ψ 01, 130,043

NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS YEAR ENDED DECEMBER 31, 2023

1. BASIS OF PRESENTATION

The accompanying schedule of expenditures of federal awards of Sierra Health Foundation: Center for Health Program Management (CHPM) is presented on the accrual basis of accounting. The information in this schedule is presented in accordance with the requirements of Title 2 U.S. Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance). Therefore, some amounts presented in the schedule may differ from the amounts presented in, or used in the preparation of, the basic financials statements.

2. INDIRECT COST RATE

CHPM elected to use the 10% de minimis indirect cost rate as allowed under the Uniform Guidance.



INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

Board of Directors Sierra Health Foundation: Center For Health Program Management Sacramento, California

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the consolidated financial statements of Sierra Health Foundation: Center for Health Program Management, and San Joaquin Valley Impact Investment Fund, LLC (collectively, the Center), which comprise the consolidated statement of financial position as of December 31, 2023, and the related consolidated statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the consolidated financial statements, and have issued our report thereon dated June 17, 2024.

Report on Internal Control over Financial Reporting

In planning and performing our audit of the consolidated financial statements, we considered the Center's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the consolidated financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Center's internal control. Accordingly, we do not express an opinion on the effectiveness of the Center's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements, on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that were not identified.

Board of Directors Sierra Health Foundation: Center For Health Program Management Page two

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Center's consolidated financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the consolidated financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of This Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Center's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Center's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Gilbert CPAs
GILBERT CPAs
Sacramento, California

June 17, 2024



INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE FOR EACH MAJOR PROGRAM AND ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY THE UNIFORM GUIDANCE

Board of Directors Sierra Health Foundation: Center For Health Program Management Sacramento, California

Report on Compliance for Each Major Federal Program

Opinion on Each Major Federal Program

We have audited the Sierra Health Foundation: Center for Health Program Management, and San Joaquin Valley Impact Investment Fund, LLC (collectively, the Center) compliance with the types of compliance requirements identified as subject to audit in the OMB *Compliance Supplement* that could have a direct and material effect on each of the Center's major federal programs for the year ended December 31, 2023. The Center's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

In our opinion, the Center complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended December 31, 2023.

Basis for Opinion on Each Major Federal Program

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Our responsibilities under those standards and the Uniform Guidance are further described in the Auditor's Responsibilities for the Audit of Compliance section of our report.

We are required to be independent of the Center and to meet our other ethical responsibilities, in accordance with relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on compliance for each major federal program. Our audit does not provide a legal determination of the Center's compliance with the compliance requirements referred to above.

Responsibilities of Management for Compliance

Management is responsible for compliance with the requirements referred to above and for the design, implementation, and maintenance of effective internal control over compliance with the requirements of laws, statutes, regulations, rules, and provisions of contracts or grant agreements applicable to the Center's federal programs.

Board of Directors Sierra Health Foundation: Center For Health Program Management Page two

Auditor's Responsibilities for the Audit of Compliance

Our objectives are to obtain reasonable assurance about whether material noncompliance with the compliance requirements referred to above occurred, whether due to fraud or error, and express an opinion on the Center's compliance based on our audit. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards, *Government Auditing Standards*, and the Uniform Guidance will always detect material noncompliance when it exists. The risk of not detecting material noncompliance resulting from fraud is higher than for that resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Noncompliance with the compliance requirements referred to above is considered material if there is a substantial likelihood that, individually or in the aggregate, it would influence the judgment made by a reasonable user of the report on compliance about the Center's compliance with the requirements of each major federal program as a whole.

In performing an audit in accordance with generally accepted auditing standards, *Government Auditing Standards*, and the Uniform Guidance, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material noncompliance, whether due to fraud or error, and design
 and perform audit procedures responsive to those risks. Such procedures include examining, on a
 test basis, evidence regarding the Center's compliance with the compliance requirements referred
 to above and performing such other procedures as we considered necessary in the circumstances.
- Obtain an understanding of the Center's internal control over compliance relevant to the audit in order to design audit procedures that are appropriate in the circumstances and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of the Center's internal control over compliance. Accordingly, no such opinion is expressed.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and any significant deficiencies and material weaknesses in internal control over compliance that we identified during the audit.

Report on Internal Control over Compliance

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A material weakness in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. A significant deficiency in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the Auditor's Responsibilities for the Audit of Compliance section above and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant

Board of Directors Sierra Health Foundation: Center For Health Program Management Page three

deficiencies in internal control over compliance. Given these limitations, during our audit we did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above. However, material weaknesses or significant deficiencies in internal control over compliance may exist that were not identified.

Our audit was not designed for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, no such opinion is expressed.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

Gilbert CPAs

GILBERT CPAs Sacramento, California

June 17, 2024

SCHEDULE OF FINDINGS AND QUESTIONED COSTS (PAGE 1 OF 2) YEAR ENDED DECEMBER 31, 2023

SECTION I – SUMMARY OF AUDIT RESULTS

Financial Statements			
Type of auditor's report issued:	Unmodified		
Internal control over financial reporting:			
• Material weakness(es) identified?	Yes	✓	_No
• Significant deficiency(ies) identified?	Yes	✓	None reported
Noncompliance material to financial statements noted?	Yes	✓	_No
Federal Awards			
Internal control over major programs:			
• Material weakness(es) identified?	Yes	✓	_No
• Significant deficiency(ies) identified?	Yes	✓	None reported
Type of auditor's report issued:	Unmodified		
Any audit findings disclosed that are required to be reported in accordance with 2 CFR Section 200.516(a)?	Yes	✓	_No
Identification of major programs:			
Name of Federal Program or Cluster	Assistance Listin	ng Nur	<u>nber</u>
Block Grants for Community Mental Health Services	93.958		
Block Grants for Prevention and Treatment of Substance Abuse	93.959		
Opioid STR/Material Assisted Treatment (MAT) Access Program	93.788		
Homeowner Assistance Fund Program	21.026		
Dollar threshold used to identify Type A programs:	\$1,843,105		
Auditee qualified as low-risk auditee?	Yes	✓	_No

SCHEDULE OF FINDINGS AND QUESTIONED COSTS (PAGE 2 OF 2) YEAR ENDED DECEMBER 31, 2023

SECTION II – FINANCIAL STATEMENT FINDINGS

There were no findings for the year ended December 31, 2023.

SECTION III - FEDERAL AWARDS FINDINGS AND QUESTIONED COSTS

There were no findings for the year ended December 31, 2023.

SECTION IV – STATUS OF PRIOR YEAR AUDIT FINDINGS

There were no findings for the year ended December 31, 2022.