



December 17, 2014

TO: THE DISTRICT BOARD OF TRUSTEES
of Valencia College

FROM: SANFORD C. SHUGART
President

RE: Valencia Foundation Annual Audit Review

In accordance with Section 1004.70(5), Florida Statutes, each direct-support organization (college foundation) shall submit to the District Board of Trustees its federal Internal Revenue Service Application for Recognition of Exemption form (Form 1023) and its federal Internal Revenue Service Return of Organization Exempt from Income Tax form (Form 990).

In addition, in accordance with Section 1004.70(6), Florida Statutes, each direct-support organization (college foundation) must conduct an annual financial audit. This annual audit report must be submitted to the District Board of Trustees for review.

The documents noted above are included in the Board materials for review, discussion, and acceptance by the District Board of Trustees.

The independent auditor's report was prepared by Cross, Fernandez, & Riley, LLP, which audited the Foundation's financial statements. In its audit report, the independent auditor rendered an unmodified opinion concluding that the financial statements of the Foundation for the fiscal year ending March 31, 2014 are complete, accurate, and free of material misstatement.

1. On March 31, 2014, the assets of the foundation exceeded its liabilities by \$75,042,787 (net assets). Of this amount:

- \$9,632,899 (unrestricted net assets) may be used to provide academic, community and college program support, as well as general and administrative support;
- \$32,788,709 (temporarily restricted net assets) represents funds which have been limited by donors with time restrictions or for special purposes; and
- \$32,621,179 (permanently restricted net assets) is the non-expendable portion of funds that are invested in perpetuity.

2. The foundation's net assets increased by 10 percent or approximately \$7.08 million to a fiscal year-end balance of \$75,042,787. This change is largely attributable to realized and unrealized gains on the foundation's investment portfolio.

3. The foundation's operating budget is derived primarily from lease payments of \$294,000 from the college for foundation-owned properties as well as \$784,711 in salary support. The college also provided \$10,821 in various general and administrative expenses. Not a single penny of any operating expenses comes from donor gifts.

4. Currently, the foundation does not have any debt and has no expectation to incur debt. Furthermore, with total assets of \$75.9 million if the foundation should find itself in a position of needing to incur debt in the future it has sufficient assets to cover its indebtedness.

RECOMMENDED ACTION:

The President recommends that the District Board of Trustees accept the Valencia Foundation's 2014 Audit Report, 2014 Internal Revenue Service Return of Organization Exempt from Income Tax Form 990, and its Internal Revenue Service Application for Recognition of Exemption Form 1023 as presented.



President



VALENCIA FOUNDATION

Annual Direct Support Organization Audit Review *December 17, 2014*

In accordance with Florida Statutes Section 1004.70, Valencia Foundation is required to submit to the District Board of Trustees of Valencia College for review and acceptance:

- Valencia Foundation's audited financial statements for fiscal year ending March 31, 2014. The foundation received an unmodified or clean opinion from the external auditors, Cross, Fernandez and Riley, LLP. The audit has been reviewed and accepted by the Board of Directors of Valencia Foundation.
- IRS Return of Organization Exempt from Income Tax (Form 990) for fiscal year ending March 31, 2013. The Form 990 was prepared by the auditors in conjunction with the annual audit. The Board of Directors of Valencia Foundation reviewed before it was filed with the IRS.
- IRS Application for Recognition of Exemption (Form 1023). The foundation originally filed Form 1023 in 1976 with the IRS to apply for recognition as a tax exempt organization. The IRS determined the foundation to be exempt from Federal income tax in May 1976.

A copy of each item referenced above is attached along with a Direct Support Organizations Audit Review Check List. The check list requires signatures by the President and Trustee Chair to indicate review and acceptance of the above items. Upon completion, Valencia Foundation will submit the checklist to the Auditor General and the State Board of Education.

DIRECT-SUPPORT ORGANIZATIONS (DSO) AUDIT REVIEW CHECK LIST

DSO NAME: Valencia College Foundation

FOR THE YEAR ENDING: March 31, 2014

COLLEGE PRESIDENT'S RESPONSE TO DSO AUDIT:

1. In accordance with Section 1004.70(2), Florida Statutes, did the chairperson of the board of trustees appoint a representative to the board of directors and the executive committee of each direct-support organization established under Section 1004.70, Florida Statutes?

YES ___ NO ___

2. In accordance with Section 1004.70(2), Florida Statutes, did the president or the president's designee serve on the board of directors and the executive committee of the college's direct-support organization?

YES ___ NO ___

3. In accordance with Section 1004.70(4)(c), Florida Statutes, did the board of trustees approve all transactions or agreements between one direct support organization and another direct support organizations or between a direct-support organization and a center of technology innovation designated under s. 1004.77, Florida Statutes?

YES ___ NO ___ N/A ___

4. In accordance with Section 1004.70(5), Florida Statutes, did this direct-support organization submit to the board of trustees a copy of its federal IRS Application for Recognition of Exemption form (Form 1023) and its federal Internal Revenue Service Return of Organization Exempt from Income Tax form (Form 990)?

YES ___ NO ___ N/A ___

5. Did the board of trustees review the following issues and accept the annual audit?
A. College support of direct-support organization's operating expenses.
B. Annual change in the direct -support organization's net assets.
C. Direct-Support Organization's ability to cover indebtedness (both current and projected).

YES ___ NO ___ N/A ___

COLLEGE NAME _____

PRESIDENT (SIGNATURE) DATE

(Printed)

CHAIRMAN, BOARD OF TRUSTEES (SIGNATURE) DATE

(Printed)

Address any reply to:

P. O. Box 35045, Jacksonville, Florida 32202

Department of the Treasury

District Director

Internal Revenue Service

Date:

In reply refer to:

~~11/5~~ 1976

~~720-2/11/1976~~

Valencia Community College Foundation,
1 West Church Street
Orlando, Florida 32801

5800 37834

Gentlemen:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

We have further determined you are not a private foundation within the meaning of section 509(a) of the Code, because you are an organization described in section ~~509(a)(3)~~.

You are not liable for social security (FICA) taxes unless you file a waiver of exemption certificate as provided in the Federal Insurance Contributions Act. You are not liable for the taxes imposed under the Federal Unemployment Tax Act (FUTA).

Since you are not a private foundation, you are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Code. Requests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

If your purposes, character, or method of operation is changed, please let us know so we can consider the effect of the change on your exempt status. Also, you should inform us of all changes in your name or address.

If your gross receipts each year are normally more than \$5,000, you are required to file Form 990, Return of Organization Exempt From Income Tax, by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, for failure to file a return on time.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service

Please keep this determination letter in your permanent records.

Sincerely yours,

Charles O. DeWitt

District Director

Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

To be filed in the District
 in which the organization
 has its principal office or
 place of business.

This application, when properly completed, shall constitute the notice required under section 508(a) of the Internal Revenue Code in order that organizations may be treated as described in section 501(c)(3) of the code, and the notice under section 505(b) appropriate to those organizations claiming not to be private foundations within the meaning of section 509(a).

Part I.—Identification (See instructions)

1 Full name of organization Valencia Community College Foundation, Inc.		2 Employer identification number (if none, attach Form SS-4) 23-7442785
3(a) Address (number and street) 1 West Church Street		
3(b) City or town, State and ZIP code Orlando, Florida 32801		4 Name and phone number of person to be contacted James P. Mulcahy (305) 299-5000
5 Month the annual accounting period ends June	6 Date incorporated or formed July 1, 1974	7 Activity Codes (see instructions) 040 041 043

Part II.—Organizational Documents (See instructions)

- 1 Attach a conformed copy of the organization's creating instruments (articles of incorporation, constitution, articles of association, deed of trust, etc.).
- 2 Attach a conformed copy of the organization's by-laws or other rules for its operation.
- 3 If the organization does not have a creating instrument, check here (See instructions)

Part III.—Activities and Operational Information (See instructions)

- 1 What are or will be the organization's sources of financial support? List in order of magnitude. If a portion of the receipts is or will be derived from the earnings of patents, copyrights, or other assets (excluding stock, bonds, etc.), identify such item as a separate source of receipt. Attach representative copies of solicitations for financial support.

The major sources of financial support is expected to be the contributions of individuals in the greater Orlando area. However, the initial donor, Howard Phillips Foundation, gave \$11,000 which is the largest gift made to the Foundation. No solicitations have been made as the inclusion of Osceola County in the Valencia Community College school district has caused the Foundation to seek new directors from Osceola County.

- 2 Describe the organization's fund-raising program and explain to what extent it has been put into effect. (Include details of fund-raising activities such as selective mailings, formation of fund-raising committees, use of professional fund raisers, etc.)

The Board of Directors of the Foundation has withheld any specific fund raising activities thus far in the year. It is expected that formal solicitations will begin in 1975.

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and I have examined this application, including the accompanying statements, and to the best of my knowledge it is true, correct and complete.

James P. Mulcahy
 (Signature)

Executive Director
 (Title or authority of signer)

April 3, 1975
 (Date)

Part III.—Activities and Operational Information (Continued)

- 3 Give a narrative description of the activities presently carried on by the organization, and also those that will be carried on. If the organization is not fully operational, explain what stage of development its activities have reached, what further steps remain for the organization to become fully operational, and when such further steps will take place. The narrative should specifically identify the services performed or to be performed by the organization. (Do not state the purposes of the organization in general terms or repeat the language of the organizational documents.) If the organization is a school, hospital, or medical research organization, include sufficient information in your description to clearly show that the organization meets the definition of that particular activity that is contained in the instructions for Part VII-A on page 3 of the instructions.

The Foundation is not yet fully operational. Upon appointing new directors from Osceola County, a fund raising plan will be initiated. A special meeting of the Board of Directors has been called for February 20, 1975.

The Foundation will be primarily involved in raising funds for scholarships and student loans, operational funds to cover operating expenses and a promotional fund.

Part III.—Activities and Operational Information (Continued)

4 The membership of the organization's governing body is:

(a) Names, addresses, and duties of officers, directors, trustees, etc.

(b) Specialized knowledge, training, expertise, or particular qualifications

Officers:

- 1. President of the Board of Directors:
Raymer F. Maguire, Jr.
- 2. Vice President of the Board of Directors:
Charles M. Potter
- 3. Secretary/Treasurer: Gordon H. Harris

- 1. Attorney and Trustee of Valencia Community College
- 2. Certified Public Accountant
- 3. Attorney

Addresses for all officers: Orlando, Florida

(SEE ATTACHMENT)

(c) Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? Yes No
If "Yes," please name such persons and explain the basis of their selection or appointment.

Raymer Maguire - Trustee of Valencia Community College
James F. Gollattscheck - President of Valencia Community College

(d) Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See specific instructions 4(d).) Yes No
If "Yes," please explain.

5 Does the organization control or is it controlled by any other organization? Yes No
Is the organization the outgrowth of another organization, or does it have a special relationship to another organization by reason of interlocking directorates or other factors? Yes No
If either of these questions is answered "Yes," please explain.

6 Is the organization financially accountable to any other organization? Yes No
If "Yes," please explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been rendered.

7 What assets does the organization have that are used in the performance of its exempt function? (Do not include income producing property.) If any assets are not fully operational, explain what stage of completion has been reached, what additional steps remain to be completed, and when such final steps will be taken.

None

Part III.—Activities and Operational Information (Continued)

8 (a) What benefits, services, or products will the organization provide with respect to its exempt function?

Scholarships, loan funds, endowments, merit pay, promotional material

(b) Have the recipients been required or will they be required to pay for the organization's benefits, services, or products? Yes No
If "Yes," please explain and show how the charges are determined.

9 Does or will the organization limit its benefits, services or products to specific classes of individuals? . . . Yes No
If "Yes," please explain how the recipients or beneficiaries are or will be selected.

10 Is the organization a membership organization? Yes No
If "Yes," complete the following:
(a) Please describe the organization's membership requirements and attach a schedule of membership fees and dues.

All persons making a contribution to the foundation shall become members and enjoy privileges as determined by Board of Directors of the Foundation.

(b) Are benefits limited to members? Yes No
If "No," please explain.

(c) Attach a copy of the descriptive literature or promotional material used to attract members to the organization. None

11 Does or will the organization engage in activities tending to influence legislation or intervene in any way in political campaigns? Yes No
If "Yes," please explain.

No substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distributing of statements) on behalf of any candidate for public office.

Part IV.—Statement as to Private Foundation Status (See Instructions)

- 1 Is the organization a private foundation? Yes No
2 If question 1 is answered "No," indicate the type of ruling being requested as to the organization's status under section 509 by checking the applicable box below:
 Definitive ruling under section 509(a)(1), (2), (3), or (4) — complete Part VII.
 Advance or extended advance ruling under section 509(a)(1) or (2) — See instructions.
3 If question 1 is answered "Yes," and the organization claims to be a private operating foundation, check here and complete Part VIII.

SCHEDULE A.—Schools, Colleges, and Universities
(Answer questions 2 and 3 only if questions 1(a) and 1(b) are answered "No.")

- 1 Does or will the organization (or any department or division within it) discriminate in any way on the basis of race with respect to:
- (a) Admissions? N/A Yes No
- (b) Use of facilities or exercise of student privileges? Yes No
- If "Yes" for either of the above, please explain.

- 2 If the organization's governing instruments do not clearly set forth a racially nondiscriminatory policy as to its students, check here . Attach whatever corporate resolutions or other official statements the organization has made on this subject.
- 3 Has the organization publicized its racially nondiscriminatory policies in a manner that brings such policies to the attention of all members of the community which it serves? Yes No
- If "Yes," please describe how these policies have been publicized. Also attach a copy of the organization's most current admissions bulletin or catalog and clippings of any relevant advertising.

N/A

SCHEDULE B.—Organizations Providing Scholarship Benefits, Student Aid, etc. to Individuals

- 1 Please describe the nature of the scholarship benefit, student aid, etc. including the terms and conditions governing its use, whether a gift or a loan, and the amount thereof. If the organization has established or will establish several categories of scholarship benefits, identify each kind of such benefit and explain how the organization determines the recipients for each category. Attach a sample copy of any application the organization requires or will require of individuals to be considered for scholarship grants, loans, or similar benefits.

Still being developed

- 2 How does or will the organization select its recipients and what criteria does or will it use in making such selections?

To be based upon merit and need

- 3 Does or will the organization have any restrictions or limitations in its selection procedures based upon racial standards? Yes No
- If "Yes," please explain.

SCHEDULE B.—Organizations Providing Scholarship Benefits, Student Aid, etc. to Individuals (Continued)

4 (a) Does or will the organization have any restrictions or limitations in its selection practices based upon the employment status of the recipient or any relative of the recipient? Yes No
If "Yes," please explain.

(b) If the organization has restrictions or limitations based upon employment status, enter the approximate number of the organization's potential grantees or recipients each year and the number that will be selected
Please explain the basis for these restrictions.

SCHEDULE C.—Successors to "For Profit" Institutions

1 What was the name of the predecessor organization and the nature of its activities?

2 Who were the owners or principal stockholders of the predecessor organization? (If more space is needed, attach schedule.)

Name and address	Share or interest

3 Describe the business or family relationship between the owners or principal stockholders and principal employees of the predecessor organization and that of the officers, directors, and principal employees of the applicant organization.

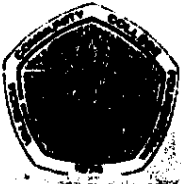
4 (a) Attach a copy of the agreement of sale or other contract that sets forth the terms and conditions of sale of the predecessor organization or of its assets to the applicant organization.

(b) Attach an appraisal by an independent qualified expert of the facilities or property interest sold showing fair market value at time of sale.

5 Has any property or equipment formerly used by the predecessor organization been rented to the applicant organization or will any such property be rented? Yes No
If "Yes," please explain and attach copies of all leases and contracts.

6 Is the organization leasing or will it lease or otherwise make available any space to the owners, principal stockholders, or principal employees of the predecessor organization? Yes No
If "Yes," please explain and attach a list of such tenants and a copy of the lease for each such tenant.

7 Were any new operating policies initiated as a result of the transfer of assets from a profit-making organization to a nonprofit organization? Yes No
If "Yes," please explain.



VALENCIA COMMUNITY COLLEGE FOUNDATION, INC.

1 WEST CHURCH STREET, ORLANDO, FLORIDA 32801

President
Charles M. Potter
Partner
Ernst & Ernst

Vice President
Mrs. Elizabeth Storch

Secretary
Gordon Harris
Attorney
Gray, Adam, Harris & Robinson

Treasurer
Julien Demmeck
Attorney
Finkbein, Davis, Demmeck & Simonsen

Executive Director
James F. Malsbury
Director of Community Relations
Valencia Community College

Directors

Mrs. Marie Caruso

Mrs. Helen Dean

James Dineen
President
SUNSTAND

James Driver
Mayor of Winter Park

James F. Goltzschack
President
Valencia Community College

Judge Alexander Hall, Jr.
Osceola County Court

Harvey Hater
President
Southern Cold Citrus Products

Robert L. Larson
President
Larson Contracting, Inc.

Rayner F. Maguire
Attorney
Maguire, Voorhis & Ware

Charles W. McMillan
Vice President
McMillan Brothers, Inc.

John R. McPherson
President & General Manager
Lake Butler Groves, Inc.

Howard L. Palmer
President
Palmer Electric

Paul C. Parsons
Attorney

Russell Pounds
President
Pounds Motor Company, Inc.

Jerry L. Rogers, C.P.A.
Kissimmee

William Wells
President
First Federal Savings & Loan Association
Kissimmee

Joseph Wittenstein
Partner
Leventhal & Horowitz

December 3, 1975

Dear Friend:

Valencia Community College has served many thousands of students in Orange and Osceola counties in the past several years. The College meets the needs of those desiring to continue their education later at a four-year institution as well as those desiring technical or professional training to better handle job opportunities.

Unfortunately, there are always a number of persons desiring to attend Valencia Community College who, because of financial problems, are unable to do so. To try to meet these needs, the Valencia Community College Foundation, Inc., was created. The Foundation solicits contributions in order that the scholarships and loans may be awarded to worthy and qualified students.

Enclosed is a brochure which describes benefits of year end gifts.

I now ask that you carefully consider making a gift to Valencia Community College Foundation. For your convenience a postage paid return envelope is enclosed.

Your help will be appreciated.

Sincerely,

Charles M. Potter
President

CMP/jr

Enc.

ARTICLES OF AMENDMENT OF
VALENCIA COMMUNITY COLLEGE FOUNDATION, INC.

1. Article II of the Articles of Incorporation of Valencia Community College Foundation, Inc., a non-profit Florida corporation, is hereby amended by adding thereto paragraph (h) to read as follows:

"(h) Notwithstanding any other provisions of the Articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law."

2. The foregoing amendment was adopted by the Board of Directors of this corporation on 24th day of May, 1976.

IN WITNESS WHEREOF, the undersigned, the President and Secretary of this corporation, have executed these Articles of Amendment this 26th day of May, 1976.

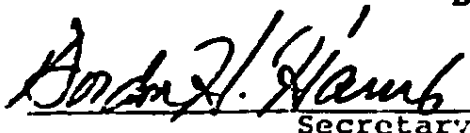
VALENCIA COMMUNITY COLLEGE
FOUNDATION, INC.

BY:



President

Attest:


Secretary

(CORPORATE SEAL)

STATE OF FLORIDA

COUNTY OF ORANGE

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared

G. W. PETER

and GORDON B. HARRIS

to me and known to be the persons who executed the foregoing Articles of Amendment and they acknowledged before me that they executed those Articles.

IN WITNESS WHEREOF, I hereunto set my hand and affix my official seal, in the State and County aforesaid, this 26th day of May, 1976.

Madeline M. Sikes
Notary Public, State of Florida at
Large

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES APR. 9, 1979
BONDED THROUGH MICHIGAN - MUCKLESTON

STATE OF FLORIDA

DEPARTMENT OF STATE



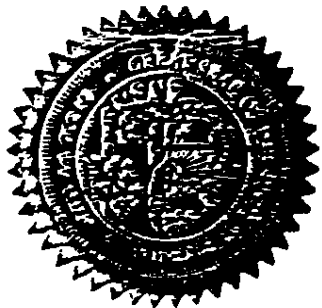
I, RICHARD (DICK) STONE, Secretary of State of the State of Florida, do hereby certify that the following is a true and correct copy of

CERTIFICATE OF INCORPORATION

OF

VALENCIA COMMUNITY COLLEGE FOUNDATION, INC.

a corporation not for profit organized and existing under the Laws of the State of Florida, filed on the 1st day of July, A.D. 1974, as shown by the records of this office.



GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 3rd day of July, A.D. 1974.

Richard (Dick) Stone

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
VALENCIA COMMUNITY COLLEGE FOUNDATION, INC.

PREAMBLE

The undersigned subscribers and incorporators hereby associate themselves together for the purpose of forming a non-profit corporation for scientific, educational and charitable purposes under Florida law and do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this non-profit corporation shall be VALENCIA COMMUNITY COLLEGE FOUNDATION, INC., hereinafter referred to as "Foundation".

ARTICLE II

PURPOSE

The purpose for which this Foundation is formed are:

(a) To foster interest in Valencia Community College; to provide leadership in the promotion of its scientific and educational services; to promote its welfare; to assist it in fulfilling its objectives; to implement the total program of activities of the college in appropriate ways; and, to otherwise assist, aid, and advance the activities and services of Valencia Community College as it serves the citizens of Florida.

(b) To enter into, make, and perform contracts and agreements; to purchase or otherwise acquire, hold, lease, encumber, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of any real, personal, or intangible personal property in the same manner and to the same extent as a natural person might do.

(c) To encourage, solicit, administer and accept gifts of both real and personal property or money for scientific, educational and charitable purposes, all for the advancement of Valencia Community College; to sue and defend, to lend and borrow money, giving promissory notes or bonds where necessary; and to secure payment thereof by mortgage or deed of trust or to loan money upon or without security.

(d) To receive bequests and devises by will absolutely or in trust to the same extent as a natural person.

(e) To make gifts in the form of scholarships to aid students and to make gifts and grants to Valencia Community College and any of its staff, instructors or departments for the purposes outlined herein.

(f) To carry on or engage in any activity of any nature whatsoever which the Foundation may deem proper or convenient in connection with the stated purposes and to use any and all of its assets from whatever source obtained, either the principal or income therefrom, either immediately or in the future, for the furtherance of the Foundation's purposes.

(g) To use assets and earnings of the Foundation exclusively for the purposes hereinabove set out, including the payment of expenses incident hereto, and to use no part of the net earnings to the benefit of any private

member or individual. No substantial part of its activities shall be for the carrying on of proaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III

MEMBERSHIP

All persons making a contribution to the foundation shall become members of the Foundation and enjoy privileges as determined by the Board of Directors of the Foundation.

ARTICLE IV

TERM OF EXISTENCE

The Foundation shall have perpetual existence.

ARTICLE V

DIRECTORS, EXECUTIVE COMMITTEE AND OFFICERS

Section 1. Board of Directors

The affairs of the Foundation shall be managed by a Board of Directors of not less than ten (10) directors. Their number, qualifications, terms of office and manner of selection shall be fixed by the By-Laws. The President of Valencia Community College and a representative of the District Board of Trustees of Valencia Community College shall at all times be members of the Board of Directors.

Section 2. Executive Committee

The By-Laws may provide for the selection of an Executive Committee of not less than five (5) members of the Board of Directors and may authorize such committee to exercise all or part of the powers and authority of the Board of Directors. The President of Valencia Community College and the President of the Board of Directors shall be members of the Executive Committee. The Executive Director shall be a non-voting ex officio member of the Executive Committee.

Section 3. Officers and Executive Director

The officers of the Foundation shall be President, Vice President, Secretary and/or Treasurer as the Board of Directors may from time to time elect. The officers and the Executive Director shall be elected annually by the Board of Directors, each to serve for one (1) year, or until an election of a successor. The offices of President and Vice President of the Board of Directors shall be filled from the membership of the Board of Directors. The offices of Secretary and/or Treasurer may be held by the same person.

ARTICLE VI

NAMES AND RESIDENCE ADDRESSES OF
THE SUBSCRIBERS AND INCORPORATORS

The names and residence addresses of the subscribers and incorporators of this charter are:

Marie N. Caruso
Orlando, Florida

William Conomos
Orlando, Florida

C. Floyd Cooper
Orlando, Florida

J. Mark Cox, M.D.
Orlando, Florida

Helen G. Dean
Orlando, Florida

James B. Dinneen, M.D.
Winter Park, Florida

Julian K. Dominick
Orlando, Florida

James Driver
Winter Park, Florida

James F. Gollattscheck
Maitland, Florida

Gordon H. Harris
Orlando, Florida

Harvey R. Heller
Winter Garden, Florida

Raymer F. Maguire, Jr.
Orlando, Florida

Charles W. McMillan
Winter Garden, Florida

John R. McPherson
Winter Garden, Florida

Howard L. Palmer
Winter Park, Florida

Paul C. Perkins
Orlando, Florida

Charles M. Potter
Orlando, Florida

Russell Pounds
Winter Garden, Florida

Elizabeth A. Sterchi
Orlando, Florida

Joseph Wittenstein
Orlando, Florida

ARTICLE VII

INITIAL OFFICERS

The names of the officers who are to manage the affairs of this Foundation for the term of one (1) year are:

President of the Board of Directors: Raymer F. Maguire, Jr.

Vice President of the Board of Directors: Charles M. Potter

Secretary/Treasurer: Gordon H. Harris

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The following twenty persons shall constitute the initial Board of Directors of the Foundation until the election of their successors pursuant to the By-Laws. They shall serve one (1), two (2), or three (3) year terms as designated below. No Director shall hold more than two (2) three-year terms in succession, except the President of Valencia Community College and the Director representing the Board of Trustees.

Three (3) Year Term:

William Conomos
James B. Dinneen, M. D.
Julian K. Dominick
John R. McPherson
Charles M. Potter
Elizabeth A. Sterchi

Two (2) Year Term:

C. Floyd Cooper
J. Mark Cox, M. D.
Helen G. Dean
Howard L. Palmer
Russell Pounds
Joseph Wittenstein

One (1) Year Term:

Marie N. Caruso
James A. Driver
Gordon H. Harris
Harvey R. Heller
Charles W. McMillan
Paul C. Perkins

Permanent Director - James F. Gollattscheck

Appointed by the Board of Trustees - Raymer F. Maguire, Jr.

ARTICLE IX

BY-LAWS

The Foundation shall have By-Laws consistent with these Articles of Incorporation. The By-Laws of the Foundation are to be made, amended, or rescinded by the Board of Directors as set forth in the By-Laws.

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation of the Foundation shall be adopted by two-thirds (2/3) vote of the Board of Directors and become effective upon filing with the Secretary of State of the State of Florida.

ARTICLE XI

DISSOLUTION

In the event of dissolution of this Foundation, all the remaining assets of the Foundation shall be disbursed only to the District Board of Trustees of Valencia Community College for scientific, educational and charitable purposes related to Valencia Community College.

IN WITNESS WHEREOF we have hereunto set our hands and seals as subscribers and incorporators as of this 1st day of May, 1974.

James L. Gallatechub

[Signature] (LS)

[Signature] (LS)

[Signature] (LS)

Signed, sealed and delivered
in our presence as witnesses:

[Signature]
[Signature]

James A. Driver (LS)
Elizabeth A. Storch (LS)
J. Mark Cox (LS)
Julian K. Dominick (LS)
C. M. Potter (LS)

STATE OF FLORIDA
COUNTY OF Orange

SS:

BEFORE ME, the undersigned authority, an officer duly authorized in
the State and County aforesaid to take acknowledgments, personally appeared
James F. Gollattscheck, Raymer F. Maguire, Jr., Howard L. Palmer,
James B. Dinneen, James A. Driver, Elizabeth A. Storch, J. Mark Cox, M.D.,
and Julian K. Dominick, and C. M. Potter,

the individuals whose signatures appear on the foregoing Articles of Incorporation, and they acknowledge before me that they executed the foregoing instrument for the purposes contained therein,

WITNESS my hand and seal of office this 1st day of May,
1974.

Edison A. Triska
Notary Public, State of Florida at Large

My commission expires: May 16, 1977

(NOTARY SEAL)

IN WITNESS WHEREOF we have hereunto set our hands and seals as subscribers and incorporators as of this 8th day of May, 1974

[Signature]

[Signature]

Signed, sealed and delivered in our presence as witnesses.

Gordon H. Harris (LS)

[Signature] (LS)

Marie N. Caruso (LS)

Harvey R. Heller (LS)

John R. McPherson (LS)

[Signature] (LS)

[Signature] (LS)

Charles W. McMillan (LS)

[Signature] (LS)

[Signature] (LS)

STATE OF FLORIDA
COUNTY OF Orange

SS:

BEFORE ME, the undersigned authority, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Gordon H. Harris, Helen G. Dean, Marie N. Caruso, Harvey R. Heller, John R. McPherson, Paul C. Perkins, Joseph Wittenstein, Charles W. McMillan, C. Floyd Cooper, and Russell Pounds, the individuals whose signatures appear on the foregoing Articles of Incorporation, and they acknowledge before me that they executed the foregoing instrument for the purposes contained therein.

WITNESS my hand and seal of office this 9th day of May,

1974.

Elmer A. Teska
Notary Public, State of Florida at Large

My commission expires: May 16, 1977

(NOTARY SEAL)

BY-LAWS
OF
VALENCIA COMMUNITY COLLEGE FOUNDATION, INC.

ARTICLE I

BOARD OF DIRECTORS

Section 1. Number, Qualifications, Terms of Office, Manner of Selection,
Ex Officio Members.

The number, qualifications, terms of office, manner of selection and ex officio members of the Board of Directors of the Foundation shall be as follows:

(a) There shall be a total of not less than ten (10) Directors. The members of the Board of Directors shall constitute the voting members of the Foundation.

(b) A Director must be a member of the Foundation.

(c) The terms of office of the elected members of the Board of Directors shall be three (3) years in length. After completing two (2) full terms of three (3) years each as a member of the Board of Directors, a person will not be eligible for another term until the expiration of one (1) year. Members of the Board of Directors whose initial terms are less than three (3) years may serve two (2) three-year terms before the one (1) year sabbatical shall apply.

(d) There shall be the following non-voting ex officio members of the Board of Directors:

Executive Director

Section 2. Meetings

(a) The Board of Directors shall meet at least annually. The annual meeting shall be held on the day, hour and place as determined by the President of the Board of Directors during April or May. Special Meetings of the Board of Directors may be held at any time or place designated by the President. One-third (1/3) of the members shall constitute a quorum at any meeting of the Board of Directors. All questions shall be determined by a majority vote, except two-thirds (2/3) of all of the members of the Board of Directors must approve amending the By-Laws or amending the Articles of Incorporation. Notice of each meeting, annual or special, shall be mailed to the directors not less than fifteen (15) days preceding the meeting. In the event of notice of a special meeting, the notice shall indicate briefly the objectives of that meeting. The directors may waive notice of any meeting.

(b) Roberts Rules of Order shall govern procedure at all meetings.

Section 3. Executive Committee

(a) The Executive Committee of the Board of Directors shall consist of the following directors: President of Valencia Community College; President of the Foundation; three (3) other directors elected by the Board of Directors and the Executive Director.

(b) The Executive Committee shall meet at the call of the President of the Foundation. The presence of three (3) members shall constitute a quorum of the committee and the affirmative vote of three (3) members shall be necessary for the adoption of any resolution.

(c) The Executive Committee shall have the right to call on the

Board of Directors at any time for the purpose of discussing the business of the Corporation and the Board of Directors shall have the right to call on the Executive Committee at any time for the purpose of discussing the business of the Corporation.

ARTICLE III

POWERS AND DUTIES OF OFFICERS

Section 1. President of the Board of Directors

The President shall preside at all meetings of the Board of Directors and shall have the right to call and adjourn the meetings of the Board of Directors and to sign all resolutions of the Board of Directors.

Section 2. Vice President of the Board of Directors

The Vice President shall preside at all meetings of the Board of Directors in the absence of the President and shall have the right to call and adjourn the meetings of the Board of Directors and to sign all resolutions of the Board of Directors.

Section Secretary/Treasurer

The Secretary/Treasurer shall keep the minutes of all meetings of the Board of Directors and the Executive Committee in a book provided for that purpose. He shall attend to the giving and serving of all notices required by the By-Laws of the Foundation. He may sign with the President in the name of the Foundation all contracts authorized by the Board of Directors, and when so ordered by the Board of Directors shall affix the seal of the Foundation thereto. He shall have charge of all such books and papers as the Board of Directors may direct; all of which shall be open to the examination of any director; and he shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors.

The Secretary/Treasurer shall receive and keep the funds of the Foundation and pay out the same only in accordance with the directions of the Board of Directors. He shall deposit all moneys, checks, and other credits to the account of the Foundation in such bank or banks or other depository as the Board of Directors may designate. He shall audit all receipts and vouchers for payment made to and all vouchers and checks made by the Foundation. He shall render to the Board of Directors an account and statement of all his transactions prior to each meeting of said Board and at such other times as said Board may from time to time determine. He shall enter regularly in the books of the Foundation to be provided for that purpose a full and accurate account of all moneys received and paid out on account of the Foundation. He shall exhibit his books and accounts to any director of the Foundation, and sh

in general perform all the duties incident to the office of secretary/treasurer, subject to the control of the Board of Directors.

Section 4. Executive Director

The Executive Director shall be responsible for the general, day to day management of the affairs of the Foundation and shall exercise such authority to accept gifts, collect revenues, and make expenditures as may be delegated to him by the Board of Directors or the Executive Committee. He shall be responsible for the maintenance and management of the Foundation's activities as may be required by the Board of Directors.

Section 5. Checks

Checks or drafts on the funds of the Foundation shall be signed by any two (2) persons authorized to do so by the Board of Directors.

Section 6. Audit

The Executive Committee shall arrange for an annual private audit of the books of the Foundation by a certified public accountant.

Section 7. Bond

Each officer who is authorized to collect, hold, or disburse funds of the Foundation shall execute and deliver to the Foundation a bond for the faithful discharge of his duties, the adequacy of which shall be determined by the Executive Committee.

Section 8. Absence or Incapacity of Officers

In the event of absence, inability, or refusal to act on any of the officers of this Foundation, the Board of Directors may appoint any person to perform his or their respective duties.

ARTICLE III

VALENCIA COMMUNITY COLLEGE FOUNDATION, INC. FELLOWS

Section 1.

The persons constituting the Valencia Community College Foundation, Inc. Fellows shall be elected upon the nomination of the Board of Directors of the Foundation and confirmation by the President of Valencia Community College. Their number shall be limited only by the high standards to be used in their selection to assure that this honor be extended to persons of merit and distinction; provided, however, that not more than one third (1/3) shall be alumni of Valencia Community College.

Section 2.

Valencia Community College Foundation, Inc. Fellows shall have no fixed duties, but they may be consulted, individually or collectively, by the President of Valencia Community College, the President of the Foundation, or the Board of Directors upon important matters of policy related to the purposes of the Foundation or the objectives of the College.

Section 3.

Valencia Community College Foundation, Inc. Fellows shall meet annually, upon not less than fifteen (15) days written notice, at a time and place to be agreed upon by the President of the Foundation and the President of Valencia Community College. The President of the Foundation and the President of Valencia Community College may at any time jointly call a special meeting of the Foundation Fellows for the purpose of obtaining their advice and counsel,

but it shall not be mandatory to call any such meeting. The agenda for such meetings shall be prepared jointly by the President of the Foundation and the President of Valencia Community College.

Section 4.

The Chairman of the District Board of Trustees of Valencia Community College shall act as President of the Valencia Community College Foundation Fellows, and in his absence the President of Valencia Community College shall act as President. The Secretary/Treasurer of the Foundation shall act as Secretary of all meetings of the Foundation Fellows, but in the event of his absence the presiding officer may appoint any person to act as Secretary of the meeting.

Section 5.

Valencia Community College Fellows may, subject to the Articles of Incorporation, from time to time, in any manner they deem proper and best for the purpose of carrying out the duties imposed upon them under the Charter and By-Laws of the Foundation. In addition to meetings called pursuant to Section 3 of this article, they may hold meetings at such times and places as they desire and shall at all times communicate their suggestions, advice and counsel to the Board of Directors and to the President of Valencia Community College. Any advice and counsel given by the Foundation Fellows shall be duly considered by the Board of Directors and the President of the Foundation in determining any matters of policy or in the transaction of any business to which the advice and counsel pertains.

ARTICLE IV

ORDER OF BUSINESS

The order of business at all meetings of the Board of Directors shall be as follows unless otherwise determined by the President of the Board of Directors or a majority of the directors present:

1. Roll call
2. Reading of minutes of last meeting
3. Consideration of communications
4. Resignations and elections
5. Reports of officers
6. Reports of committees
7. Unfinished business
8. Original resolutions and new business
9. Adjournment

ARTICLE V

AMENDMENTS

These By-Laws may be altered, amended, rescinded or repealed at any meeting or special meeting of the Board of Directors by the affirmative vote of a majority of the Board.

ARTICLE VI

SEAL

The seal of the Foundation shall be inscribed with the words "Valencia Community College Foundation, Inc.", the figures "1971", and the words, "Corporation Not for Profit".

Form **990**

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990 and its instructions is at www.irs.gov/form990

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning **APR 1, 2013** and ending **MAR 31, 2014**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization Valencia College Foundation, Inc.		D Employer identification number 23-7442785
	Doing Business As		E Telephone number 407-582-3150
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 6,330,961.
	1768 Park Center Drive		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	City or town, state or province, country, and ZIP or foreign postal code Orlando, FL 32835		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
F Name and address of principal officer: Geraldine Gallagher 1768 Park Center Drive, Orlando, FL 32835		H(c) Group exemption number	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: www.valencia.org			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			L Year of formation: 1974
M State of legal domicile: FL			

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: To support the activities of Valencia College in order to enhance learning, workforce training		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	45
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	45
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	4
	6 Total number of volunteers (estimate if necessary)	6	49
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	1,601,065.	2,886,558.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	401,306.	294,002.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,130,892.	2,947,590.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	260,526.	160,408.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	4,393,789.	6,288,558.
Expenses	14 Benefits paid to or for members (Part IX, column (A), line 4)	2,053,913.	2,103,392.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	174,204.	81,919.
	b Total fundraising expenses (Part IX, column (D), line 25)	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	81,356.	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	881,372.	718,267.
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12	3,109,489.	2,903,578.
	20 Total assets (Part X, line 16)	1,284,300.	3,384,980.
	21 Total liabilities (Part X, line 26)	Beginning of Current Year	End of Year
22 Net assets or fund balances. Subtract line 21 from line 20	68,335,994.	75,913,050.	
		375,809.	870,263.
		67,960,185.	75,042,787.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Date			
	Geraldine Gallagher, President				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	ANNE MCHUGH, CPA				P01066774
	Firm's name	Firm's EIN	Phone no.		
	CROSS, FERNANDEZ & RILEY, LLP	59-3651466	(407) 841-6930		
	Firm's address				
	201 S. ORANGE AVE., SUITE 800				
	ORLANDO, FL 32801-3421				

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission: The mission of Valencia Foundation is to support the activities of Valencia College in order to enhance learning, workforce training and economic development in Central Florida. Valencia Foundation is honored to have the support of dedicated individual and corporate

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 2,456,239. Including grants of \$ 2,103,392.) (Revenue \$ 379,163.) The foundation supports the activities of Valencia College by making direct contributions and providing a building to the college. The foundation's guiding principles include the following: (1) To steward the resources entrusted to our care (2) To make enhancement of student learning the center of our work (3) To provide opportunities to individuals who might not otherwise be able to attend college (4) To invest wisely and conservatively (5) To partner with the college to meet its mission in the community (6) To communicate openly, frequently and honestly with our constituents (7) To honor the privacy of our donors and friends (8) To value diversity in all its forms and respect the dignity of the individual (9) To ensure we meet both the letter and the spirit of the laws that govern our work.

4b (Code:) (Expenses \$ Including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ Including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.) (Expenses \$ Including grants of \$) (Revenue \$)

4e Total program service expenses 2,456,239.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Main form body containing questions 1a through 14b with input fields and Yes/No columns.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	45		
1b	Enter the number of voting members included in line 1a, above, who are independent		
	45		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?	X	
8b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	X	
15b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	X	
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **None**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **Geraldine Gallagher - 407-582-3150**
1768 Park Center Drive, Orlando, FL 32835

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Jess Bailes Secretary	1.00	X		X				0.	0.	0.
(2) Shardeh Berry (non-voting) Member	1.00	X						0.	0.	0.
(3) S. Scott Boyd Member	1.00	X						0.	0.	0.
(4) Patrick Buffa Member	1.00	X						0.	0.	0.
(5) Brian Butler Member	1.00	X						0.	0.	0.
(6) Alan Byrd Member	1.00	X						0.	0.	0.
(7) Marisa Carnevale-Henderson Member	1.00	X						0.	0.	0.
(8) Kathy Carr Member	1.00	X						0.	0.	0.
(9) Debbie Clements Member	1.00	X						0.	0.	0.
(10) Dave Collier Member	1.00	X						0.	0.	0.
(11) Carol Davis Member	1.00	X						0.	0.	0.
(12) Steven Davis Member	1.00	X						0.	0.	0.
(13) Carolyn Fennell Member	1.00	X						0.	0.	0.
(14) K. Sue Foreman Vice-Chair	1.00	X		X				0.	0.	0.
(15) Elizabeth Gianini Member	1.00	X						0.	0.	0.
(16) Andrew Gross Member	1.00	X						0.	0.	0.
(17) Guillermo Hansen (non-voting) Member	1.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Anthony Iorio Member	1.00	X						0.	0.	0.
(19) Teresa Jones-Cintron Member	1.00	X						0.	0.	0.
(20) William Kercher Member	1.00	X						0.	0.	0.
(21) Jonni Kimberly Board Chair	1.00	X		X				0.	0.	0.
(22) Linda Landman Gonzalez Member	1.00	X						0.	0.	0.
(23) Michael Lingerfelt Member	1.00	X						0.	0.	0.
(24) Lisa Macon (non-voting) Member	1.00	X						0.	0.	0.
(25) Damien Madsen Member	1.00	X						0.	0.	0.
(26) Raymer Maguire Member	1.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								225,864.	95,869.	35,497.
d Total (add lines 1b and 1c)								225,864.	95,869.	35,497.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **2**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

See Part VII, Section A Continuation sheets

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) Henry Maldonado Member	1.00	X						0.	0.	0.
(28) Julio Martinez Member	1.00	X						0.	0.	0.
(29) Richard McCree Member	1.00	X						0.	0.	0.
(30) Deborah Mears Member	1.00	X						0.	0.	0.
(31) Edward Moore Member	1.00	X						0.	0.	0.
(32) Brian Morris Member	1.00	X						0.	0.	0.
(33) Joshua Murdock (non-voting) Member	1.00	X						0.	0.	0.
(34) Kevin Myers Member	1.00	X						0.	0.	0.
(35) Diane O'Dell Member	1.00	X						0.	0.	0.
(36) Rosemary O'Shea Member	1.00	X						0.	0.	0.
(37) Brad Pierce Member	1.00	X						0.	0.	0.
(38) Monica Reed Member	1.00	X						0.	0.	0.
(39) George Rodon Member	1.00	X						0.	0.	0.
(40) Charles Rogers Member	1.00	X						0.	0.	0.
(41) Barbara Roper Member	1.00	X						0.	0.	0.
(42) Sanford Shugart (non-voting) Member	1.00	X						4,931.	0.	0.
(43) Lori Sims Board Treasurer	1.00	X		X				0.	0.	0.
(44) Ann Sonntag Member	1.00	X						0.	0.	0.
(45) Nayana Vyas Member	1.00	X						0.	0.	0.
(46) Larry Walker Member	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

				(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a						
	b Membership dues	1b						
	c Fundraising events	1c						
	d Related organizations	1d						
	e Government grants (contributions)	1e	191,551.					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2,695,007.					
	g Noncash contributions included in lines 1a-1f: \$		1,562,122.					
	h Total. Add lines 1a-1f			2,886,558.				
Program Service Revenue	2 a Building rental income	Business Code	532000	294,002.	294,002.			
	b							
	c							
	d							
	e							
	f All other program service revenue							
	g Total. Add lines 2a-2f			294,002.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			1,604,874.			1,604,874.	
	4 Income from investment of tax-exempt bond proceeds							
	5 Royalties							
	6 a Gross rents	(i) Real	(ii) Personal					
		b Less: rental expenses						
		c Rental income or (loss)						
		d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
		b Less: cost or other basis and sales expenses		0.				
		c Gain or (loss)		1,342,716.				
		d Net gain or (loss)			1,342,716.			1,342,716.
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a		117,650.				
		b Less: direct expenses		42,403.				
		c Net income or (loss) from fundraising events			75,247.			75,247.
	9 a Gross income from gaming activities. See Part IV, line 19	a						
b Less: direct expenses								
c Net income or (loss) from gaming activities								
10 a Gross sales of inventory, less returns and allowances	a							
	b Less: cost of goods sold							
	c Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code					
11 a Fiduciary Fee Refund			900099	85,161.	85,161.			
	b							
	c							
	d All other revenue							
e Total. Add lines 11a-11d				85,161.				
12 Total revenue. See instructions.				6,288,558.	379,163.	0.	3,022,837.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	2,039,982.	2,039,982.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	63,410.	63,410.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	27,130.	12,134.	14,996.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	35,952.	2,797.	33,155.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,670.	826.	844.	
9 Other employee benefits	11,783.	3,751.	8,032.	
10 Payroll taxes	5,384.	1,139.	4,245.	
11 Fees for services (non-employees):				
a Management				
b Legal	7,067.		7,067.	
c Accounting	28,200.		28,200.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	5,335.		5,335.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	3,276.		3,276.	
12 Advertising and promotion	34,097.			34,097.
13 Office expenses	27,386.		27,386.	
14 Information technology	1,596.		1,596.	
15 Royalties				
16 Occupancy				
17 Travel	14,482.		14,482.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	302,520.	194,480.	108,040.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	46,007.	11,042.	20,703.	14,262.
23 Insurance	16,235.	3,896.	7,306.	5,033.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Community relations	85,355.	22,030.	63,325.	
b Alumni Development	47,527.	47,527.		
c College initiative supp	41,393.	41,393.		
d Donor communications	27,825.			27,825.
e All other expenses	29,966.	11,832.	17,995.	139.
25 Total functional expenses. Add lines 1 through 24e	2,903,578.	2,456,239.	365,983.	81,356.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1		1	
	2	1,748,058.	2	1,181,251.
	3	1,016,038.	3	566,439.
	4	19,757.	4	29,836.
	5		5	
	6		6	
	7		7	
	8		8	
	9	2,302,887.	9	3,957,991.
	10a	11,079,810.		
	10b	1,463,685.		
	10c	6,279,364.	10c	9,616,125.
	11	48,867,130.	11	51,841,400.
	12	8,030,290.	12	8,647,243.
	13		13	
	14		14	
15	72,470.	15	72,765.	
16	68,335,994.	16	75,913,050.	
17	216,524.	17	664,589.	
Liabilities	18		18	
	19	100,100.	19	164,791.
	20		20	
	21		21	
	22		22	
	23		23	
	24		24	
	25	59,185.	25	40,883.
	26	375,809.	26	870,263.
	Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
27		7,528,155.	27	9,632,899.
28		28,350,098.	28	32,788,709.
29		32,081,932.	29	32,621,179.
Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
30			30	
31			31	
32			32	
33	67,960,185.	33	75,042,787.	
34	68,335,994.	34	75,913,050.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	6,288,558.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,903,578.
3	Revenue less expenses. Subtract line 2 from line 1	3	3,384,980.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	67,960,185.
5	Net unrealized gains (losses) on investments	5	4,279,962.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-582,340.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	75,042,787.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2013)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization **Valencia College Foundation, Inc.** Employer identification number **23-7442785**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? 11g(i)		
(ii) A family member of a person described in (i) above? 11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above? 11g(iii)		
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	4,424,958.	2,381,754.	3,014,473.	1,601,065.	2,875,733.	14,297,983.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
4 Total. Add lines 1 through 3	4,424,958.	2,381,754.	3,014,473.	1,601,065.	2,875,733.	14,297,983.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						14,297,983.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	4,424,958.	2,381,754.	3,014,473.	1,601,065.	2,875,733.	14,297,983.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...	1,075,288.	1,247,838.	1,401,159.	1,854,508.	1,604,874.	7,183,667.
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	51,000.		3,585.	87,449.	85,161.	227,195.
11 Total support. Add lines 7 through 10						21,708,845.
12 Gross receipts from related activities, etc. (see instructions)					12	3,509,700.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	65.86 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	66.52 %
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Name of the organization

Valencia College Foundation, Inc.

Employer identification number

23-7442785

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization Valencia College Foundation, Inc.	Employer identification number 23-7442785
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	████████████████████ ████████████████████ ████████████████████	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	████████████████████ ████████████████████ ████████████████████	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	████████████████████ ████████████████████ ████████████████████	\$ 60,299.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	████████████████████ ████████████████████ ████████████████████	\$ 128,991.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	████████████████████ ████████████████████ ████████████████████	\$ 111,219.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	████████████████████ ████████████████████ ████████████████████	\$ 75,863.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization Valencia College Foundation, Inc.	Employer identification number 23-7442785
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$ <u>693,126.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
8		\$ <u>858,175.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization Valencia College Foundation, Inc.	Employer identification number 23-7442785
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Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	Florida prepaid tuition contracts _____ _____ _____	\$ 693,126.	08/13/13
8	Florida prepaid tuition contracts _____ _____ _____	\$ 858,175.	11/22/13
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____

Name of organization Valencia College Foundation, Inc.	Employer identification number 23-7442785
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.

▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization **Valencia College Foundation, Inc.** Employer identification number **23-7442785**

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1
- ▶ \$ _____
- (ii) Assets included in Form 990, Part X
- ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1
- ▶ \$ _____
- b Assets included in Form 990, Part X
- ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	61,054,407.	57,333,105.	59,881,300.	54,214,385.	59,759,292.
b Contributions	1,508,535.	1,851,287.	2,828,679.	1,983,479.	171,744.
c Net investment earnings, gains, and losses	7,227,268.	5,115,192.	1,586,161.	5,854,478.	-3,426,977.
d Grants or scholarships					
e Other expenditures for facilities and programs	-3,597,859.	-3,236,003.	-6,959,918.	-2,168,023.	-2,285,718.
f Administrative expenses	-12,139.	-9,174.	-3,117.	-3,019.	-3,956.
g End of year balance	66,180,212.	61,054,407.	57,333,105.	59,881,300.	54,214,385.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment 1.00 %
 - b Permanent endowment 50.00 %
 - c Temporarily restricted endowment 49.00 %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
 - (ii) related organizations
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		X
3a(ii)		X
3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		2,788,246.		2,788,246.
b Buildings		8,254,604.	1,430,875.	6,823,729.
c Leasehold improvements				
d Equipment		36,960.	32,810.	4,150.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				9,616,125.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) Prisma Spectrum Fund		
(B) Investment	8,647,243.	End-of-Year Market Value
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	8,647,243.	

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Liability to trust beneficiary	40,883.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	40,883.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	10,770,891.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	4,279,962.	
b	Donated services and use of facilities	2b	784,711.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	-582,340.	
e	Add lines 2a through 2d	2e		4,482,333.
3	Subtract line 2e from line 1	3		6,288,558.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5		6,288,558.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	3,688,289.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	784,711.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e		784,711.
3	Subtract line 2e from line 1	3		2,903,578.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5		2,903,578.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Part V, line 4:

The foundation's principle function is to receive, hold, invest and administer charitable contributions for Valencia College. Funds classified as permanently restricted represent the nonexpendable portion of the funds that are invested in perpetuity.

Part X, Line 2:

The foundation identifies and evaluates uncertain tax positions, if any, and recognizes the impact of uncertain tax positions for which there is a less than more-likely-than-not probability of the position being upheld when reviewed by the relevant taxing authority. Such positions are deemed to be unrecognized tax benefits and a corresponding

Part XIII Supplemental Information (continued)

liability is established on the statement of financial position. The foundation has not recognized a liability for uncertain tax positions. If there were an unrecognized tax benefit, the foundation would recognize interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. The foundation's tax years subject to examination by the Internal Revenue Service generally remain open for three years from the date of filing.

Part XI, Line 2d - Other Adjustments:

Change in value of Florida prepaid tuition scholarships	-577,842.
Change in value of split interest agreements	-4,498.
Total to Schedule D, Part XI, Line 2d	-582,340.

Schedule D, Part V, lines 1a-1g, columns a-e:

Current and prior year balances were revised to include board designated, permanent and temporarily restricted endowment activity rather than only including the balances of and activity for our permanent endowment, as reported in years past.

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization: **Valencia College Foundation, Inc.**
Employer identification number: **23-7442785**

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" on

Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
Central America and the Caribbean - Antigua & Barbuda, Aruba, Bahamas,	0	0	Prisma Spectrum Fund Investment		8,647,243.
3 a Sub-total	0	0			8,647,243.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			8,647,243.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2013

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3 Enter total number of other organizations or entities

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713)* Yes No

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

Multiple horizontal lines for supplemental information.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))	
		TSIC Golf Tournament	CREW GOLF TOURNAMENT	2		
		(event type)	(event type)	(total number)		
Revenue	1	Gross receipts	69,000.	28,780.	19,870.	117,650.
	2	Less: Contributions				
	3	Gross income (line 1 minus line 2)	69,000.	28,780.	19,870.	117,650.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses	2,541.	28,780.	11,082.	42,403.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				42,403.
	11	Net income summary. Subtract line 10 from line 3, column (d)				75,247.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1	Gross revenue			
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
	7	Direct expense summary. Add lines 2 through 5 in column (d)			
	8	Net gaming income summary. Subtract line 7 from line 1, column (d)			

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

Valencia College Foundation, Inc.

Employer identification number
23-7442785

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Florida Prepaid College Foundation 1801 Hermitage Blvd., Suite 210 Tallahassee, FL 32399	59-3012202	501(c)(3)	50,716.	0.			Prepaid scholarship contracts
University of Central Florida 4000 Central Florida Blvd. Orlando, FL 32816	59-2924021	Government	128,675.	0.			Student Scholarships
University of Florida 219 Grinter Hall Gainesville, FL 32611	59-6002052	Government	9,000.	0.			Student Scholarships
Valencia College PO Box 3028 Orlando, FL 32802	59-1216316	Government	1,818,276.	0.			Student Scholarships

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **1.**

3 Enter total number of other organizations listed in the line 1 table **3.**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2013)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
Program Support	18	15,048.	0.	FMV	
Scholarship	86	48,362.	0.	FMV	

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Part I, Line 2:
 Valencia College Foundation is committed to the principle of equal opportunity in education and employment. We value the richness of diversity in its many forms and respect the dignity of each individual. We do not practice unlawful discrimination on the basis of race, color, national origin, gender, sexual orientation, religious creed, disabling condition, age or marital status. Our focus is to support Valencia College's mission, as we strive to unlock access to learning for students of all backgrounds. We steward the resources entrusted to our care, and

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
- ▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

Valencia College Foundation, Inc.

Employer identification number

23-7442785

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
 - b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
 - c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
 - b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
 - b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b	X	
2	X	
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2013

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Part I, Line 1a:

The foundation covers the cost of Geraldine Gallagher's membership to the Citrus Club. The Citrus Club offers Dr. Gallagher and the foundation space for meetings and events.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990

Name of the organization **Valencia College Foundation, Inc.** Employer identification number **23-7442785**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (FL prepaid tu)	X	129	1,551,301.	Cost of donated item
26 Other ▶ (Admin Supplie)	X	1	10,821.	Cost of donated item
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

Part II **Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Schedule M, Part I, Column (b):

During the year, the foundation purchased 43 prepaid scholarships from the Florida Prepaid College Foundation for Valencia's Take Stock in Children program. This program awards four-year, prepaid college tuition scholarships to select graduating high school students. An in-kind match from the Stanley Tate Project STARS program, valued at \$693,126, allowed the foundation to buy the prepaid tuition scholarships at a discounted rate. In addition, the foundation received a significant in-kind gift of 86 prepaid tuition contracts from Orange County Public Schools Foundation. These contracts, valued at \$858,175, will be used for Valencia's Take Stock in Children program.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

Valencia College Foundation, Inc.

Employer identification number
23-7442785

Form 990, Part I, Line 1, Description of Organization Mission:

and economic development in Central Florida through the support of
scholarships, teaching chairs, programs and buildings for Valencia
College.

Form 990, Part III, Line 1, Description of Organization Mission:

partners that enable the foundation to provide scholarships, teaching
chairs, programs and buildings for Valencia College. During the 2013-14
fiscal year, the foundation disbursed over \$2 million in scholarships,
teaching chairs and academic support and served more than 2,500
students and alumni.

Form 990, Part III, Line 4a, Program Service Accomplishments:

During the year, the foundation purchased 43 prepaid scholarships from
the Florida Prepaid College Foundation for Valencia College's Take
Stock in Children Program at a cost of \$695,000. Donor contributions
allow the foundation to buy prepaid tuition scholarships at a
discounted rate.

The Take Stock in Children Program pairs community-leader mentors with
students starting in the 7th grade. Local teenagers who successfully
complete the program earn a 2+2 scholarship upon high school graduation
(2 year community college, then 2 years at the state university of
their choice). As of March 31, 2014, the foundation has 260 prepaid
scholarships valued at \$3.9 million. The inaugural class of 41 students

Name of the organization Valencia College Foundation, Inc.	Employer identification number 23-7442785
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graduated from high school 2013 and began enrolling in college.

Form 990, Part VI, Section B, line 11:

The Form 990 is reviewed by the CEO and CFO, and then reviewed by the audit committee with the CPA firm.

Form 990, Part VI, Section B, Line 12c:

The organization regularly and consistently monitors and enforces compliance with the conflict of interest policy by distributing the policy for review to the board of directors annually. Each member completes an individual conflict of interest statement that is reviewed by the CEO and, if needed, the executive committee. Board members are not eligible to participate in any foundation proposal requests for services such as investments, auditing, etc. If a conflict arises, the member notes the conflict and does not participate in any discussion and/or vote. If necessary, a board member may be required to resign.

Form 990, Part VI, Section B, Line 15:

The compensation of the foundation's principal officer is reviewed by the executive committee when the board is considering an increase above what is approved by the college for all employees. The committee would review requested compensation recommendations from the board of directors. Additionally they would consider the salaries of comparable positions in the industry to provide guidance on an appropriate compensation range. The final compensation amount is approved by the executive committee and the president of Valencia College.

Form 990, Part VI, Section C, Line 19:

332212
09-04-13

Name of the organization Valencia College Foundation, Inc.	Employer identification number 23-7442785
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Governing documents are made available to the public upon request as well as the organization's website and on guidestar.com.

Form 990, Part XI, line 9, Changes in Net Assets:	
Change in value of Florida prepaid tuition scholarships	-577,842.
Change in value of split interest agreements	-4,498.
Total to Form 990, Part XI, Line 9	-582,340.

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

		Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b	Gift, grant, or capital contribution to related organization(s)		X
c	Gift, grant, or capital contribution from related organization(s)	X	
d	Loans or loan guarantees to or for related organization(s)		X
e	Loans or loan guarantees by related organization(s)		X
f	Dividends from related organization(s)		X
g	Sale of assets to related organization(s)		X
h	Purchase of assets from related organization(s)		X
i	Exchange of assets with related organization(s)		X
j	Lease of facilities, equipment, or other assets to related organization(s)	X	
k	Lease of facilities, equipment, or other assets from related organization(s)		X
l	Performance of services or membership or fundraising solicitations for related organization(s)		X
m	Performance of services or membership or fundraising solicitations by related organization(s)		X
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o	Sharing of paid employees with related organization(s)		X
p	Reimbursement paid to related organization(s) for expenses	X	
q	Reimbursement paid by related organization(s) for expenses		
r	Other transfer of cash or property to related organization(s)		X
s	Other transfer of cash or property from related organization(s)		X

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868 .**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

	Enter filer's identifying number	
Type or print	Name of exempt organization or other filer, see instructions. Valencia College Foundation, Inc.	Employer identification number (EIN) or 23-7442785
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 1768 Park Center Drive	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Orlando, FL 32835	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

Geraldine Gallagher

- The books are in the care of ▶ **1768 Park Center Drive - Orlando, FL 32835**
Telephone No. ▶ **407-582-3150** Fax No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **November 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **APR 1, 2013**, and ending **MAR 31, 2014**.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.



Valencia College Foundation, Inc.

Financial Statements
Years Ended March 31, 2014 and 2013

Valencia College Foundation, Inc.

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Independent Auditor's Report

Board of Directors
Valencia College Foundation, Inc.

Report on the Financial Statements

We have audited the accompanying financial statements of Valencia College Foundation, Inc. (the "Foundation"), which comprise the statements of financial position as of March 31, 2014 and 2013, and the related statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. 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. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Valencia College Foundation, Inc. as of March 31, 2014 and 2013, 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.

Other Matters

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The Overview and Analysis of the Foundation's Finances on Pages 5 through 11 is presented for purposes of additional analysis and is not a required part of the 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

financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the 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 financial statements taken as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated August 4, 2014 on our consideration of Valencia College Foundation, Inc.'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 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 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 Valencia College Foundation, Inc.'s internal control over financial reporting and compliance.

Cross, Fernandez & Riley, LLP

Certified Public Accountants

August 4, 2014

Valencia College Foundation, Inc.

Overview and Analysis of the Foundation's Finances

As the leadership of Valencia College Foundation, Inc. (the “foundation”), we offer readers of the foundation’s financial statements this narrative overview and analysis of the financial activities for the fiscal year ended March 31, 2014. We encourage readers to consider this information in conjunction with the independent auditors’ report and the basic financial statements included herein.

This report represents the foundation leadership’s overview of the organization’s financial health and well-being. Consequently, we assume full responsibility for the completeness and reliability of all information. To provide a reasonable basis for making these representations, the foundation has established a comprehensive internal controls framework designed to protect the foundation’s assets from loss, theft or misuse. These controls also allow the external auditors to compile sufficient, reliable information for the preparation of the foundation’s financial statements conforming to accounting principles generally accepted in the United States of America (GAAP). Because the cost of internal controls should not outweigh their benefits, the foundation’s controls have been designed to provide reasonable rather than absolute assurance that the financial statements will be free from material misstatement. We confirm that, to the best of our knowledge and belief, this financial report is complete and reliable in all material respects.

The foundation’s financial statements have been audited by Cross, Fernandez & Riley, LLP, a firm of licensed certified public accountants. The goal of the independent audit was to provide reasonable assurance that the financial statements of the foundation as of and for the fiscal year ended March 31, 2014 are complete, accurate and free of material misstatement. The independent audit involved: a test-basis examination of evidence supporting the amounts and disclosures in the financial statements; assessment of the accounting principles used and estimates made by the foundation’s management; and evaluation of the overall financial statement presentation. The independent auditors concluded, based upon the audit, that there was a reasonable basis for rendering an unmodified opinion that the foundation’s financial statements as of and for the fiscal year ended March 31, 2014 are accurately presented in conformity with GAAP. The independent auditors’ report is presented as the first component of the financial section of this report.

Financial Highlights

On March 31, 2014, the assets of the foundation exceeded its liabilities by \$75,042,787 (net assets). Of this amount:

- \$9,632,899 (unrestricted net assets) may be used to provide academic, community and college program support, as well as general and administrative support;

Valencia College Foundation, Inc.

Overview and Analysis of the Foundation's Finances

- \$32,788,709 (temporarily restricted net assets) represents funds which have been limited by donors with time restrictions or for special purposes; and
- \$32,621,179 (permanently restricted net assets) is the non-expendable portion of funds that are invested in perpetuity.
- The foundation's net assets increased by 10 percent or approximately \$7.08 million to a fiscal year-end balance of \$75,042,787. This change is largely attributable to realized and unrealized gains on the foundation's investment portfolio.

One hundred percent of every gift to the foundation goes directly to the donor's intended purpose. So, a \$1,000 scholarship contribution is directed entirely to scholarships without a percentage deducted for administration, overhead or any other expense. The foundation's operating budget is derived primarily from revenue generated by a lease on foundation-owned property, in-kind contributions, and 1.5 percent annualized and drawn quarterly from the endowment's fair market value. More than 40 percent of the budget comes from lease revenues and operating budget support from Valencia College. The balance of the operating budget is endowment performance revenue and in-kind contributions.

Overview of Financial Statements

One important concern of donors is to determine whether Valencia College Foundation, as a whole, has improved its financial health during the past fiscal year. A review of the foundation's statements of financial position, statements of activities, statements of cash flows and the notes to the financial statements helps to answer this question. It's also important to consider how external factors may impact foundation financials; these issues could include economic trends, stock market performance, Valencia College needs, and state and federal regulations that govern fiscal reporting for non-profits.

- The statement of financial position presents information on all of the foundation's assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of the foundation's well-being.
- The statement of activities shows whether revenues and other support exceeded expenses, which results in either an increase or a decrease in net assets. All net asset changes are reported on an accrual basis, regardless of the timing of the related cash flows. Revenues and expenses are reported in these statements for some items or events that will result in cash flows in future periods, if at all (unrealized gains and losses on investments, for example).

Valencia College Foundation, Inc.

Overview and Analysis of the Foundation's Finances

- The statement of cash flows identifies the changes in cash activity for the period. The primary purpose of this statement is to provide relevant information about cash receipts and cash payments of the foundation throughout the fiscal year. For example, accruals and unrealized gains and losses are adjusted to reflect only items that provided or used cash during the fiscal year.

Statement of Financial Position

	March 31,		
	2014	2013	Change
Cash and cash equivalents	\$ 1,181,251	\$ 1,748,056	\$ (566,805)
Investments	60,488,643	56,897,420	3,591,223
Pledges receivable - net	566,439	1,016,038	(449,599)
Florida prepaid tuition scholarships	3,920,930	2,302,911	1,618,019
Rental property - net	9,611,976	6,273,650	3,338,326
Other assets	143,811	97,919	45,892
Total assets	<u>75,913,050</u>	<u>68,335,994</u>	<u>7,577,056</u>
Liabilities	<u>(870,263)</u>	<u>(375,809)</u>	<u>(494,454)</u>
Net assets	<u>\$75,042,787</u>	<u>\$67,960,185</u>	<u>\$7,082,602</u>

Renovation of Valencia College district office completed

The foundation purchased real property for the benefit of Valencia College located at 1768 Park Center Drive in MetroWest in the prior fiscal year. This 57,680 square-foot building serves as the new location for the college's district office, enabling the college to bring its full administrative staff together in one location and release offices on multiple campuses for classrooms. The foundation spent \$3.4 million on renovating the building. Funding was provided from the investment pool portfolio.

While the new district office was being renovated, the foundation entered into a contract to sell the downtown property. An offer of \$4,750,000 was accepted for the historic building with the closing set to take place in fiscal year 2014-15. Note 5 of the financial statements provides further details on the foundation's property holdings.

Valencia College Foundation, Inc.

Overview and Analysis of the Foundation's Finances

Foundation investment portfolio totals \$60 million

As of March 31, 2014, investment holdings account for 80 percent of total assets. The purpose of the investment pool is to preserve and enhance the real purchasing power of contributed funds, while providing an earnings stream to support Valencia College. The value of the foundation's investments total about \$60.5 million. That represents an increase of more than \$3.5 million from the previous fiscal year end value of \$56.9 million. The foundation's investment portfolio experienced strong performance and investment returns during the year. Despite liquidating a small portion of equity funds for the district office renovations, the portfolio increased 6 percent in value. A diverse asset allocation of domestic and international equities, fixed-income and alternative investments ensures the foundation is able to provide for the short-term, as well as the long-term, needs of the college. The foundation's finance committee meets quarterly to review the investment portfolio and asset allocation, analyze performance returns, and determine the annual spending policy.

Total liabilities remain modest at \$870,263 as of March 31, 2014, which includes accounts payable and accrued expenses, as well as deferred revenue and a charitable gift annuity. The increase in total liabilities of \$494,454 over the prior year-end balance is mostly due to the increase in accounts payable. Accounts payable includes accrued expenses of \$268,000 due for the district office renovation and \$299,000 due for program disbursements. Deferred revenue includes funds received for the upcoming signature event, Taste for Learning to be held May 17, 2014.

The foundation maintains positive balances in all net asset categories. As of the 2014 fiscal year-end, 43 percent of the foundation's net assets are permanently restricted and 44 percent are temporarily restricted. The remaining balance of net assets, approximately 13 percent, is unrestricted and may be used to meet the foundation's ongoing obligations, as well as allow it to take advantage of grant-matching opportunities

Valencia College Foundation, Inc.

Overview and Analysis of the Foundation's Finances

Statement of Activities

	Year ended March 31,		Change
	2014	2013	
Revenue, gains, (losses) and support:			
Contributions	\$ 2,786,592	\$ 2,021,215	\$ 765,377
Florida prepaid matching contribution	693,126	224,992	468,134
State support	128,991	124,082	4,909
Federal support	62,560	–	62,560
Rent	294,002	401,306	(107,304)
Investment income (including net gains)	7,227,551	5,117,106	2,110,445
Unrealized gain/(loss) on Florida prepaid scholarships	(577,842)	105,773	(683,615)
Special event – A Taste for Learning	–	269,588	(269,588)
Other revenue	155,911	164,427	(8,516)
Total revenue, gains, (losses) and support	10,770,891	8,428,489	2,342,402
Expenses:			
Program	2,644,678	2,482,440	162,238
Management and general*	692,943	947,533	(254,590)
Fundraising*	350,668	453,019	(102,351)
Total expenses	3,688,289	3,882,992	(194,703)
Change in net assets	\$ 7,082,602	\$ 4,545,497	\$ 2,537,105

* Management and general expenses, and fundraising expenses are paid from the foundation's operating budget, which is derived from lease payments for foundation-owned properties, in-kind contributions and other operating support from Valencia College, and a 1.5 percent administrative fee of the investment pool. Not a single penny of any expenses comes from donor gifts.

Contributions increased 37 percent

Total revenue for the 2013-14 fiscal year increased \$2.3 million to \$10.8 million. Contributions for the year added up to \$2.8 million, with \$1.7 million in (61 percent) unrestricted gifts. The foundation received a significant in-kind gift of 86 prepaid tuition contracts from Orange County Public Schools Foundation. These contracts, valued at \$858,000 will be used for Valencia's Take Stock in Children program, which awards four-year, prepaid college tuition scholarships to select graduating high school students.

During the year, the foundation launched its inaugural social-media fundraising campaign, First One. This two-month campaign was designed to raise scholarship funds for first-generation-in-

Valencia College Foundation, Inc.

Overview and Analysis of the Foundation's Finances

college students. Thanks to grassroots support from donors, board members, faculty and student volunteers, the foundation was able to provide \$258,000 in scholarship funding for individuals who are the first in their families to attend college. That total includes a dollar-for-dollar match provided through a state challenge grant.

Realized and unrealized gains on the investment portfolio increased by more than \$2 million from last year, which echoes the strong performance results of the U.S. markets for the same time period.

Foundation disburses \$2.6 million for program support

Program services made up 72 percent of total disbursements, and included scholarships, endowed faculty chairs, capital projects and equipment and academic programs. The foundation increased disbursements in support of student scholarships and endowed teaching chairs by \$242,000 or 16 percent from last fiscal year. Scholarship disbursements of \$1.6 million include \$49,000 for Florida prepaid tuition scholarships. The first cohort of 41 students selected to participate in Take Stock in Children graduated from high school in Spring 2013. Each student received a prepaid tuition scholarship, and most started using their scholarships during this fiscal year. As these scholarships are used, the activity is recorded in the financial statements as a scholarship disbursement.

Statement of Cash Flows

	Year ended March 31,	
	2014	2013
Cash flows:		
Net cash provided by operating activities	\$ 1,503,645	\$ 1,211,805
Net cash used in investing activities	(2,070,450)	(3,392,698)
Net decrease in cash and cash equivalents	(566,805)	(2,180,893)
Cash and cash equivalents, beginning of year	1,748,056	3,928,949
Cash and cash equivalents, end of year	<u>\$ 1,181,251</u>	<u>\$ 1,748,056</u>

The statement of cash flows provides information about the foundation's major sources and uses of cash and cash equivalents. It also provides another way to assess the financial viability of the foundation. For purposes of cash flow, the foundation classifies as "cash equivalent" all highly liquid debt instruments with a maturity of three months or fewer. With \$1.2 million in cash and cash equivalents, the foundation continues to maintain ample liquidity and flexibility.

Overall, cash and cash equivalents decreased 32 percent (\$567,000) because of the renovation of the district office for the college as well as the increase in program service support. The building

Valencia College Foundation, Inc.

Overview and Analysis of the Foundation's Finances

improvements were paid from money market funds in the investment pool portfolio, which lowered the balance of cash and equivalents. The balance of the funding for the renovations came from liquidating equity funds.

The mission-driven work and financial outcomes shared in this report would not have been possible without the commitment and service of the foundation staff and our dedicated board of directors. Our board unfailingly supports the team in remaining true to our guiding principles and offering our donors and partners the highest standards of professionalism. Because of their stewardship, the foundation is on very solid financial ground and is poised to enhance and expand service to Valencia College, our students and our Central Florida community.

Respectfully submitted,

Geraldine Gallagher, CFRE
Valencia College Foundation President and CEO

Michelle Matis
Valencia College Foundation Vice President, COO and CFO

Valencia College Foundation, Inc.

Statements of Financial Position

<i>March 31,</i>	2014	2013
Assets		
Cash and cash equivalents	\$ 1,181,251	\$ 1,748,056
Investments (Note 2)	60,488,643	56,897,420
Pledges receivable, net (Note 3)	566,439	1,016,038
Florida prepaid tuition scholarships (Note 4)	3,920,930	2,302,911
Rental property, net (Note 5)	9,611,976	6,273,650
Other assets	143,811	97,919
Total assets	\$ 75,913,050	\$ 68,335,994
Liabilities and Net Assets		
Liabilities		
Accounts payable and accrued expenses (Note 6)	\$ 664,589	\$ 216,524
Deferred revenue	164,791	100,100
Trust liability	40,883	59,185
Total liabilities	870,263	375,809
Commitments (Note 7)		
Net assets		
Unrestricted	9,632,899	7,528,155
Temporarily restricted (Note 8)	32,788,709	28,350,098
Permanently restricted (Note 9)	32,621,179	32,081,932
Total net assets	75,042,787	67,960,185
Total liabilities and net assets	\$ 75,913,050	\$ 68,335,994

See accompanying independent auditor's report and notes to financial statements.

Valencia College Foundation, Inc.

Statements of Activities

<i>Year ended March 31, 2014</i>	<i>Unrestricted</i>	<i>Temporarily Restricted</i>	<i>Permanently Restricted</i>	<i>Total</i>
Revenues, gains, (losses) and support:				
Contributions (Notes 4 and 6)	\$ 1,702,576	\$ 651,528	\$432,488	\$2,786,592
Florida prepaid matching contribution (Note 4)	693,126	–	–	693,126
State support	–	128,991	–	128,991
Federal Support	–	62,560	–	62,560
Rent (Note 6)	294,002	–	–	294,002
Interest and dividends	21,449	1,583,424	–	1,604,873
Net realized and unrealized gains on investments	75,222	5,547,456	–	5,622,678
Unrealized loss on Florida prepaid tuition scholarships (Note 4)	(577,842)	–	–	(577,842)
Special event – other (net)	–	75,247	–	75,247
Other revenue, net (Note 2)	(3,359)	84,023	–	80,664
Net assets released from restrictions (Note 8):				
Program support	2,702,088	(2,702,088)	–	–
Administrative support	895,771	(895,771)	–	–
Total revenues, gains (losses) and support	5,803,033	4,535,370	432,488	10,770,891
Expenses:				
Program	2,644,678	–	–	2,644,678
Management and general	692,943	–	–	692,943
Fundraising	350,668	–	–	350,668
Total expenses	3,688,289	–	–	3,688,289
Change in net assets	2,114,744	4,535,370	432,488	7,082,602
Net assets, beginning of year	7,528,155	28,350,098	32,081,932	67,960,185
Transfer of net assets	(10,000)	(96,759)	106,759	–
Net assets, end of year	\$9,632,899	\$32,788,709	\$32,621,179	\$75,042,787

See accompanying independent auditor's report and notes to financial statements.

Valencia College Foundation, Inc.

Statements of Activities

<i>Year ended March 31, 2013</i>	<i>Unrestricted</i>	<i>Temporarily Restricted</i>	<i>Permanently Restricted</i>	<i>Total</i>
Revenues, gains, (losses) and support:				
Contributions (Note 6)	\$ 750,824	\$ 936,450	\$ 333,941	\$ 2,021,215
Florida prepaid matching contribution (Note 4)	224,992	–	–	224,992
State support	–	124,082	–	124,082
Rent (Note 6)	401,306	–	–	401,306
Interest and dividends	22,348	1,832,160	–	1,854,508
Net realized and unrealized gains on investments	36,163	3,226,435	–	3,262,598
Unrealized gain on Florida prepaid tuition scholarships (Note 4)	105,773	–	–	105,773
Special event – A Taste for Learning	–	269,588	–	269,588
Special event – other (net)	–	85,206	–	85,206
Other revenue, net (Note 2)	(21,828)	101,049	–	79,221
Net assets released from restrictions (Note 8):				
Program support	2,410,321	(2,410,321)	–	–
Administrative support	825,682	(825,682)	–	–
Total revenues, gains (losses) and support	4,755,581	3,338,967	333,941	8,428,489
Expenses:				
Program	2,482,440	–	–	2,482,440
Management and general	947,533	–	–	947,533
Fundraising	453,019	–	–	453,019
Total expenses	3,882,992	–	–	3,882,992
Change in net assets	872,589	3,338,967	333,941	4,545,497
Net assets, beginning of year	6,655,566	25,035,411	31,723,711	63,414,688
Transfer of net assets	–	(24,280)	24,280	–
Net assets, end of year	\$7,528,155	\$28,350,098	\$32,081,932	\$67,960,185

See accompanying independent auditor's report and notes to financial statements.

Valencia College Foundation, Inc.

Statements of Cash Flows

<i>Year ended March 31,</i>	2014	2013
Cash flows from operating activities:		
Change in net assets	\$ 7,082,602	\$ 4,545,497
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	46,006	92,253
Increase in value of trust liability	4,498	22,800
Net realized and unrealized gains on investments	(5,622,678)	(3,262,598)
Non-cash contributions for Florida prepaid tuition scholarships	(1,551,301)	(224,992)
Unrealized (gain) loss on Florida prepaid tuition scholarships	577,842	(105,773)
Florida prepaid scholarships awarded	48,566	-
Changes in:		
Pledges receivable	449,599	477,318
Other assets	(44,245)	(165)
Accounts payable and accrued expenses	448,065	(235,655)
Deferred revenue	64,691	(96,880)
Net cash provided by operating activities	1,503,645	1,211,805
Cash flows from investing activities:		
Purchase of investments	(1,712,611)	(2,121,472)
Proceeds from sale of investments	3,744,066	2,212,439
Purchase of Florida prepaid tuition scholarships	(693,126)	(224,992)
Payments to beneficiaries under trust liabilities	(22,800)	(22,800)
Purchase of property and equipment	(3,385,979)	(3,235,873)
Net cash used for investing activities	(2,070,450)	(3,392,698)
Net decrease in cash and cash equivalents	(566,805)	(2,180,893)
Cash and cash equivalents, beginning of year	1,748,056	3,928,949
Cash and cash equivalents, end of year	\$ 1,181,251	\$ 1,748,056

See accompanying independent auditor's report and notes to financial statements.

Valencia College Foundation, Inc.

Statements of Functional Expenses

Year ended March 31,	2014				2013			
	Program	Supporting Services			Program	Supporting Services		
		Management and General	Fundraising	Total		Management and General	Fundraising	Total
Salaries and benefits	\$ 207,335	\$391,920	\$267,376	\$ 866,631	\$ 150,983	\$479,299	\$230,738	\$ 861,020
Scholarships	1,572,158	–	–	1,572,158	1,383,797	–	–	1,383,797
Teaching chairs	145,969	–	–	145,969	92,056	–	–	92,056
Academic program support	385,265	–	–	385,265	578,060	–	–	578,060
College & community relations	307,182	–	–	307,182	272,228	–	–	272,228
Depreciation	11,041	20,703	14,262	46,006	–	92,253	–	92,253
Property taxes and insurance	4,004	7,507	5,172	16,683	–	74,391	–	74,391
Board functions and development	–	108,120	–	108,120	–	132,106	–	132,106
Other operating expenses	–	18,122	–	18,122	–	37,609	–	37,609
Special event – A Taste for Learning	–	–	–	–	–	–	181,715	181,715
First One campaign	–	–	36,033	36,033	–	–	–	–
Community relations	–	63,810	–	63,810	–	43,632	–	43,632
Professional services	–	38,543	–	38,543	–	27,789	–	27,789
Supplies & materials	–	19,979	–	19,979	–	27,528	–	27,528
Donor recognition and correspondence	–	–	27,825	27,825	–	–	40,566	40,566
Travel	–	16,268	–	16,268	–	13,260	–	13,260
Fiduciary fees	–	5,335	–	5,335	–	5,406	–	5,406
Tuition reimbursement	11,724	–	–	11,724	5,316	–	–	5,316
Equipment	–	2,636	–	2,636	–	14,260	–	14,260
	\$2,644,678	\$692,943	\$350,668	\$3,688,289	\$2,482,440	\$947,533	\$453,019	\$3,882,992

See accompanying independent auditor's report and notes to financial statements.

Valencia College Foundation, Inc.

Notes to Financial Statements

1. Summary of Significant Accounting Policies

Nature of Activities

Valencia College Foundation, Inc. (the “Foundation”) was established in 1974 to serve as a direct-support organization for Valencia College (“Valencia”) as provided in Section 1004.70 of the Florida Statutes. The Foundation is included as a discretely presented component unit in the Valencia College financial statements.

The Foundation’s principal function is to receive, hold, invest and administer charitable contributions for Valencia College.

Basis of Preparation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. Net assets of the Foundation are classified and reported as follows:

- Unrestricted – Represents funds that are available without restriction for carrying out the Foundation’s objectives.
- Temporarily Restricted – Represents contributed funds whose use has been limited by donors for time restrictions or specific purposes. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions.
- Permanently Restricted – Represents the nonexpendable portion of contributed funds that are invested in perpetuity.

Liquidity

Assets are presented in the accompanying statement of financial position according to their nearness of conversion to cash and liabilities according to their nearness of their maturity and resulting use of cash.

Valencia College Foundation, Inc.

Notes to Financial Statements

Cash Equivalents

The Foundation considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Investments

Investments are reported at fair value. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date.

Purchase and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the dividend date.

Pledges Receivable

Pledges receivable are unconditional promises to give and are recorded when the promises to contribute are made. Pledges receivable which are expected to be collected in more than one year are stated at the present value of estimated future receipts. The Foundation provides an allowance for uncollectible pledges based on management's assessment of the collectability of specific pledges.

Rental Property

Rental property is stated at cost. Depreciation of buildings and improvements is calculated using the straight-line method over its estimated useful life of 32 to 40 years.

The cost of additions or improvements which substantially extend the useful life of the buildings are capitalized. Repair and maintenance costs are charged to expense. Upon sale or other disposition, the cost and related accumulated depreciation are removed from the accounts and any gain or loss is recognized.

Trust Liability

Trust liability represents an interest in a charitable gift annuity which requires that payments be made to the donors until deceased, at which time the remaining principal and income will become available for use by the Foundation. On an annual basis, the Foundation reviews the need to revalue the liability to make distributions to the designated beneficiary based on actuarial assumptions. The present value of the estimated future payments is calculated using a discount rate of 8% and applicable mortality tables.

Valencia College Foundation, Inc.

Notes to Financial Statements

Contributions and Donor-Imposed Restrictions

Contributions, including unconditional promises to give, are recorded when made. Conditional promises to give are recognized when the conditions on which they depend are subsequently met. Unconditional promises to give due beyond one year are reported at the present value of their net realizable value, using risk-free rates applicable to the years in which the promises are to be received.

Contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are designated for future periods or are restricted by the donor for specific purposes are reported as temporarily or permanently restricted support that increases those net asset classes.

When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and are reported in the statement of activities as net assets released from restrictions. If a temporary restriction is fulfilled in the same time period in which the contribution is received, the Foundation reports the support as unrestricted.

In-Kind Contributions

Contributions of donated assets and services are recorded at their estimated fair market value at the date of receipt and are reflected as contributions in the accompanying statement of activities (see Note 6). Contributions of services are recognized only if such services create or enhance nonfinancial assets, would have been purchased if not provided by donation, require specialized skills, and are provided by individuals possessing such specialized skills and would otherwise be purchased by the Foundation.

Rent Revenue and Deferred Revenue

Rent revenue is recognized on the straight-line basis over the terms of the respective leases. Rental payments received in advance are recorded as deferred revenue. Deferred revenue also includes sponsorships received for events that will take place in subsequent fiscal years.

Functional Expenses

The costs of providing the various programs and other activities have been summarized on a functional basis in the statements of activities and functional expenses. Salaries and related payroll expenses are allocated among functional categories based on the estimated

Valencia College Foundation, Inc.

Notes to Financial Statements

proportion of time spent relative to each function. All other expenses are allocated based on management's estimate of the relative functional activity.

Income Taxes

The Foundation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and is classified as an other-than-private foundation within the meaning of Section 509(a) of the Internal Revenue Code and from state income taxes under similar provisions of the Florida Income Tax Code. Therefore, no provision for income taxes has been included in the accompanying financial statements.

The Foundation identifies and evaluates uncertain tax positions, if any, and recognizes the impact of uncertain tax positions for which there is a less than more-likely-than-not probability of the position being upheld when reviewed by the relevant taxing authority. Such positions are deemed to be unrecognized tax benefits and a corresponding liability is established on the statement of financial position. The Foundation has not recognized a liability for uncertain tax positions. If there were an unrecognized tax benefit, the Foundation would recognize interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. The Foundation's open tax years subject to examination by the Internal Revenue Service generally remain open for three years from the date of filing.

Fair Value of Financial Instruments

The Foundation reports its financial assets and liabilities using a three-tier hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are described below:

- Level 1 – Valuation based on unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 – Valuation based on observable quoted prices for similar assets and liabilities in active markets. In accordance with authoritative guidance, the fair value of Multi-Strategy Fund-of-Funds no longer subject to lockup and which permit capital withdrawals quarterly or more frequently are generally classified as Level 2 assets by the Fund.

Valencia College Foundation, Inc.

Notes to Financial Statements

- Level 3 – Valuation based on inputs that are unobservable and are supported by little or no market activity, therefore requiring management’s best estimate of what market participants would use as fair value. Generally, Multi-Strategy Fund-of-Funds that have unexpired lockup periods or permit capital withdrawals less frequently than quarterly are classified as Level 3 assets by the Fund.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management. The respective carrying value of certain financial instruments approximates their fair values due to the short-term nature of these instruments. These financial instruments include cash and cash equivalents, pledges due in one year or less, accounts payable and accrued expenses.

The Foundation’s Level 1 financial instruments consist of investments as identified in Note 2 and are valued based on quoted market prices.

The Foundation’s Level 2 financial instruments consist of the following:

- Multi-strategy Fund-of-Funds of \$8,647,243 and \$8,030,290 at March 31, 2014 and 2013, respectively, is valued at its net asset value as provided by the portfolio managers and may be redeemed on a quarterly basis with 65 days notice. The fund seeks to achieve long-term capital appreciation over a several year period with lower volatility than, and low correlation to, broad equity and fixed income indices.
- Florida Prepaid Tuition Scholarships of \$3,920,930 and \$2,302,911 as of March 31, 2014 and 2013, respectively, which are valued using the actuarial present value of the future contract benefits and expenses obligation. This valuation method reflects the present value of estimated contract benefits and expenses that will be paid in future years and is adjusted for the effects of projected tuition and fees and dormitory housing fees increases and termination of contracts.
- Trust liability of \$40,883 and \$59,185 as of March 31, 2014 and 2013, respectively, which are valued using the present value of estimated future payments and mortality tables.

There were no Level 3 financial instruments at March 31, 2014 and 2013.

Valencia College Foundation, Inc.

Notes to Financial Statements

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue, gains, other and expenses during the reporting period. Actual results could differ from those estimates.

Concentrations of Credit Risk

Financial instruments which potentially expose the Foundation to concentrations of credit risk include cash balances in excess of federally insured deposit balances and investments. The Foundation places its cash and cash equivalents with high quality financial institutions and has not experienced any losses on such accounts. At March 31, 2014, insurance coverage amounted to \$250,000 per depositor at each financial institution.

The Foundation also has significant investments that are subject to concentrations of credit risk. Investments are made by investment managers engaged by the Foundation and the investments are monitored for the Foundation by these same managers. Although the market value of investments is subject to fluctuations on a day-to-day basis, management believes the investment policy is prudent for the long-term welfare of the Foundation.

Valencia College Foundation, Inc.

Notes to Financial Statements

2. Investments

The fair value of investments consists of the following:

<i>March 31,</i>	2014	2013
Level 1 Investments:		
Fixed income mutual funds	\$ 19,404,069	\$ 17,790,353
Equity mutual funds	22,493,485	21,872,804
International mutual funds	9,943,846	9,203,973
Total Level 1	51,841,400	48,867,130
Level 2 Investment:		
Multi-strategy fund-of-funds	8,647,243	8,030,290
	\$ 60,488,643	\$ 56,897,420

Fiduciary fees related to the investments for the years ended March 31, 2014 and 2013 were \$5,335 and \$5,406, respectively, as reflected in the statements of functional expenses. During the years ended March 31, 2014 and 2013, the Foundation received refunds of \$85,161 and \$87,449, respectively, for fiduciary fees that were overcharged in prior years which is included in other revenue, net on the statements of activities.

3. Pledges Receivable

Pledges receivable consist of unconditional promises to give and are due as follows:

<i>March 31,</i>	2014	2013
Less than one year	\$ 250,000	\$ 464,500
One to five years	400,000	650,000
	650,000	1,114,500
Less unamortized discount (.2% – 3.2%)	(30,061)	(44,962)
Less allowance for doubtful accounts	(53,500)	(53,500)
Net pledges receivable	\$ 566,439	\$ 1,016,038

Substantially all of the Foundation's pledges receivable are due from donors in Central Florida.

Valencia College Foundation, Inc.

Notes to Financial Statements

4. Florida Prepaid Tuition Scholarships

Florida prepaid tuition scholarships consist of scholarships purchased by the Foundation as part of the Take Stock in Children program. Scholarships purchased are matched by the State of Florida and are recorded as Florida prepaid matching contribution on the accompanying statements of activities. The funds are to be used for college scholarships for selected individuals graduating from high school in Orange County. As the scholarships are awarded, they are recorded as program expense on the statement of activities. The prepaid scholarships are adjusted annually to the current value of the scholarships as provided by the Florida Prepaid College Foundation, Inc. Amounts used to purchase scholarships which go unused are refundable to the Foundation. During the year ended March 31, 2014, the Foundation experienced an unrealized loss on Florida prepaid tuition scholarships of \$577,842 and experienced an unrealized gain, during the year ended March 31, 2013, of \$105,773, which was recorded on the accompanying statements of activities. During the year ended March 31, 2014, the Foundation received \$858,175 of Florida prepaid tuition scholarships from the Foundation for Orange County Public Schools which was recorded as unrestricted contributions on the accompanying statement of activities

5. Rental Property

Rental property consists of the following:

<i>March 31,</i>	2014	2013
Rental property:		
Land, Osceola property	\$ 2,603,062	\$ 2,603,062
Land, downtown center	185,184	185,184
Building and improvements, downtown center	1,639,172	1,639,172
Land, building and improvements, Park Center	6,615,433	3,232,663
Total rental property	11,042,851	7,660,081
Less accumulated depreciation	(1,430,875)	(1,386,431)
Rental property, net	\$ 9,611,976	\$ 6,273,650

Valencia College Foundation, Inc.

Notes to Financial Statements

6. Related Party Transactions

Lease Agreements

The Foundation leases its rental properties (see Note 5) to Valencia. In connection with the sale of the downtown center as described in Note 10, the related lease agreement between the Foundation and Valencia was terminated in June 2014. The lease related to Park Center was effective May 1, 2014 with annual rent payments of \$459,527, subject to adjustment for additional improvements made to the property. The Park Center lease expires on June 1, 2073, with the option to extend the terms of the lease for ten years, and further provides Valencia with a right to purchase the property commencing on January 1, 2020 and expiring May 31, 2073. The college can terminate the lease upon 24 months notice and payments under the lease are contingent upon the college receiving annual appropriation by the Florida State Legislature. Rent payments received were \$294,000 and \$382,480 for the downtown center for the years ended March 31, 2014 and March 31, 2013, respectively, and are included in rent revenue on the accompanying statements of activities.

Accounts Payable and Accrued Expenses

Included in accounts payable and accrued expenses are amounts owed to Valencia for reimbursement of certain operating expenses as follows:

<i>March 31,</i>	2014	2013
Salaries and benefits	\$ 147	\$ 22,644
Academic support	286,451	147,129
	\$ 286,598	\$ 169,773

Total expenses paid to Valencia for scholarships and academic program support for the years ended March 31, 2014 and 2013 amounted to \$1,799,983 and \$1,879,685, respectively, and are included in scholarships and academic program support on the statements of functional expenses.

Valencia College Foundation, Inc.

Notes to Financial Statements

Due from Valencia

Included in other assets are scholarship refunds and credit card donations of \$15,600 and \$7,519 processed by Valencia and due to the Foundation at March 31, 2014 and 2013, respectively. The Foundation typically receives the funds within thirty days.

Contributed Services

Contributed services from Valencia are recognized as contributions and management and general expenses in the statements of activities at their estimated fair values. In-kind contributions and expenses were comprised of the following:

<i>Year ended March 31,</i>	2014	2013
Salary support	\$784,711	\$686,816
Various general and administrative expenses	10,821	23,505
	\$795,532	\$710,321

7. Retirement Plan

Effective January 1, 2007, all employees of the Foundation were classified as employees of Valencia. Most employees working in regularly established positions of Valencia are covered by the Florida Retirement System (“FRS”). The FRS is primarily a State-administered, cost-sharing, multiple-employer, defined benefit retirement plan (the “Plan”). Essentially, all regular employees of participating employers are eligible to enroll as members of the FRS. Benefits in the Plan vest at 6 years of service. All members are eligible for normal retirement benefits at age 62 or at any age after 30 years of service, which may include up to 4 years of credit for military service. The Plan also includes an early retirement provision, but imposes a penalty for each year a member retires before his or her normal retirement date. The Plan provides retirement, disability, and death benefits, and annual cost-of-living adjustments.

The Foundation’s liability for participation is limited to its payments, reimbursed to Valencia, of the required contribution at the rates and frequencies established by law on future payrolls of Valencia. The Foundation’s contributions for the years ended March 31, 2014 and 2013 totaled \$58,174 and \$35,771, respectively, which were equal to the required contributions for the fiscal year and are included in salaries and benefits on the accompanying statements of functional expenses.

Valencia College Foundation, Inc.

Notes to Financial Statements

8. Temporarily Restricted Net Assets

Temporarily restricted net assets are available for the following purposes:

<i>March 31,</i>	2014	2013
Scholarships	\$ 16,892,584	\$ 14,904,581
Academic program support	13,173,162	11,244,402
Teaching chairs	2,571,909	2,201,115
Other	151,054	—
Total	\$ 32,788,709	\$ 28,350,098

Temporarily restricted net assets released from restrictions to support programs are as follows:

<i>Year ended March 31,</i>	2014	2013
Scholarships	\$ 2,220,718	\$ 1,770,244
Academic program support	335,401	548,021
Teaching chairs	145,969	92,056
Total	\$ 2,702,088	\$ 2,410,321

The Foundation has implemented an administrative fee for the management and stewardship of the investment pool. The fee is calculated on a quarterly basis as a percentage of the value of the investment pool. For the years ended March 31, 2014 and 2013, this fee was 1.5%. Total administrative fees released from restriction were \$895,771 and \$825,682 for the years ended March 31, 2014 and 2013, respectively, and are included in net assets released from restrictions for administrative support.

Valencia College Foundation, Inc.

Notes to Financial Statements

9. Permanent and Board-Designated Endowment Funds

The Foundation has donor restricted endowment funds that are restricted to investment in perpetuity and are recorded as permanently restricted net assets. The returns on the donor restricted endowment funds have been included in temporarily restricted investment income on the statement of activities since they are restricted by the donor for scholarships and academic program support. The general spending guideline is to support an annual payout of at least four percent from those accounts that have attained their minimum and expected level of donor contributions along with all applicable state, federal and any other matching monies due. Carry-over of unspent distributions and special payments in excess of the annual spending policy are allowable expenditures only with the special approval of the board of directors.

The Board of Directors of the Foundation has interpreted the Florida Uniform Prudent Management of Institutional Funds Act (“FUPMIFA”) as requiring the preservation of the fair value of original gift as of the gift date of the donor-restricted endowment funds, absent explicit donor stipulations to the contrary. As a result of this interpretation, the Foundation classifies as permanently restricted net assets: (a) the original value of the gift donated to the permanent endowment, (b) the original value of the subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Foundation in a manner consistent with the standard of prudence prescribed by FUPMIFA. In accordance with FUPMIFA, the Foundation considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- (1) The duration and preservation of the fund;
- (2) The purposes of the Foundation and the donor-restricted endowment fund;
- (3) General economic conditions;
- (4) The possible effect of inflation and deflation;
- (5) The expected total return from income and the appreciation of investments;
- (6) Other resources of the Foundation;
- (7) The investment policies of the Foundation.

Valencia College Foundation, Inc.

Notes to Financial Statements

9. Permanent and Board-Designated Endowment Funds (Continued)

The Foundation has a board designated endowment fund recorded as unrestricted net assets which was designated by the Board in 2007 for the Title III East Campus Fund for which the earnings are designated for academic support and teaching chairs at Valencia's East Campus.

The endowment funds are invested in accordance with the investment policies of the Foundation in order to preserve and enhance the real purchasing (i.e., inflation-adjusted) power of the pooled investment fund while providing a relatively predictable, stable and constant, stream of earnings. The Foundation's performance objective is to grow the market value of assets net of inflation, administrative and investment expenses, over a full market cycle (generally defined as a five to seven year period) without undue exposure to risk. In quantitative terms, the objective is to earn a total return over inflation without exceeding a standard deviation of 1.2 times a weighted benchmark index. The benchmark index for the Foundation will be comprised of each asset class index weighted by its target allocation. It is also expected that the portfolio will outperform on a nominal or risk-adjusted basis this weighted benchmark index over a full market cycle.

The Foundation's endowment net assets consist of following

<i>March 31, 2014</i>	<i>Unrestricted</i>	<i>Temporarily Restricted</i>	<i>Permanently Restricted</i>	<i>Total</i>
Donor restricted endowment funds	\$ -	\$32,788,709	\$32,621,179	\$65,409,888
Board designated endowment fund	770,324	-	-	770,324
	\$770,324	\$32,788,709	\$32,621,179	\$66,180,212

<i>March 31, 2013</i>	<i>Unrestricted</i>	<i>Temporarily Restricted</i>	<i>Permanently Restricted</i>	<i>Total</i>
Donor restricted endowment funds	\$ -	\$28,350,098	\$32,081,932	\$60,432,030
Board designated endowment fund	622,377	-	-	622,377
	\$622,377	\$28,350,098	\$32,081,932	\$61,054,407

Valencia College Foundation, Inc.

Notes to Financial Statements

9. Permanent and Board-Designated Endowment Funds (Continued)

Changes in the endowment net assets for the years ended March 31, 2014 and 2013 are as follows:

	<i>Unrestricted</i>	<i>Temporarily Restricted</i>	<i>Permanently Restricted</i>	<i>Total</i>
Endowment net assets at March 31, 2012	\$573,983	\$25,035,411	\$31,723,711	\$57,333,105
Contributions, support, other revenue and transfers	971	1,492,095	358,221	1,851,287
Net realized and unrealized gains	36,163	3,226,435	–	3,262,598
Interest and dividends	20,434	1,832,160	–	1,852,594
Net assets released from restriction	–	(3,236,003)	–	(3,236,003)
Distributions	(9,174)	–	–	(9,174)
Endowment net assets at March 31, 2013	622,377	28,350,098	32,081,932	61,054,407
Contributions, support, other revenue and transfers	63,698	905,590	539,247	1,508,535
Net realized and unrealized gains	75,222	5,547,456	–	5,622,678
Interest and dividends	21,166	1,583,424	–	1,604,590
Net assets released from restriction	–	(3,597,859)	–	(3,597,859)
Distributions	(12,139)	–	–	(12,139)
Endowment net assets at March 31, 2014	\$770,324	\$32,788,709	\$32,621,179	\$66,180,212

Valencia College Foundation, Inc.

Notes to Financial Statements

10. Subsequent Events

The Foundation has evaluated events and transactions occurring subsequent to March 31, 2014 as of August 4, 2014, which is the date the financial statements were available to be issued. Subsequent events occurring after August 4, 2014 have not been evaluated by management. No material events have occurred since March 31, 2014 that require recognition or disclosure in the financial statements except as follows:

- On July 15, 2014, the Foundation closed on the sale of the downtown center land and building (see Note 5) for \$4.75 million, for which the contract was executed with the buyer on July 17, 2013.
- The lease between the college and the Foundation for the downtown center (see Note 6) was terminated in June 2014 in connection with the sale of the downtown center property.



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
Valencia College Foundation, Inc.

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 financial statements of Valencia College Foundation, Inc. (the "Foundation"), which comprise the statement of financial position as of March 31, 2014, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated August 4, 2014.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered Valencia College Foundation, Inc.'s internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Foundation's internal control. Accordingly, we do not express an opinion on the effectiveness of the Foundation'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 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 may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether Valencia College Foundation, Inc.'s financial statements are free of 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 determination of financial statement amounts. 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 entity'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 entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Certified Public Accountants

August 4, 2014

CERTIFICATION OF PRIVATE CONTRIBUTIONS FOR FIRST GENERATION MATCHING GRANT PROGRAM

Valencia College Foundation, Inc.
CONTRIBUTIONS RECEIVED ON OR BEFORE DECEMBER 1, 2013

As required by the First Generation Matching Grant Program Guidelines, the following are the amounts of private contributions requested to be matched by state dollars. These private contributions, which are to provide scholarships for (a) an individual both of whose parents did not complete a baccalaureate degree; or (b) in the case of any individual who regularly resided with and received support from only one parent, an individual whose only such parent did not complete a baccalaureate degree. These funds were received on or before December 1, 2013 and have not been matched from previous state appropriations.

**FIRST GENERATION MATCHING GRANT (FGMG)
TOTAL PRIVATE CONTRIBUTIONS RECEIVED BY
DECEMBER 1, 2013**

USE

FGMG Scholarship Matching (100%)

\$154,789

Chapter 1011.85(4)(c), Florida Statutes, states: "The audit of each foundation receiving state funds from this program must include a certification of accuracy in the amount reported for matching funds."

Auditor Certification of Accuracy

This is to certify that the contributions reported in the certification of private contributions described above are accurate according to college records. The contributions reported were aligned with the mission of the college and certified by the college board of trustees. The funds were received by December 1, 2013 and have not been matched from previous state appropriations.

Cross, Fernandez & Riley, LLP

Signature of Foundation Auditor

August 4, 2014

Date

Cross, Fernandez & Riley, LLP

Please print name