

SAN BRUNO

Community Foundation

Investment Committee

Pak Lin, *Chair* • Anthony Clifford, Mark Hayes, Tim Ross, and Supriya S. Perry, *Members*

Leslie Hatamiya, *Executive Director*

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PUBLIC COMMENT: Attendees who want to provide public comment will be asked to fill out a speaker card and submit it with the SBCF Executive Director. Public comment may also be emailed to info@sbcf.org. Comments received via email will not be read aloud during the meeting. Materials related to the agenda distributed after it is published will be available for public inspection at San Bruno City Hall, 567 El Camino Real, San Bruno, in compliance with the Brown Act.

ACCESSIBILITY: In compliance with the Americans with Disabilities Act, individuals requiring special accommodations or modifications to participate in this meeting should contact the SBCF Office 48 hours prior to the meeting at (650) 763-0775 or info@sbcf.org.

AGENDA

SAN BRUNO COMMUNITY FOUNDATION

Regular Meeting of the Investment Committee

May 17, 2023

4:30 p.m.

Meeting Location:

San Bruno City Hall, 567 El Camino Real, Room 101, San Bruno

- 1. Call to Order**
- 2. Roll Call**
- 3. Public Comment:** Individuals are allowed three minutes at this time to comment on items that are not on this agenda. It is the Committee's policy to refer matters raised in this forum to staff for research and/or action where appropriate. The Brown Act prohibits the Committee from discussing or acting upon any matter not agendaized pursuant to State Law.
- 4. Approval of Minutes:** February 15, 2023, Regular Investment Committee Meeting
- 5. Executive Director's Report**
- 6. Conduct of Business**
 - a. Receive Report from Sand Hill Global Advisors, LLC (SHGA) regarding SHGA's Investment Outlook and SBCF's Investment Portfolio Performance

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- b. Discuss and Provide Direction Regarding Future Cash Flow Strategies Related to Funding of Recreation and Aquatic Center Project
- c. Adopt Resolution Recommending to the SBCF Board of Directors the Quasi-Endowment Payout Rate for Fiscal Year 2023-2024
- d. Conduct Annual Review of SBCF's Investment Policy Statement and Investment Operating Plan

7. Committee Member Comments

- 8. Adjourn:** The next regular meeting of the Investment Committee will be held on Wednesday, August 16, 2023, at 4:30 p.m.

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MINUTES

SAN BRUNO COMMUNITY FOUNDATION

Regular Meeting of the Investment Committee

February 15, 2023

4:30 p.m.

Meeting Conducted via Zoom

- 1. Call to Order:** Committee Chair Lin called the meeting to order at 4:30 p.m.
- 2. Roll Call:** Committee Members Lin, Clifford, Hayes, Perry, and Ross, present.
- 3. Public Comment:** None.
- 4. Approval of Minutes:** November 16, 2022, Regular Investment Committee Meeting: Committee Member Hayes moved to approve the minutes of the November 16, 2022, Regular Meeting, seconded by Committee Member Ross, passed unanimously by roll call vote.

5. Executive Director's Report

Executive Director Hatamiya gave an update on the Foundation's activities, first summarizing recent program highlights:

- **Community Grants Fund:** The Foundation Board approved 23 Community Grants totaling \$300,000 in December. The Board has been busy presenting grant checks to the community groups, both virtually and in person.
- **Crestmoor Scholarship:** The 2023 Crestmoor Scholarship program launched in December, with a March 7, 2023, application deadline. The Foundation plans to award \$160,000 in scholarships this spring.
- **Recreation and Aquatic Center (RAC):** Ms. Hatamiya shared a recent photograph of construction on the San Bruno Recreation and Aquatic Center and noted that the facility remains on track for

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a fall 2023 opening. She said the project is currently on budget, with about \$1.7 million remaining in contingency.

Ms. Hatamiya told the Committee that San Bruno City Manager Jovan Grogan recently announced that he would be leaving the City but noted she did not anticipate that his departure would delay the RAC construction.

Ms. Hatamiya noted that the Board participated in a two-hour diversity, equity, and inclusion (DEI) study session focused on implicit bias and led by consultants Jana Kiser and Bela Bhasin from Libertiva at a special meeting on Monday, January 30, 2023.

She also reported that the highlight of the February 1, 2023, regular Board meeting was a presentation from the Foundation's fundraising consultants at the Partnership Resources Group on its high-level analysis of SBCF's fundraising potential and the projected cost of implementing an active fundraising operation.

Ms. Hatamiya reviewed the schedule of transfers from the Quasi-Endowment and Strategic Pool accounts to the Liquidity Pool, but noted that the schedule may be modified based on actual cash needs and updates on the Recreation and Aquatic Center project. Transfers from the Quasi-Endowment to Liquidity-Operating include: (a) \$200,000, which took place in December 2022, and (b) \$85,937 scheduled for May 2023. Transfers from the Strategic Pool to Liquidity-Operating to cover RAC cash needs are scheduled as follows: Transferred the entire Liquidity-RAC balance to Liquidity-Operating in July to cover the July/August RAC grant payments and closed the Liquidity-RAC Subaccount, and per the Committee's direction in August, \$20,706,423 was transferred from Strategic to Liquidity-Operating to cover all remaining RAC grant payments. Transfers from Strategic to Liquidity-Operating for non-RAC purposes are budgeted at \$4,392,754; \$323,000 was transferred in October to cover most non-RAC cash needs for the year, and additional transfers will take place later on in the year if additional strategic grants are approved.

Finally, Ms. Hatamiya reminded the Committee of its 2023 meetings – May 17, August 16, and November 15 – and noted that because Governor Newsom has announced his intention to end the pandemic state of emergency at the end of February, the Committee will begin meeting in person at San Bruno City Hall Room 101 starting with the May regular meeting.

6. Conduct of Business

- a. Receive Report from Sand Hill Global Advisors, LLC (SHGA) regarding SHGA's Investment Outlook and SBCF's Investment Portfolio Performance

SHGA Chief Executive Officer Brian Dombkowski, Senior Portfolio Manager Meghan DeGroot Daters, and Senior Wealth Manager Kristin Sun represented SHGA at the meeting.

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Mr. Dombkowski gave an overview of the firm's investment outlook, including an overview of 2022 and economic indicators reflecting slowed growth but not a recession. He also gave a summary of the firm's current economic forecast for the first quarter of 2023, commenting on economic growth, interest rates, inflation, commodity markets, the employment market, corporate earnings, international developed markets, emerging markets, the housing market, and valuation.

Ms. DeGroot Daters then reviewed the Foundation's Investment Dashboard for the fourth quarter of 2022, including December 31, 2022, balances of \$19,712,758 for the Quasi-Endowment, \$7,520,868 for the Strategic Pool, and \$18,121,972 for the Liquidity Pool (total balance of \$45,355,598), and fourth quarter withdrawals of \$8,460,000. Mr. Dombkowski and Ms. DeGroot Daters also discussed the performance of the underlying funds in the Foundation's Quasi-Endowment, Strategic, and Liquidity pools. Ms. DeGroot noted that Sand Hill reduced exposure to market neutral assets and increased exposure to mid-cap equity and bonds during the fourth quarter of 2022.

- b. Discuss and Provide Direction Regarding Future Cash Flow Strategies Related to Funding of Recreation and Aquatic Center Project

The Committee discussed cash flow strategies related to the RAC grants. Since early 2018, the Foundation has made grant payments totaling \$35,565,278 related to the eight grants supporting the design and construction of the RAC. The latest set of RAC grant payments totaling \$3,129,726 was made in late January/early February based on the City's latest set of quarterly grant reports. The remaining balance of RAC grant payments to be paid is \$14,434,722.

7. Committee Member Comments: None.

8. Adjourn: Committee Member Clifford moved to adjourn the meeting at 5:29 p.m., seconded by Committee Member Ross, approved unanimously.

Respectfully submitted for approval at the Regular Investment Committee Meeting of May 17, 2023, by Investment Committee Chair Pak Lin.

Pak Lin, Investment Committee Chair

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Memorandum

DATE: May 11, 2023

TO: Investment Committee, San Bruno Community Foundation

FROM: Leslie Hatamiya, Executive Director

SUBJECT: May 17, 2023, Investment Committee Regular Meeting

The Investment Committee of the San Bruno Community Foundation will hold its regular quarterly meeting at 4:30 p.m. on Wednesday, May 17, 2023, at San Bruno City Hall, Room 101.

1. Executive Director's Report

At each meeting, I will report on any follow-up items from the last Committee meeting as well as provide updates on the Foundation's programs and operations. Key items I will report on at the May 17 meeting include:

- Program highlights and updates on the Community Grants Fund, the Crestmoor Neighborhood Memorial Scholarship program, and strategic grant initiatives, including the San Bruno Recreation and Aquatic Center (RAC) project.
- Schedule of transfers from the Quasi-Endowment and Strategic Pool accounts to the Liquidity Pool account for FY2022-2023 to cover the Foundation's cash needs through June 30, 2023, consistent with the FY2022-2023 budget passed by the Foundation Board in June 2022.
- A reminder of upcoming 2023 Investment Committee meetings: August 16 and November 15, at 4:30 p.m. at San Bruno City Hall, Room 101.

2. Report from Sand Hill Global Advisors (SHGA) Regarding SHGA's Investment Outlook and SBCF's Investment Performance

Representing SHGA at the Committee meeting will be CEO Brian Dombkowski, Senior Portfolio Manager Meghan DeGroot Daters, and Senior Wealth Manager Kristin Sun. The SHGA team will give a presentation to the Committee that will cover (a) SHGA's investment outlook, and (b) the performance of the Foundation's investment portfolio.

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a. SHGA's Investment Outlook

In this portion of the presentation, the SHGA team will provide an overview of SHGA's current economic forecast, particularly for the second quarter of 2023, including the firm's perspective on economic growth, interest rates, employment market, corporate earnings, international market, housing market, inflation, commodity markets, and valuation.

b. SBCF's Investment Performance

The second part of SHGA's presentation will review the performance of the Foundation's investment portfolio for the first quarter of 2023 (third quarter of the fiscal year). The SHGA team will walk the Committee through the attached Investment Dashboard for March 31, 2023, a one-page summary of the Foundation's portfolio. At the meeting, the SHGA team will also provide more detailed and up-to-date information about the Foundation's investment holdings, including performance data of underlying funds.

3. Discussion Regarding Future Cash Flow Strategies Related to Funding of Recreation and Aquatic Center Project

In mid-July 2022, as approved in the fiscal year 2022-2023 budget, we transferred all funds remaining in Liquidity-RAC to Liquidity-Operating (\$8,759,369) and closed the Liquidity-RAC subaccount. In early September 2022, as approved in the 2022-2023 budget and at the recommendation of this Committee, we transferred the entire balance of funds needed to cover the remaining RAC grants (at that time approximately \$20.7 million) from the Strategic Pool to the Liquidity Pool. Since that time, we have been disbursing quarterly RAC grant payments using the funds in Liquidity-Operating (now just Liquidity).

Through May 5, 2023, the Foundation has made grant payments totaling \$42,887,313.04 related to the eight grants supporting the design and construction of the RAC. In the current 2022-2023 fiscal year, RAC grant payments have totaled \$22,353,104.82. The remaining balance of the original \$50 million commitment to be paid is \$7,112,686.96, all of which is expected to be disbursed in fiscal year 2023-2024.

In April, at the request of the City of San Bruno, the SBCF Board approved additional funding for RAC construction (RAC Grant #8) in an amount not to exceed \$1.5 million. The additional funding will go toward the project's construction contingency and will only be utilized if needed. (Any portion needed would be paid out in the 2023-2024 fiscal year.) In making the request for the funding, the City's project team explained that based on approved and anticipated change orders, it is estimated that by July the construction contingency will be \$605,400.75, which is about 4% of the remaining \$15 million worth of construction work to be

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completed. For construction projects of this size, it is a best practice to have 10% to 15% contingency of the remaining work to ensure there is adequate funding for any unforeseen work and to avoid schedule delays and increased project costs, and the additional \$1.5 million increases the construction contingency to 14% of the remaining work. The increase in grant amount for the construction grant raises the Foundation's overall commitment to the RAC project to an amount not to exceed \$51.5 million.

The question on which I would like the Investment Committee to provide guidance is the *timing* of the additional \$1.5 million from Strategic to Liquidity to cover the additional grant funding, especially given the current volatility in the market. As a starting point for the discussion, let me propose four options:

1. Transfer the full \$1.5 million amount now.
2. Transfer \$500,000 now and then the rest as needed in FY2023-2024.
3. Wait until the Investment Committee's August meeting to make a recommendation on transfers

I believe it is likely that the City will use some of the additional contingency funds but not necessarily the entire amount. Thus, I am hesitant to advocate for option 1, since that might result in moving more money than will be needed, and we would lose out on the potential upside of continuing to make some investment income on that amount. Option 2 protects a reasonable amount but allows us to keep the other \$1 million in the market, and there is a chance the full amount will not be needed. Option 3 would allow the Committee to factor into any recommendation the amount of the next set of quarterly RAC grant payments in July/August as well as updates from the City team on additional commitments to use some of the contingency funds. In addition, \$1.5 million is not a large amount in the big picture, and it is hard to imagine that the Strategic Pool would not be able to cover that amount even if the market falters in the next year.

Please note that the 2022-2023 budget approved an additional \$4.4 million in transfers from Strategic to Liquidity above the \$20.7 million to cover the then-existing balance of RAC grant payments. We made one transfer of \$323,000 in October 2022 from Strategic to Liquidity to cover anticipated operating expenses, so there is plenty of room under the authorized limit to transfer up to \$1.5 million for the RAC contingency before the end of June.

The Committee's guidance will affect remaining transfers from Strategic to Liquidity for the current fiscal year as well as transfers from Strategic to Liquidity in the 2023-2024 budget.

We look forward to hearing the Committee's thoughts and recommendations on scheduling the transfers from Strategic to Liquidity.

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4. Resolution Recommending to the SBCF Board of Directors the Quasi-Endowment Payout Rate for Fiscal Year 2023-2024

Section VII of the Foundation's Investment Policy Statement sets forth the spending policy. Section VII.1. states:

The SBCF Board will determine the spending policy for the Quasi-Endowment with input from the Investment Committee. The SBCF Board will use the following guidelines in approving a fixed payout amount each year. The SBCF Board will review this policy annually.

The payout amount will be determined once annually, prior to the conclusion of the Foundation's fiscal year for the subsequent fiscal year. The payout rate will range up to 7%, as determined by the Board, multiplied by the average of the latest available twelve (12) prior quarter-ending Quasi-Endowment values.

Section VI.1.d. of the Investment Operating Plan provides pool-specific operating guidelines for payout or other withdrawals. Last June, upon recommendation from the Investment Committee, the Board amended the payout guidelines for the Quasi-Endowment Pool:

Payout amount will be determined once annually, prior to the conclusion of the Foundation's fiscal year for the subsequent fiscal year. The payout rate will range up to 7%, as determined by the Board, multiplied by the average of the latest available twelve prior quarter-ending Quasi-Endowment values. From the initial funding of the Quasi-Endowment Pool through the end of fiscal year 2016-2017, the payout rate will be 0%. During fiscal year 2017-2018, the default payout rate will be 2.25%, multiplied by the simple average of all quarter-ending Quasi-Endowment values available at the time of the annual payout decision. Cash proceeds will be deposited in the SBCF Liquidity Pool on an as-needed basis.

Each June, with guidance from the Investment Committee, the Board passes a resolution setting the next fiscal year's Quasi-Endowment payout rate.

For the past six years, the Committee decided to recommend – and the Board subsequently adopted – a Quasi-Endowment payout rate sufficient to meet the cash flow needs for the Crestmoor Scholarship and the Community Grants Fund in the upcoming fiscal year. The Board has approved the annual payout rate as follows:

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| Fiscal Year | QE Payout Rate | Average QE Balance of Past 12 Quarters | Approved QE Payout |
|-------------|----------------|--|--------------------|
| FY2017-2018 | 2.25% | \$15,685,369 | \$352,921 |
| FY2018-2019 | 1.95% | \$16,409,212 | \$319,980 |
| FY2019-2020 | 1.90% | \$16,711,034 | \$317,510 |
| FY2020-2021 | 1.70% | \$17,392,997 | \$295,681 |
| FY2021-2022 | 1.70% | \$18,407,790 | \$312,932 |
| FY2022-2023 | 1.41% | \$20,279,185 | \$285,937 |

I recommend that the Committee continue to follow this practice for FY 2023-2024, which is consistent with the original long-term vision for the Quasi-Endowment (to fund those two programs plus support costs on an ongoing basis) and allows for some continued growth of the Quasi-Endowment, especially while the Foundation still has the Strategic funds to help support operational expenses. Strategic funds would cover cash needs for all strategic grants plus all support costs. This option has been a reasonable compromise position – it draws from the Quasi-Endowment but at a low rate, and it taps into the Strategic Pool for all support costs but also leaves some amount for additional strategic grantmaking.

With the assistance of Accounting Consultant Frank Bittner, I am in the process of developing the 2023-2024 operating budget. Cash needs for the Crestmoor Scholarship and Community Grants Fund programs are estimated at \$371,690. Note that last year's payout was lower than usual because the Foundation received restricted donations during the previous few years that were not taken into account at the time the budget was created and the Quasi-Endowment payout rate was set. Last year, I reconciled all past disbursements for the Community Grants Fund and the Crestmoor Scholarship with Quasi-Endowment payout and restricted donations for those two programs since fiscal year 2017-2018 (the first year we had Quasi-Endowment payout), and last year's Quasi-Endowment payout took that reconciliation into consideration. In addition, this year the Foundation did not receive a significant donation to support the Crestmoor Scholarship as it had in the previous three years, so the Foundation is covering the full amount of scholarship payments this year. In past years, the Welch family donation had covered a portion of the scholarship payments, resulting in a partial rollover of Quasi-Endowment payout that was budgeted for scholarship payments to the next fiscal year. We do not have the benefit of that rollover this year.

For Quasi-Endowment payout calculation purposes, we use the quarter-ending balances on our Fidelity statements rather than those provided by SHGA (the two differ slightly based on different methods for recording transactions near the end of the quarter). The average of the latest 12 quarter-ending Quasi-Endowment values (Q2 2020 to Q1 2023) is \$20,946,234. A payout rate of 1.78% would result in a Quasi-Endowment payout of \$372,843.

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Therefore, I recommend that the Committee adopt the attached resolution recommending to the SBCF Board of Directors the Quasi-Endowment payout rate (1.78%) for fiscal year 2023-2024.

5. Annual Review of SBCF's Investment Policy Statement and Investment Operating Plan

The Foundation's Investment Policy Statement was approved by the Foundation Board on April 6, 2016, and by the San Bruno City Council on April 26, 2016. The Investment Operating Plan was approved by the Foundation Board and signed by the Treasurer and Executive Director on May 4, 2016, and signed by the SHGA CEO on May 11, 2016. Following the May 2017 meeting of the Investment Committee and subsequent action of the Board of Directors in June of that year, an amendment to the Quasi-Endowment payout provision in the Investment Operating Plan was executed by SHGA and the Foundation on June 7, 2017.

Under Section II.2.a. of the Investment Policy Statement, the Investment Committee is tasked to "review at least annually the Investment Policy Statement and Investment Operating Plan and monitor compliance with both documents." At the May 17 meeting, the Committee will review the two documents as amended, which I have attached.

As a reminder, the Investment Policy Statement is intended to serve as a high-level policy document governing the Foundation's investment practices. Its goals include:

- Outlining the purpose and goals of the Foundation's investment portfolio, including three separate pools of funds
- Defining the roles and responsibilities for the Foundation's Board of Directors, Investment Committee, External Investment Manager, and the San Bruno City Council
- Setting investment goals, objectives, and target asset allocations for each pool of funds
- Establishing asset guidelines and investment procedures
- Outlining the spending policy
- Establishing guidelines to monitor performance
- Providing continuity across changes in the Board of Directors, Investment Committee, and Foundation staff

Under the Foundation's Bylaws, the City Council is to approve the adoption, amendment, or repeal of the Foundation's Investment Policy Statement.

While the Investment Policy Statement is a high-level policy document, the Investment Operating Plan is the more detailed operating agreement between the Foundation and its investment adviser. Drafted jointly by the Committee and the SHGA team, the Investment

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Operating Plan follows the principles outlined in the Investment Policy Statement and provides detailed instructions to Sand Hill regarding ongoing management of the three pools of money, including specific asset allocation targets and ranges, as well as guidelines regarding payout and withdrawals.

Upon review of the two documents, I am not recommending changes to either document at this time. Of particular note, the asset allocation of the Strategic Pool has served us well as originally structured. In order to protect the value and ensure the liquidity of the funds as they will need to be paid out, the three investment pools were structured so that as funds are needed, they can be shifted from the Strategic Pool to the Liquidity Pool, which has a more conservative risk tolerance and higher liquidity requirement. Moreover, the Investment Operating Plan also provides SHGA with asset allocation ranges that allows SHGA to make reasonable and sufficient adjustments to the Strategic Pool to accommodate the payment schedule.

It is important to note that in fiscal year 2023-2024, the Board will revisit its post-RAC program and investment strategy. In 2021, the Board approved a plan, once the Foundation has fully disbursed the \$50 million in RAC grants to the City, to update its investment strategy as follows:

- Quasi-Endowment starting balance: \$25 million
- Annual Quasi-Endowment payout target: \$1.75 million, adjusted annually for inflation
- Quasi-Endowment spend-down time horizon: Approximately 20 years
- Strategy formally revisited by the Board: At least once every five years

As the RAC grants will mostly likely be paid out in 2023-2024, the new strategy will be implemented in 2024-2025. With more clarity on the likely balances remaining in the Foundation's investment portfolio at the end of 2023-2024, the Board will consider confirming or adjusting this strategy in the coming months. Thus, it is likely that the Investment Committee will be tasked next spring with recommending potentially significant changes to the Investment Policy Statement and the Investment Operating Plan consistent with the new strategy.

I encourage Committee members to review both documents before the meeting and come with questions and suggestions for possible amendments, either now or in the future.

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Attachments:

1. SBCF Investment Dashboard, as of March 31, 2023
2. Resolution Recommending to the SBCF Board of Directors the Quasi-Endowment Payout Rate for Fiscal Year 2023-2024
3. San Bruno Community Foundation Investment Policy Statement
4. San Bruno Community Foundation Investment Operating Plan with Sand Hill Global Advisors
5. Amendment #1 to the San Bruno Community Foundation Investment Operating Plan with Sand Hill Global Advisors

The San Bruno Community Foundation Investment Dashboard

As of March 31, 2023

Current Outlook:

Economic Environment: Following a period where the Federal Reserve raised interest rates by 4.75% over a period of just eleven months, we expect the economy to slow as the impact of higher interest rates becomes more apparent. The recent failure of two large regional banks served as a reminder that the pace of rate hikes, and an inverted yield curve, has been a shock to many parts of the economy including the housing market, and the banking system. One lasting impact of the recent bank failures is likely to be a higher cost environment for banks as insurance and regulatory costs increase. This could result in an environment where regional banks become more risk adverse and are less willing to lend to small and medium size businesses at attractive rates. This tightening of credit conditions could result in slower growth from this important part of the economy. The key, in our view, to avoiding a recession is maintaining job market strength. We expect that as consumers spend through their savings, many people will return to the workforce where the participation rate has been relatively low. Furthermore, if workers in parts of the economy that are experiencing weakness, such as goods and real-estate, fill some of the open positions in services, wage inflation may moderate. Overall, we expect GDP to slow and anticipate that inflation will continue to decline as consumption slows, wage growth moderates, and rent growth -- an important Consumer Price Index (CPI) input -- normalizes.

Market Environment: Market volatility continued to be high as markets responded to economic data that varied, the Federal Reserve's action and commentary, and the failure of two large regional banks. Financial market were remarkably resilient with the S&P 500 appreciating 7.5% during the quarter. Small cap stocks rose 2.7% and international stocks were up almost 7%. Bonds also had an impressive quarter with the aggregate bond benchmark appreciating 3%. Commodity declined 5% and REITs returned just 1.5%.

Portfolio Response: Late last year we reduced exposure to large cap stocks and increased allocations to bonds as we felt that the risk-reward had become more favorable for bonds. This brought the bond allocation to an overweight position. We did not take any further action during the first quarter.

| Performance | | Quasi-Endowment Pool | Custom Blended Benchmark | + / - | Strategic Pool | Custom Blended Benchmark | + / - |
|-------------|----------------|----------------------|--------------------------|--------|----------------|--------------------------|--------|
| Quarterly | Q2 - 4/30/23 | 0.74% | 0.75% | -0.01% | 0.67% | 0.63% | 0.04% |
| | Q1 2023 | 4.78% | 4.45% | 0.33% | 3.58% | 3.34% | 0.24% |
| | Q4 2022 | 5.95% | 5.75% | 0.20% | 3.08% | 3.07% | 0.01% |
| | Q3 2022 | -5.23% | -5.15% | -0.08% | -3.46% | -4.73% | 1.27% |
| Annual | 2023 - 4/30/23 | 5.56% | 5.24% | 0.32% | 4.27% | 3.99% | 0.28% |
| | 2022 | -15.16% | -14.49% | -0.67% | -11.84% | -13.12% | 1.28% |
| | 2021 | 13.21% | 12.81% | 0.40% | 4.47% | 3.42% | 1.05% |
| | 2020 | 14.55% | 11.61% | 2.94% | 8.79% | 8.48% | 0.31% |
| | 2019 | 17.45% | 19.26% | -1.81% | 10.01% | 11.98% | -1.97% |
| | ITD - 4/30/23 | 6.28% | 6.32% | -0.04% | 2.63% | 2.55% | 0.08% |

| Quasi-Endowment Pool Portfolio Action | Increased | Decreased | Growth/Capital Preservation |
|---------------------------------------|------------------------|------------------|-----------------------------|
| Q1 2023 | Maintained Positioning | | 62/38 |
| Q4 2022 | Increased Fixed Income | | 62/38 |
| | Mid Cap Equity | Market Neutral | |
| | Bonds | Large Cap Equity | |

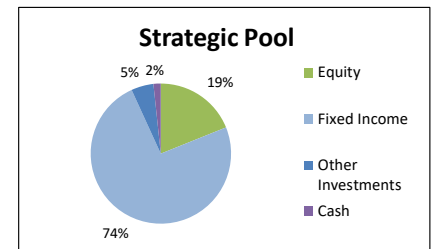
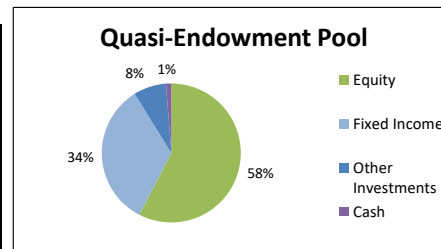
| Balances | Quasi-Endowment | Strategic | Liquidity | Total |
|----------|-----------------|--------------|--------------|--------------|
| Q1 2023 | \$20,658,295 | \$7,790,433 | \$14,768,287 | \$43,217,015 |
| Q4 2022 | \$19,712,758 | \$7,520,868 | \$18,121,972 | \$45,355,598 |
| Q3 2022 | \$18,779,127 | \$7,621,931 | \$25,886,954 | \$52,288,012 |
| Q2 2022 | \$19,816,710 | \$28,320,643 | \$9,078,116 | \$57,215,469 |
| Q1 2022 | \$22,494,942 | \$30,423,398 | \$14,951,629 | \$67,869,968 |

| Withdrawals | Quasi-Endowment | Strategic | Liquidity | Total |
|-------------|-----------------|---------------|--------------|--------------|
| Q1 2023 | \$0 | \$0 | -\$3,535,000 | -\$3,535,000 |
| Q4 2022 | -\$200,000 | -\$323,000 | -\$7,937,000 | -\$8,460,000 |
| Q3 2022 | \$0 | -\$20,706,423 | \$16,772,423 | -\$3,934,000 |

| Illiquidity as of 3/31/23 | < 1 Yr | 1-3 Yrs | > 3 Yr | Total |
|---------------------------|--------|---------|--------|-------|
| Quasi-Endowment Pool | 0.00% | 0.00% | 0.00% | 0.00% |

| Asset Allocation | Quasi-Endowment Pool | | Strategic | | Strategic | |
|-------------------------|----------------------|-------------|-------------|--------------------|-------------|-------------|
| | Pool | 31-Mar-23 | Target | Strategic Pool | 31-Mar-23 | Target |
| Large Cap Equity | \$6,748,255 | 33% | 30% | \$743,490 | 10% | 9% |
| SMID Cap Equity | \$2,304,034 | 11% | 9% | \$322,172 | 4% | 3% |
| International/EM Equity | \$2,842,391 | 14% | 13% | \$408,843 | 5% | 4% |
| Fixed Income | \$6,942,367 | 34% | 30% | \$5,785,394 | 74% | 70% |
| Real Assets | \$1,041,285 | 5% | 8% | \$231,349 | 3% | 4% |
| Market Neutral | \$527,166 | 3% | 8% | \$164,712 | 2% | 8% |
| Cash | \$252,797 | 1% | 2% | \$134,472 | 2% | 2% |
| Total | \$20,658,295 | 100% | 100% | \$7,790,433 | 100% | 100% |

| Governance Checklist | OK |
|--|----|
| Asset allocation within target range: All weights are in compliance. | ✓ |
| No direct investments in any equity or debt securities of Pacific Gas & Electric. | ✓ |
| No individual equity securities (stocks) will be held in any direct account. | ✓ |
| No below investment grade allocation > 5% of portfolio value. | ✓ |
| With the exception of U.S. government securities, no more than 5% at cost of the portfolio may be invested in the securities of a single issuer. | ✓ |
| Quasi-Endowment Pool can maintain up to 10% illiquidity. | ✓ |



RESOLUTION NO. 2023-__

**RESOLUTION OF THE SAN BRUNO COMMUNITY FOUNDATION INVESTMENT COMMITTEE
RECOMMENDING TO THE SBCF BOARD OF DIRECTORS THE QUASI-ENDOWMENT PAYOUT
RATE FOR FISCAL YEAR 2023-2024**

WHEREAS, under Section II.2.a. of the Investment Policy Statement of the San Bruno Community Foundation, the Investment Committee is tasked to “review at least annually the Investment Policy Statement and Investment Operating Plan and monitor compliance with both documents”;

WHEREAS, Section VII.1 of the Investment Policy Statement sets forth the spending policy for the Quasi-Endowment as follows:

The SBCF Board will determine the spending policy for the Quasi-Endowment with input from the Investment Committee. The SBCF Board will use the following guidelines in approving a fixed payout amount each year. The SBCF Board will review this policy annually.

The payout amount will be determined once annually, prior to the conclusion of the Foundation’s fiscal year for the subsequent fiscal year. The payout rate will range up to 7%, as determined by the Board, multiplied by the average of the latest available twelve (12) prior quarter-ending Quasi-Endowment values.

WHEREAS, Section VI.1.d.i. of the Investment Operating Plan with its investment adviser, Sand Hill Global Advisors, as amended, states, with regard to the Quasi-Endowment payout:

Payout amount will be determined once annually, prior to the conclusion of the Foundation’s fiscal year for the subsequent fiscal year. The payout rate will range up to 7%, as determined by the Board, multiplied by the average of the latest available twelve prior quarter-ending Quasi-Endowment values. From the initial funding of the Quasi-Endowment Pool through the end of fiscal year 2016-2017, the payout rate will be 0%. During fiscal year 2017-2018, the default payout rate will be 2.25%, multiplied by the simple average of all quarter-ending Quasi-Endowment values available at the time of the annual payout decision. Cash proceeds will be deposited in the SBCF Liquidity Pool on an as-needed basis.

WHEREAS, a Quasi-Endowment payout rate of 1.78%, multiplied by the simple average of the latest twelve quarter-ending Quasi-Endowment values available at the time of the annual payout decision (\$20,946,234), would result in a payout of \$372,843 and provide the necessary funds to cover cash flow needs for the Crestmoor Neighborhood Memorial Scholarship and the

Community Grants Fund in fiscal year 2023-2024, consistent with the original long-term vision for the Quasi-Endowment; and

WHEREAS, the Foundation’s Board of Directors will consider the Foundation’s fiscal year 2023-2024 budget, including transfers from the Quasi-Endowment to the operating budget, at its June 7, 2023, meeting.

NOW, THEREFORE, BE IT RESOLVED that the Investment Committee recommends that the Board of Directors approve, for fiscal year 2023-2024, a Quasi-Endowment payout rate of 1.78%, multiplied by the simple average of the latest twelve quarter-ending Quasi-Endowment values available at the time of the annual payout decision (\$20,946,234), resulting in a payout of \$372,843, to provide the funds to cover cash flow needs for the Crestmoor Neighborhood Memorial Scholarship and the Community Grants Fund in fiscal year 2023-2024, consistent with the original long-term vision for the Quasi-Endowment.

Dated: May 17, 2023

ATTEST:

Pak Lin, Investment Committee Chair

I, Pak Lin, Chair, do hereby certify that the foregoing Resolution No. 2023-__ was duly and regularly passed and adopted by the Investment Committee of the San Bruno Community Foundation on this 17th day of May, 2023, by the following vote:

AYES: Committee members:

NOES: Committee members:

ABSENT: Committee members:

SAN BRUNO

Community Foundation

INVESTMENT POLICY STATEMENT

Approved by the SBCF Board of Directors, April 6, 2016
Approved by the San Bruno City Council, April 26, 2016

INVESTMENT POLICY STATEMENT

This Investment Policy Statement (“Policy”) is intended to govern the investment practices of the capital assets of the San Bruno Community Foundation (“SBCF” or “Foundation”). It is to allow all parties who interact directly or indirectly with SBCF’s investment assets full understanding of how the assets will be managed. This policy addresses the following areas:

- The general goals of the Foundation
- The structure and purpose of the separate pools of funds
- The roles and responsibilities of all parties involved in the investment process
- Investment goals and objectives for each pool of funds
- Investment process including asset allocation framework and rebalancing policies
- Measurement and evaluation of investment performance
- The Foundation’s spending policy and how it interfaces with the investment management of each pool of funds

I. FOUNDATION’S PURPOSE AND GOALS

The San Bruno Community Foundation was established in 2013 by the San Bruno City Council to administer, for the long-term benefit of the San Bruno community, approximately \$70 million in restitution funds resulting from the devastating 2010 gas pipeline explosion in San Bruno’s Crestmoor neighborhood. SBCF has been charged with determining the use of the funds and administering them to benefit the San Bruno community through enduring and significant contributions to, and investments in, charitable and community programs, and publicly owned community facilities, over the long term.

The SBCF Board has approved the establishment of three separate pools of funds with varying purposes, time horizons and withdrawal requirements.

1. A Quasi-Endowment Pool to support the annual operating and program expenses of the Foundation over the long term.
2. A Strategic Pool earmarked to cover the costs of major strategic grant making projects, including capital improvements of community facilities, over a 7-10 year period. The Strategic Pool will be fully exhausted either at the completion of those strategic projects, or by consolidation into the Quasi-Endowment Pool at the Board’s discretion.
3. A Liquidity Pool to act as a holding account for expenditures planned in the subsequent 0-24 months. The purpose of this pool is to mirror the Foundation’s operating accounts. This account may be funded by both the Quasi-Endowment and the Strategic Pool.

II. ROLES AND RESPONSIBILITIES

1. The SBCF Board of Directors is responsible for the following:
 - a. Formation of the Investment Committee, including appointment of a sitting Board Member as the Committee Chair. The Committee can consist of a mix of SBCF Board

Members and non-Board Members. For non-Board Members, a preference will be given to individuals with experience and/or expertise in finance and investment management.

- b. Approval, termination, or replacement of the External Investment Manager.
 - c. Approval of this Investment Policy Statement and subsequent modifications to it.
 - d. Approval of an Investment Operating Plan executed with the External Investment Manager.
 - e. Approval of the Foundation spending policy, as defined in section VII of this document.
 - f. Approval of any transfer of funds to or from the Quasi-Endowment Pool or the Strategic Portfolio, as defined in section IV, beyond that specified in the Board-approved spending policy.
 - g. Maintain guidelines for the External Investment Manager to ensure that Foundation assets are invested in a manner consistent with the mission of the Foundation. It is at the Board's discretion to implement specific restrictions on how the assets of the Foundation shall be invested. Such restrictions may include but are not limited to Socially Responsible Investing known as Environmental, Social and Governance (ESG). Any active restrictions will be detailed within the Investment Operating Plan.
2. The Investment Committee, with support from the Executive Director, is responsible for providing guidance to the Board on all aspects of the investment management process. The Investment Committee is not empowered to approve decisions, as that power lies with the full Board. As part of its guidance to the Board, the Investment Committee will:
- a. Review at least annually the Investment Policy Statement and Investment Operating Plan and monitor compliance with both documents.
 - b. Review the long-term asset allocation of each pool of funds.
 - c. Monitor the performance and risk profile of the investment assets of the Foundation as a whole, including each pool of funds.
 - d. Review and address all potential conflicts of interest in accordance with the SBCF Conflict of Interest Policy.
 - e. Monitor the External Investment Manager.
3. The External Investment Manager (the "Investment Manager") is responsible for the following:

- a. Discretion to select, evaluate, and terminate the underlying fund managers and investments, as well as discretion to make tactical shifts within the parameters of the asset allocation established for each pool.
 - b. Monitor the appropriateness of each investment given the Foundation's risk tolerance and objectives.
 - c. Oversee the Foundation's investment assets and report on the status of the investments to the Investment Committee and Board of Directors.
4. The San Bruno City Council is responsible for the following:
- a. Approval of the initial Investment Policy Statement, including the Foundation's spending policy, as articulated in Section VII of this document, for the Foundation.
 - b. Approval of all future modifications to the Investment Policy Statement.

III. POLICY REVIEW

This Statement shall be reviewed annually by the Investment Committee and any recommendations for modification shall be presented to the full Board of Directors. Updates to this Policy must be approved by both the SBCF Board and the San Bruno City Council.

IV. INVESTMENT GOALS AND OBJECTIVES

The primary goal of the Foundation is to administer these funds for the long-term benefit of the San Bruno community. The specific goals for these funds include but are not limited to supporting SBCF's annual operating expenses and the three categories of program activities outlined in SBCF's Program Strategy Framework (strategic grant making, responsive grant making, and Foundation programs).

The risk tolerance of each pool of funds is dictated by the time horizon and liquidity needs, and as directed by the Board of Directors. The specific goals and objectives, risk tolerance, and time horizon for each pool of funds is as follows:

1. Quasi-Endowment Pool: The Foundation seeks to meet the current payout objectives while maintaining the total purchasing power of these assets for the San Bruno community in the future. As such, Capital Appreciation is the primary objective, with Capital Preservation as the secondary objective. The risk tolerance of the Quasi-Endowment can be described as Moderately Conservative and the time horizon as Long-Term.
2. Strategic Pool: The Foundation seeks to achieve growth of the portfolio at a conservative rate in excess of inflation. As such, Capital Preservation is the primary objective. The risk tolerance of the Strategic Pool can be described as Conservative. The goal of the Strategic Pool is to be drawn down to zero over a 7-10 year period. As such, the time horizon can be described as Mid-Term.
3. Liquidity Pool: The Foundation seeks to preserve the principal balance of all funds directed into this pool. As such, Capital Preservation and Liquidity are the primary objectives. The risk

tolerance of the Liquidity Pool can be described as Conservative. The goal of the Liquidity Pool is to cover Foundation expenditures that will be withdrawn within the succeeding 24 months from initial funding. As such, the time horizon can be described as Short-Term.

V. INVESTMENT POLICY AND ASSET ALLOCATION

1. Asset Guidelines:

- a. No individual equity securities (stocks) will be held in any Direct Account. A Direct Account is defined as any investment account registered in the name of the Foundation.
- b. Direct investments in any securities, including equity and fixed income, of Pacific Gas & Electric Corporation (Symbol: PCG) is prohibited.
- c. Individual fixed income securities (bonds) may be held in Direct Accounts. These include, but are not limited to, municipal bonds, U.S. government securities, federal government agency securities, corporate debt (limited to U.S. or multinational corporations), and high-yield debt.
- d. Commingled funds, mutual funds, and index funds may be held in Direct Accounts. The fund selection process will incorporate criteria such as investment style and process, experience of the investment team, organizational stability, and performance analysis such as long-term, risk-adjusted returns, manager tenure, relative performance in up and down markets, consistency of management style, and the associated cost to own (expense ratio).
- e. Other investments may be held in Direct Accounts. Other investments will be broadly defined as, but not limited to, investments in market-neutral funds, commodities and gold, real return strategies, venture capital, and real estate. These categories are to be implemented only through diversified investment vehicles.
- f. Cash and cash equivalents may be held in Direct Accounts. Cash equivalent positions will be high-quality instruments such as U.S. Treasury Bills, Eurodollar Certificates of Deposit, time deposits (CDs), money market funds, and repurchase agreements.

2. Investment Procedures:

- a. Diversification: All portfolios will be managed as diversified portfolios. The goal of diversification across various asset classes, sectors, and security types is to minimize risk while improving performance.
- b. Investment Vehicles: Within the constraints of the target asset allocation of each portfolio, investments will be allocated across various asset classes, either directly or through pooled or commingled investment accounts (mutual funds and index funds), that might include domestic and foreign equities, bonds, real estate, other investments, and cash or cash equivalents. With each asset class, the Investment Manager will weigh factors including expense, market efficiency, transparency of information, and

diversification to determine whether direct investments or commingled investments are in the Foundation's best interests.

- c. Rebalancing: Rebalancing is designed to minimize portfolio deviations from allocation targets. The portfolio will be reviewed regularly by the Investment Manager and rebalanced whenever the weighting of a major asset class deviates materially from the target asset allocation, or a tactical opportunity presents itself.
- d. Custody of Assets: The Foundation's assets shall be held at a third-party custodian recommended by the Investment Committee and approved by the Board. The Investment Manager shall have discretion and authority to trade on behalf of the Foundation via the custodian's trading platform.
- e. Custodian's Margin Loan Option: A Margin Loan allows a brokerage account holder to gain access to cash by borrowing against the invested securities in the account. The margin loan option on any Direct Accounts shall be disabled.

3. Asset Allocation:

The Investment Manager shall invest the funds per the strategic asset allocation parameters established for each pool of funds. Investments will be categorized as either Capital Appreciation or Capital Preservation.

Capital Appreciation can be generally defined as a strategy where the primary goal is to grow the capital base over time. Investments in this category include, but are not limited to: equities (stocks), real estate, commodities, and natural resources.

Capital Preservation can be generally defined as a strategy where the primary goal is to preserve capital and prevent loss of principal. Investments in this category include, but are not limited to: high-quality fixed income (bonds), market-neutral investments, cash equivalents, and cash.

- a. Quasi-Endowment Pool: In accordance with the Foundation's risk tolerance, as well as the goals, objectives, time horizon, and liquidity needs of the Quasi-Endowment, management of this pool will target a 60/40 allocation: 60% Capital Appreciation and 40% Capital Preservation.
- b. Strategic Pool: In accordance with the Strategic Pool's goals, objectives, time horizon and liquidity needs, management of this pool will target a 20/80 allocation: 20% Capital Appreciation and 80% Capital Preservation.
- c. Liquidity Pool: In accordance with the Liquidity Pool's goals, objectives, time horizon and liquidity needs, management of this pool will target a 100% Capital Preservation allocation.

VI. INVESTMENT MANAGER REPORTING AND EVALUATION

The Investment Manager shall provide the Investment Committee with quarterly performance and holdings reports to allow the Committee to review the overall investment performance of the

Investment Manager and the individual securities in each portfolio with respect to the risk and return objectives established for the Foundation. At a minimum, the reports shall include the following:

- An accounting of all securities held in the investment accounts for the Foundation.
- Comparative returns for each pool of funds against their respective benchmarks.

Additionally, the Investment Manager shall present to the Board of Directors on an annual basis.

VII. SPENDING POLICY

1. Quasi-Endowment Pool

The SBCF Board will determine the spending policy for the Quasi-Endowment with input from the Investment Committee. The SBCF Board will use the following guidelines in approving a fixed payout amount each year. The SBCF Board will review this policy annually.

The payout amount will be determined once annually, prior to the conclusion of the Foundation's fiscal year for the subsequent fiscal year. The payout rate will range up to 7%, as determined by the Board, multiplied by the average of the latest available twelve (12) prior quarter-ending Quasi-Endowment values.

2. Strategic Pool

The Strategic Pool has been earmarked by the Board to fund strategic projects, including but not limited to capital improvement projects of community facilities, that benefit the San Bruno community. As such, withdrawals will be determined by the timing of project expenditures, as well as guidance from the SBCF Board. The Investment Committee and SBCF staff will provide direction to the Investment Manager regarding liquidation of investments to fund the withdrawals. Cash proceeds will be deposited in the SBCF Liquidity Pool on an as-needed basis.

3. Liquidity Pool

The Liquidity Pool will contain funds that have been earmarked for disbursement by the SBCF Board, with the guidance from the Investment Committee. As directed by SBCF staff, withdrawals will take place in the subsequent 0-24 months following initial deposit into the Liquidity Pool.

VIII. CONFLICTS OF INTEREST

In accordance with the SBCF Conflict of Interest Policy, all employees, members of the Board of Directors, and members of the Investment Committee are expected to use good judgment, adhere to high ethical standards, and act in such a manner as to avoid any actual, perceived, or potential conflict of interest.

San Bruno Community Foundation

Investment Operating Plan

Approved by the SBCF Board of Directors, May 4, 2016

SAN BRUNO COMMUNITY FOUNDATION
INVESTMENT OPERATING PLAN

SUMMARY INVESTMENT OPERATING PLAN

QUASI-ENDOWMENT POOL

| | |
|--------------------------------|--|
| <u>Investment Objective:</u> | Generate a return in excess of the specified blended portfolio benchmark over a complete market cycle. |
| <u>Risk Tolerance:</u> | Moderately Conservative |
| <u>Target Return:</u> | Over the long-term, exceed the blended portfolio benchmark, net of fees with similar risk. |
| <u>Evaluation Benchmark:</u> | The passive indices in similar weights to the target asset allocation as detailed in Appendix 1. |
| <u>Withdrawal Requirement:</u> | Up to 7% annual withdrawals, as determined by the SBCF Board. |
| <u>Time Horizon:</u> | Long-Term |
| <u>Target Allocation:</u> | Balanced Strategy (see specific allocation guidelines in Section IV.1 of this plan document) |

STRATEGIC POOL

| | |
|--------------------------------|---|
| <u>Investment Objective:</u> | Generate a return in excess of the specified blended portfolio benchmark over a complete market cycle. |
| <u>Risk Tolerance:</u> | Conservative |
| <u>Target Return:</u> | Over the long-term, exceed the blended portfolio benchmark, net of fees with similar risk. |
| <u>Evaluation Benchmark:</u> | The passive indices in similar weights to the target asset allocation as detailed in Appendix 1. |
| <u>Withdrawal Requirement:</u> | 100% withdrawn over 7-10 years, dictated by the timing of capital projects and as determined by the SBCF Board. |
| <u>Time Horizon:</u> | Mid-Term |
| <u>Target Allocation:</u> | Conservative Strategy (see specific allocation guidelines in Section IV.2 of this plan document) |

SAN BRUNO COMMUNITY FOUNDATION
INVESTMENT OPERATING PLAN

LIQUIDITY POOL

| | |
|--------------------------------|--|
| <u>Investment Objective:</u> | Generate a return in excess of the specified blended portfolio benchmark over a complete market cycle. |
| <u>Risk Tolerance:</u> | Conservative |
| <u>Target Return:</u> | Over the long-term, exceed the blended portfolio benchmark, net of fees with similar risk. |
| <u>Evaluation Benchmark:</u> | The passive indices in similar weights to the target asset allocation as detailed in Appendix 1. |
| <u>Withdrawal Requirement:</u> | 100% withdrawn within 24 months, as determined by the SBCF Board. |
| <u>Time Horizon:</u> | Short-Term |
| <u>Target Allocation:</u> | Short-Term Cash and Short-Duration Fixed Income Strategy (see specific allocation guidelines in Section IV.3 of this plan document) |

SAN BRUNO COMMUNITY FOUNDATION

INVESTMENT OPERATING PLAN

This Investment Operating Plan outlines the assumptions and understandings under which Sand Hill Global Advisors, LLC (the “Investment Manager” or “SHGA”) is to manage the assets of the San Bruno Community Foundation (“SBCF” or the “Foundation”). The content herein has been composed based upon meetings with the Board of Directors and staff in which discussions covered SBCF’s goals, attitudes, expectations, risk tolerance, desires for liquidity, and present and future cash flow requirements.

It is agreed that SHGA will meet with the Investment Committee on a quarterly basis to report on the status of the portfolio and to receive and provide information that will aid in the management of the portfolio. This Investment Operating Plan will be reviewed at least annually as to its appropriateness given any significant changes in SBCF’s needs or in light of significant shifts in the economy or the investment markets. Day-to-day contact with SBCF will be made via the telephone and e-mail.

This Investment Operating Plan shall adhere to the policies set forth in SBCF’s Investment Policy Statement, originally approved by the SBCF Board of Directors and San Bruno City Council in April 2016.

I. FOUNDATION’S PURPOSE AND GOALS

The San Bruno Community Foundation was established in 2013 by the San Bruno City Council to administer, for the long-term benefit of the San Bruno community, approximately \$70 million in restitution funds resulting from the devastating 2010 gas pipeline explosion in San Bruno’s Crestmoor neighborhood. SBCF has been charged with determining the use of the funds and administering them to benefit the San Bruno community through enduring and significant contributions to, and investments in, charitable and community programs, and publicly owned community facilities, over the long term.

The SBCF Investment Policy Statement establishes three separate pools of funds with varying purposes, time horizons, and withdrawal requirements:

1. A Quasi-Endowment Pool to support the annual operating and program expenses of the Foundation over the long term.
2. A Strategic Pool earmarked to cover the costs of major strategic grantmaking projects, including capital improvements of community facilities, over a 7-10 year period. The Strategic Pool will be fully exhausted either at the completion of those strategic projects, or by consolidation into the Quasi-Endowment Pool at the Board’s discretion.
3. A Liquidity Pool to act as a holding account for expenditures planned in the subsequent 0-24 months. The purpose of this pool is to mirror the Foundation’s operating accounts. This account may be funded by both the Quasi-Endowment and the Strategic Pool.

II. INVESTMENT GOALS AND OBJECTIVES

The primary goal of the Foundation is to administer these funds for the long-term benefit of the San Bruno community. The specific goals for these funds include but are not limited to supporting SBCF’s annual

SAN BRUNO COMMUNITY FOUNDATION
INVESTMENT OPERATING PLAN

operating expenses and the three categories of program activities outlined in SBCF's Program Strategy Framework (strategic grant making, responsive grant making, and Foundation programs).

The risk tolerance of each pool of funds is dictated by the time horizon and liquidity needs, and as directed by the Board of Directors. The specific goals and objectives, risk tolerance, and time horizon for each pool of funds is as follows:

1. **Quasi-Endowment Pool Investment Objectives:**

The Foundation seeks to meet the current payout objectives while maintaining the total purchasing power of these assets for the San Bruno community in the future. As such, Capital Appreciation is the primary objective, with Capital Preservation as the secondary objective.

a. Portfolio Return Objectives

- i. Total Portfolio Return: Achieve a time-weighted, real rate of return of 3-4%, after fees and program costs. This return will be sought using a diversified style of investment management, providing an average annual return that will be measured over a complete market cycle assumed to be five years.
 - ii. Blended Benchmark Return: Over rolling five-year cycles, to achieve a return that exceeds the Blended Benchmark, net of fees with similar risk.
- b. Portfolio Risk Tolerance - The risk to the portfolio must be moderately conservative, since the portfolio provides a source of funds that allows SBCF to perpetuate its mission.
- c. Withdrawal Requirements - Up to 7% Annual Withdrawals as determined by the SBCF Board. The SBCF staff will provide Sand Hill Global Advisors with guidance in this area.
- d. Time Horizon - Long-Term.
- e. Tax Considerations - None, since this organization is tax exempt.
- f. Illiquidity - The overall portfolio can maintain up to 10% illiquidity.

2. **Strategic Pool Investment Objectives:**

The Foundation seeks to achieve growth of the portfolio at a conservative rate in excess of inflation. As such, Capital Preservation is the primary objective.

a. Portfolio Return Objectives

- i. Total Portfolio Return: Achieve a time-weighted, real rate of return of 1-2%, after fees and program costs. This return will be sought using a diversified style of investment management, providing an average annual return that will be measured over a complete market cycle assumed to be five years.

SAN BRUNO COMMUNITY FOUNDATION
INVESTMENT OPERATING PLAN

- ii. Blended Benchmark Return: Over rolling five-year cycles, to achieve a return that exceeds the Blended Benchmark, net of fees with similar risk.

 - b. Portfolio Risk Tolerance - The risk to the portfolio must be conservative.

 - c. Withdrawal Requirements - 100% withdrawn over 7-10 years, determined by timing of SBCF's strategic grant making projects. The SBCF staff will provide Sand Hill Global Advisors with guidance in this area.

 - d. Time Horizon - Mid-Term.

 - e. Tax Considerations - None, since this organization is tax exempt.

 - f. Illiquidity - The overall portfolio can maintain up to 5% illiquidity.
3. **Liquidity Pool Investment Objectives**:

The Foundation seeks to preserve the principal balance of all funds directed into this pool. As such, Capital Preservation and Liquidity are the primary objectives.

- a. Portfolio Return Objective - Achieve a time-weighted, real rate of return of above the prevailing rate of the U.S. 90 Day T-Bill, after fees and program costs.

- b. Portfolio Risk Tolerance - The risk to the portfolio must be conservative.

- c. Withdrawal Requirements - 100% drawdown within 24 months, as determined by the SBCF Board.

- d. Time Horizon - Short-Term.

- e. Tax Considerations - None, since this organization is tax exempt.

- f. Illiquidity - The overall portfolio must maintain 100% liquidity.

III. INVESTMENT AND ASSET GUIDELINES

Sand Hill Global Advisors will utilize an appropriate combination of individual securities in direct accounts and specialized third party, commingled fund or mutual fund alternatives to implement the asset allocation. Implementation will include passive strategies such as index funds or exchange-traded funds (ETFs) and active strategies. Third-party offerings will be used to enhance the portfolio's diversification in certain asset classes that require specialized expertise or where liquidity may be limited. In each case, the potential for added value, institutional share class fees and cost effectiveness will be a major consideration.

A Direct Account is defined as any investment account registered in the name of the Foundation.

SAN BRUNO COMMUNITY FOUNDATION
INVESTMENT OPERATING PLAN

1. Individual Equity Securities in the Direct Account:

- a. No individual equity securities (stocks) will be held in any Direct Account.
- b. Direct investments in any equity securities of Pacific Gas & Electric Corporation (Symbol: PCG) are prohibited.

2. Individual Fixed Income Securities in Direct Accounts:

- a. Individual fixed income securities (bonds) may be held in Direct Accounts. These include, but are not limited to, municipal bonds, U.S. government securities, federal government agency securities, corporate debt (limited to U.S. or multinational corporations), and high yield debt.
- b. With the exception of U.S. government securities and federal government agency securities, no more than 5% at cost of the portfolio may be invested in the securities of a single issuer.
- c. Up to 5% of the total account may be invested in below investment grade securities, commonly referred to as “high yield debt,” but only through adequately diversified investment vehicles.
- d. Direct investments in any fixed income securities of Pacific Gas & Electric Corporation are prohibited.

3. Commingled Funds, Mutual Funds and Index Funds:

- a. Commingled funds, mutual funds, and index funds may be held in Direct Accounts.
- b. The fund selection process will incorporate criteria such as investment style and process, experience of the investment team, organizational stability and performance analysis such as long-term, risk-adjusted returns, manager tenure, relative performance in up and down markets, consistency of management style, and the associated cost to own (expense ratio). When appropriate, negotiations will occur with custodians for the waiver of loads, minimums, and transaction fees.

4. Other Investments:

- a. Other investments may be held in Direct Accounts.
- b. Other investments will be broadly defined, but not limited to, as investments in market-neutral funds, commodities and gold, real return strategies, venture capital, and real estate. These categories are to be implemented only through diversified investment vehicles.
- c. In the case of market neutral private partnerships, the diversification should be achieved through the use of a “fund of funds.”
- d. The real estate portion may be comprised of private and publicly held real estate investments.

SAN BRUNO COMMUNITY FOUNDATION
INVESTMENT OPERATING PLAN

5. Cash and Cash Equivalents:

- a. Cash and cash equivalents may be held in Direct Accounts.
- b. Cash equivalent positions will be high quality instruments such as U.S. Treasury Bills, Eurodollar Certificates of Deposit, time deposits (CDs), money market funds, and repurchase agreements.

6. Investment Procedures:

- a. Diversification: All portfolios will be managed as diversified portfolios. The goal of diversification across various asset classes, sectors, and security types is to minimize risk while improving performance.
- b. Investment Vehicles: Within the constraints of the target asset allocation of each portfolio, investments will be allocated across various asset classes, either directly or through pooled or commingled investment accounts (mutual funds and index funds), that might include domestic and foreign equities, bonds, real estate, alternative investments, and cash or cash equivalents. With each asset class, the Investment Manager will weigh factors including expense, market efficiency, transparency of information, and diversification to determine whether direct investments or commingled investments are in the Foundation's best interests.
- c. Rebalancing: Rebalancing is designed to minimize portfolio deviations from allocation targets. The portfolio will be reviewed regularly by the Investment Manager and rebalanced whenever the weighting of a major asset class deviates materially from the target asset allocation, or a tactical opportunity presents itself.
- d. Custody of Assets: The Foundation's assets shall be held at a third-party custodian recommended by the Investment Committee and approved by the Board. The Investment Manager shall have discretion and authority to trade on behalf of the Foundation via the custodian's trading platform.
- e. Custodian's Margin Loan Option: A Margin Loan allows a brokerage account holder to gain access to cash by borrowing against the invested securities in the account. The margin loan option on any Direct Accounts shall be disabled.

IV. ASSET ALLOCATION

Generally, the allocations for each pool will be within the ranges shown below; however, SHGA is permitted to have a more defensive position that may result from significant cash inflows or outflows. Initial implementation of all three pools will be achieved over a three-month transitional period involving staggered commitments. The initial funding of the three pools will be a combination of cash and fixed income securities (government bonds and CDs).

SAN BRUNO COMMUNITY FOUNDATION
INVESTMENT OPERATING PLAN

1. Quasi-Endowment Pool

| | <u>Bottom Range</u> | <u>Target</u> | <u>Top Range</u> |
|-----------------------------|-------------------------|---------------|----------------------|
| EQUITY | 40% | 52% | 65% |
| FIXED INCOME | 20% | 30% | 40% |
| REAL ESTATE AND COMMODITIES | 0% | 8% | 15% |
| MARKET NEUTRAL | 0% | 8% | 15% |
| CASH AND CASH EQUIVALENTS | 0% | 2% | 15% |

2. Strategic Pool

| | <u>Bottom Range</u> | <u>Target</u> | <u>Top Range</u> |
|-----------------------------|-------------------------|---------------|----------------------|
| EQUITY | 12% | 16% | 20% |
| FIXED INCOME | 53% | 70% | 88% |
| REAL ESTATE AND COMMODITIES | 0% | 4% | 8% |
| MARKET NEUTRAL | 0% | 8% | 12% |
| CASH AND CASH EQUIVALENTS | 0% | 2% | 15% |

3. Liquidity Pool

| | <u>Bottom Range</u> | <u>Top Range</u> |
|-----------------------------|---------------------|------------------|
| SHORT DURATION FIXED INCOME | 0% | 100% |
| CASH AND CASH EQUIVALENTS | 0% | 100% |

Duration is defined as an approximate measure of a bond's price sensitivity to changes in interest rates. Shorter the duration means the less interest rate risk and longer duration means more interest rate risk. The average duration of the fixed income portion of the Liquidity Pool will range from 0 to 24 months, consistent with spending timeline described in Section VII.3 of the Foundation's Investment Policy Statement.

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V. BROKERAGE AND PROXY POLICY

1. All transactions effected for SBCF will be “subject to the best price and execution.” Securities and cash will be held in custody at Fidelity Investments.
2. Proxy voting has been delegated to SHGA. SHGA has retained Broadridge to vote proxies.

VI. CONTROLS AND MONITORING

1. Payout and Withdrawals:

- a. For unplanned withdrawals from any SBCF pool, SBCF staff will notify SHGA a minimum of five business days in advance to allow time for trade execution, trade settlement and fund transfer through the Liquidity Pool (if necessary) and out to SBCF’s external operating account.
- b. Notice in excess of five business days will provide additional time for SHGA to manage the liquidation of securities.
- c. If notice is provided less than five business days in advance, SHGA will attempt to fulfill the withdrawal request on a best efforts basis. SBCF has restricted the use of margin on all accounts, therefore cash must be available to be withdrawn.
- d. Pool-Specific Operating Guidelines:

i. Quasi-Endowment Pool

Payout amount will be determined once annually, prior to the conclusion of the Foundation’s fiscal year for the subsequent fiscal year. The payout rate will range up to 7%, as determined by the Board, multiplied by the average of the latest available twelve prior quarter-ending Quasi-Endowment values. From the initial funding of the Quasi-Endowment Pool through the end of fiscal year 2016-2017, the payout rate will be 0%. During fiscal years 2017-2018 and 2018-2019, the default payout rate will be 3%, multiplied by the simple average of all quarter-ending Quasi-Endowment values available at the time of the annual payout decision. One-twelfth (1/12) of the annual payout amount will be withdrawn from the Quasi-Endowment and deposited in the Liquidity Pool on a monthly basis.

ii. Strategic Pool

Withdrawals will be determined by the timing of project expenditures, per guidance from the SBCF Board. SBCF will provide a schedule of likely withdrawals to SHGA at the time of the annual budget planning process. Cash proceeds will be deposited in the SBCF Liquidity Pool on an as-needed basis.

iii. Liquidity Pool

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The Liquidity Pool will contain funds that have been earmarked for disbursement by the SBCF Board, with the guidance from the Investment Committee. As directed by SBCF staff, withdrawals will take place in the subsequent 0-24 months following initial deposit into the Liquidity Pool.


2. **Quarterly Reviews** – SHGA will provide the SBCF Investment Committee with quarterly performance and holdings reports to allow the Committee to review the investment performance of SHGA and the individual investments (retained by SHGA) in the portfolio with respect to the risk and return objectives established for SBCF. The review may include topics such as the overall business management, organizational changes and other relevant factors.
3. **Annual Board Meeting** – SHGA will present to the full SBCF Board of Directors on an annual basis.

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VII. SIGNATURES

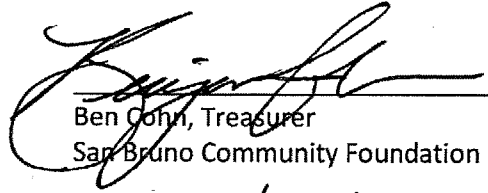
Reviewed and Accepted By:



Brian Dombkowski, CFA
Chief Executive Officer
Sand Hill Global Advisors, LLC

Date: 5/11/16

Reviewed and Accepted By:



Ben Cohn, Treasurer
San Bruno Community Foundation

Date: 5/4/16



Leslie Hatamiya, Executive Director
San Bruno Community Foundation

Date: 5/4/16

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APPENDIX

1. Benchmark Composition

The Blended Benchmark will be used for the total portfolio review and to review SHGA. Individual asset classes will be reviewed using the indices most appropriate and assigned to each manager or investment style.

The Blended Benchmark is composed as follows:

| Asset Class | Index | Weight | | |
|--------------------------------------|------------------------------------|------------|-----------|-----------|
| | | <u>QEP</u> | <u>SP</u> | <u>LP</u> |
| Equity | | | | |
| Domestic Large Capitalization | S&P 500 Index | 30% | 9% | 0% |
| Domestic Small Capitalization | Russell 2000 Index | 9% | 3% | 0% |
| International | MSCI All-Cap World Index excl. USA | 13% | 4% | 0% |
| Fixed Income | Barclays Capital Aggregate Index | 30% | 70% | 0% |
| Real Estate | NAREIT Index | 6% | 4% | 0% |
| Commodities/Natural Resources | Dow Jones UBS Commodity Index | 2% | 0% | 0% |
| Market Neutral | Barclays 1-3 Year Aggregate Index | 8% | 8% | 0% |
| Cash/Cash Equivalents | U.S. T-Bill 90 day Index | 2% | 2% | 100% |

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2. Benchmark Definitions

EQUITY MARKET INDICATORS

The market indicators included in this report are regarded as measures of equity or fixed-income performance results. The returns shown reflect both income and capital appreciation.

Standard & Poor's 500 Index is designed to measure performance of the broad domestic economy through changes in the aggregate market value of 500 stocks representing all major industries. The index is capitalization-weighted, with each stock weighted by its proportion of the total market value of all 500 issues. Thus, larger companies have a greater effect on the index.

Russell 2000 Index is composed of the 2000 smallest stocks in the Russell 3000 Index, representing approximately 11% of the U.S. equity market capitalization.

INTERNATIONAL EQUITY MARKET INDICATORS

Morgan Stanley Capital International (MSCI) All Cap World Index (ACWI) Ex-USA Index is composed of approximately 6,000 equity securities representing the stock exchanges of Europe, Australia, New Zealand, the Far East and Emerging Market nations capturing 99% of the global investable market outside of the US. The index captures large, mid and small-cap companies. The index is capitalization-weighted and is expressed in terms of U.S. dollars.

FIXED-INCOME MARKET INDICATORS

Barclays Capital Aggregate Bond Index is a combination of the Mortgage Backed Securities Index and the intermediate and long-term components of the Government/Credit Bond Index.

OTHER INDICES

National Association of Real Estate Investment Trusts (NAREIT) Index is the only REIT index to include all REITs currently trading on the New York Stock Exchange, the NASDAQ National Market System and the American Stock Exchange. It is also the first index to include monthly historical statistics from 1972. It is often used as a publicly traded approximation for the illiquid private real estate market.

Dow Jones UBS Commodity Index is designed to be a highly liquid and diversified benchmark for the commodity futures market. Commodities as an asset class have historically demonstrated returns that are negatively correlated with returns of stocks and bonds and that are positively correlated with inflation measures.

Barclays 1-3 Yr Aggregate Bond Index is a combination of the Mortgage Backed Securities Index and the shorter duration components of the Government/Credit Bond Index.

U.S. T-Bill 90 Day Index is the benchmark used to measure cash. It is also considered to be the “risk-free rate” for the purposes of performance measurement.

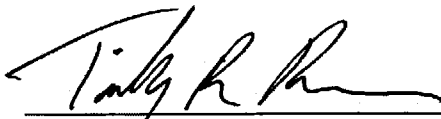
**AMENDMENT #1 TO INVESTMENT OPERATING PLAN
OF THE SAN BRUNO COMMUNITY FOUNDATION**

1. This Amendment, which is dated June 7, 2017, modifies the Investment Operating Plan of the San Bruno Community Foundation, approved by the San Bruno Community Foundation Board of Directors on May 4, 2016, and executed by the San Bruno Community Foundation and Sand Hill Global Advisors, LLC, on May 11, 2016 (a copy of which is attached hereto for reference).
2. Section VI.1.d.i., Pool-Specific Operating Guidelines for the Quasi-Endowment Pool, is amended in its entirety to be read as follows: ,

Payout amount will be determined once annually, prior to the conclusion of the Foundation's fiscal year for the subsequent fiscal year. The payout rate will range up to 7%, as determined by the Board, multiplied by the average of the latest available twelve prior quarter-ending Quasi-Endowment values. From the initial funding of the Quasi-Endowment Pool through the end of fiscal year 2016-2017, the payout rate will be 0%. During fiscal year 2017-2018, the default payout rate will be 2.25%, multiplied by the simple average of all quarter-ending Quasi-Endowment values available at the time of the annual payout decision. Cash proceeds will be deposited in the SBCF Liquidity Pool on an as-needed basis.

3. In all other respects, the Investment Operating Plan is affirmed.

San Bruno Community Foundation:

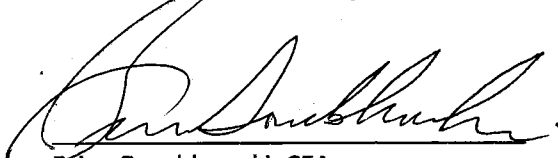


Tim Ross
Treasurer



Leslie Hatamiya
Executive Director

Sand Hill Global Advisors, LLC



Brian Dombkowski, CFA
Chief Executive Officer