

For the Years Ended March 31, 2017 and 2016

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Independent Auditor's Report

To the Board of Trustees Meyer Memorial Trust Portland, Oregon

We have audited the accompanying financial statements of Meyer Memorial Trust (the Trust), which comprise the statements of financial position as of March 31, 2017 and 2016, and the related statements of activities and changes in unrestricted net assets 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. Those standards require that we plan and perform the audits 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.



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Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Trust as of March 31, 2017 and 2016, and the changes in its unrestricted net assets and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Certified Public Accountants September 21, 2017

Statements of Financial Position March 31, 2017 and 2016

		2017		2016
Assets:				
Cash	\$	1,016,594	\$	353,281
Accrued interest receivable and other assets	•	519,334	•	359,247
Federal taxes recoverable, net		,		203,635
Program-related investments		18,772,000		19,674,910
Investments at fair value-				
Short-term investment funds		23,804,109		15,909,481
Equity securities and funds		358,564,024		292,792,234
Fixed income securities and funds		77,455,965		66,481,088
Alternative asset interests		268,806,054		332,350,659
Total investments at fair value		728,630,152		707,533,462
Total Assets	\$	748,938,080	\$	728,124,535
Liabilities and Unrestricted Net Assets				
Liabilities:				
Accounts payable and accrued expenses	\$	2,601,212	\$	2,318,951
Federal taxes payable, net		988,430		
Grants payable		9,462,352		11,136,961
Total Liabilities		13,051,994		13,455,912
Unrestricted net assets		735,886,086		714,668,623
Total Liabilities and Unrestricted Net Assets	\$	748,938,080	\$	728,124,535

Statements of Activities and Changes in Unrestricted Net Assets For the Years Ended March 31, 2017 and 2016

	2017	2016
Unrestricted Revenue:		
Interest	\$ 1,721,906	\$ 1,857,289
Dividends	6,762,684	6,719,439
Other income	303,849	768,328
Total unrestricted revenue	8,788,439	9,345,056
Investment Gains (Losses), Net:		
Realized gains	35,795,396	16,085,802
Unrealized gains (losses)	22,132,904	(41,930,755)
Investment gains (losses), net	57,928,300	(25,844,953)
Total Unrestricted Revenue and Investment Gains (Losses), Net	66,716,739	(16,499,897)
Expenses:		
Program services-		
Grants	34,291,914	23,420,681
Program administration	6,604,065	6,508,806
Total program services	40,895,979	29,929,487
Management expenses-		
Investment management and custodial fees	1,624,921	1,813,138
Investment administration	1,751,884	1,112,200
Provision for federal taxes	1,226,492	964,787
Total management expenses	4,603,297	3,890,125
Total Expenses	45,499,276	33,819,612
Change in Unrestricted Net Assets	21,217,463	(50,319,509)
Unrestricted net assets, beginning of year	714,668,623	764,988,132
Unrestricted Net Assets, End of Year	\$ 735,886,086	\$ 714,668,623

Statements of Cash Flows For the Years Ended March 31, 2017 and 2016

	2017	2016
Cash Flows From Operating Activities:		
Change in unrestricted net assets	\$ 21,217,463	\$ (50,319,509)
Adjustments to reconcile change in unrestricted net assets to	ÿ 21,217, 4 03	ÿ (30,313,303)
net cash used by operating activities-		
Net realized and unrealized (gains) losses on investments	(57,928,300)	25,844,953
Changes in assets and liabilities:	(01/020/000/	
Accrued interest receivable and other assets	(160,087)	56,708
Accounts payable and accrued expenses	282,261	(362,856)
Federal taxes payable (recoverable)	1,192,065	(443,743)
Grants payable	(1,674,609)	(9,456,879)
Net Cash Used by Operating Activities	(37,071,207)	(34,681,326)
Cash Flows From Investing Activities:		
Proceeds from sales of investments	203,524,694	228,965,735
Purchases of investments	(166,693,084)	(191,729,205)
Payments received from program-related investments	902,910	2,573,890
Issuance of program-related investments	,	(5,194,000)
Net Cash Provided by Investing Activities	37,734,520	34,616,420
Net Change in Cash	663,313	(64,906)
Net change in cash	003,313	(04,500)
Cash, beginning of year	353,281	418,187
Cash, End of Year	\$ 1,016,594	\$ 353,281
Supplementary Disclosure of Cash Flow Information:		
Cash paid during the year for excise and unrelated business income taxes	\$ 34,000	\$ 1,409,000

Notes to Financial Statements
For the Years Ended March 31, 2017 and 2016

Note 1 - Organization

Meyer Memorial Trust (the Trust) was the residuary beneficiary of the Estate of Fred G. Meyer and was formed on April 1, 1982, as a charitable trust under the laws of Oregon. Upon formation of the Trust, total contributions from the Estate aggregated \$126,199,492. The Trust works with and invests in organizations, communities, ideas and efforts that contribute to a flourishing and equitable Oregon.

Note 2 - Significant Accounting Policies

Basis of Presentation - The Trust presents its financial statements on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). Net assets, revenue, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. For the years ended March 31, 2017 and 2016, activities of the Trust were classified as unrestricted due to the lack of donor-imposed restrictions.

Cash - Cash includes cash and deposits in depository institutions. At times, such amounts may be in excess of the federal insurance limits. Management believes that risk with respect to these balances is minimal due to the high credit quality of these institutions. The Trust has not experienced any losses in such accounts to date.

Program-Related Investments - The Trust makes program-related investments to other organizations to achieve charitable purposes in alignment with the Trust's strategies. These investments are comprised primarily of low or noninterest bearing loans (Note 4).

Investments - The long-term investment goal of the Trust is to invest its assets in a manner that will achieve a total rate of return sufficient to replace the assets spent for grants and expenses and to recoup any value lost due to inflation. To achieve this goal, some investment risk is taken. To minimize such risk, the Trust diversifies its investments among various financial instruments and asset categories and uses multiple investment strategies and investment managers. All financial assets are held in custody for the Trust in proprietary accounts by a major commercial bank, except those assets that have been invested in limited partnerships, hedge funds or in certain products with multiple investors, all of which have separate custodial arrangements appropriate to their legal structure.

Investments consist of traditional assets such as cash, stocks and bonds, as well as alternative investment funds, including hedge funds, private equity, real estate, venture capital and commodities.

The Trust records investments in accordance with Accounting Standards Codification (ASC) Topic 820, Fair Value Measurements and Disclosures (ASC 820), which defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 also establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1) and the lowest priority to unobservable inputs (Level 3).

Notes to Financial Statements
For the Years Ended March 31, 2017 and 2016

Note 2 - Continued

The three levels of the fair value hierarchy under ASC 820 are as follows:

<u>Level 1</u> - Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Trust has the ability to access at the measurement date.

<u>Level 2</u> - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active.

Level 3 - Inputs that are unobservable.

An investment's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The Trust considers observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable and provided by multiple independent sources that are actively involved in the relevant market. The categorization of an investment within the hierarchy is based upon the pricing transparency of the investment only and should not be considered analogous to risk.

The Trust measures the fair value of investments that do not have readily determinable fair values on the basis of the net asset value (NAV) per share, or its equivalent, as a practical expedient for measuring fair value. The Trust performs due diligence reviews of the NAV in the capital accounts with its investment managers to ensure conformity with U.S. GAAP. The Trust assesses factors including, but not limited to, managers' compliance with fair value measurement standards, price transparency and valuation procedures in place, the ability to redeem at NAV at the measurement date, and existence of certain redemption restrictions at the measurement date. NAV is determined by audited financial statements of the investments and quarterly valuation updates provided by investment managers. The NAV of an investment may be adjusted to reflect illiquidity or non-transferability of an investment. During the year ended March 31, 2016, the Trust implemented ASU 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or its Equivalent), which removes the requirement that investments for which fair value is measured using the NAV per share, or its equivalent, be categorized in the fair value hierarchy.

The change in unrealized appreciation or depreciation of investments is reflected in the statements of activities and changes in unrestricted net assets. Realized gains and losses on sales of investments are computed on a first-in, first-out basis.

Office Furniture, Fixtures and Equipment - Expenditures for office furniture, fixtures and equipment totaled \$138,734 and \$125,456 for the years ended March 31, 2017 and 2016, respectively, and were charged to expense as incurred.

Grants Payable - Grant expense is recognized in the period the grant is approved by the Trustees. Grants are approved subject to certain conditions. If the recipients fail to meet these conditions, or if grant program needs are less than the amount approved, grants may be canceled or refunded. These cancellations or refunds, normally immaterial in amount, are recognized in the year in which they occur.

Investment and Program Administration - The classification of administrative expenses between investment and program activities is determined either by specific identification of the expenditure or by an allocation based on estimates of total personnel time expended.

Notes to Financial Statements
For the Years Ended March 31, 2017 and 2016

Note 2 - Continued

Use of Estimates - The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from those estimates.

Reclassifications - Certain reclassifications have been made to the prior year financial statements to conform to the current year presentation. Such reclassifications have no effect on the activities and change in unrestricted net assets or net asset balances as previously reported.

Note 3 - Investments

Investments are summarized as follows as of March 31:

	20	17	2016			
	Cost	Fair Value	Cost	Fair Value		
U.S. cash and short term investment funds	\$ 23,804,109	\$ 23,804,109	\$ 15,909,481	\$ 15,909,481		
U.S. equities and funds International equities and funds	119,818,336 139,664,660 147,736,351 218,899,364		113,470,026 133,309,530	116,070,953 176,721,281		
	267,554,687	358,564,024	246,779,556	292,792,234		
U.S. government obligations Fixed income funds	48,866,145 31,438,823 80,304,968	45,788,387 31,667,578 77,455,965	48,041,399 17,953,368 65,994,767	48,041,130 18,439,958 66,481,088		
Hedge funds Buyouts Energy and resources Private equity Real estate Special credits Invest Oregon Venture capital	18,815,883 23,324,493 34,415,728 16,636,892 24,024,288 14,118,541 3,047,971 84,889,830	37,739,405 25,240,205 31,382,470 53,797,695 23,235,069 19,929,127 3,183,243 72,988,273	26,045,785 20,263,536 53,980,453 17,168,149 43,557,147 18,740,675 2,130,854 81,511,782	57,537,196 22,452,910 49,487,030 61,220,840 43,074,084 24,025,778 2,197,243 70,584,408		
Mezzanine	494,782 219,768,408	1,310,567 268,806,054	551,959 263,950,340	1,771,170 332,350,659		
Total Investments	\$ 591,432,172	\$ 728,630,152	\$ 592,634,144	\$ 707,533,462		

Notes to Financial Statements
For the Years Ended March 31, 2017 and 2016

Note 3 - Continued

Approximately 67% and 58% of the Trust's total investments as of March 31, 2017 and 2016, respectively, were invested in institutional mutual funds, publicly traded securities that are listed on national exchanges, treasury and agency bonds of the U.S. government and investment and noninvestment grade corporate bonds for which active trading markets exist. Such assets are valued at quoted closing prices at year end. Realized gains and losses and increases and decreases in fair value on such investments are reflected in the statements of activities and changes in unrestricted net assets.

Approximately 5% and 8% of the Trust's total investments as of March 31, 2017 and 2016, respectively, were invested in hedge funds. The hedge funds utilize a variety of investment strategies which can be broadly categorized as absolute return, long/short equities strategies and fund of funds. Each fund's investment manager calculates the fair value of investments on a monthly basis using the valuation guidelines stipulated in the respective investment agreement, in accordance with fair value accounting. Realized gains and losses and increases and decreases in fair value of the investments in hedge funds are reflected in the statements of activities and changes in unrestricted net assets.

Approximately 27% and 32% of the Trust's total investments as of March 31, 2017 and 2016, respectively, were invested with numerous partnerships, in which the Trust is a limited partner. The partnerships specialize in investing in venture capital, buyout, special credits, and equity-based real estate investments. Such investments typically invest in private equity or debt securities of companies or properties that are not publicly listed or traded. The value of such investments is determined by the partnerships' general partners, who must follow the valuation guidelines, such as appraisals and comparable company trade data, stipulated in the respective limited partnership agreements. Realized gains and losses and increases and decreases in fair value on the investments in limited partnerships are reflected in the statements of activities and changes in unrestricted net assets. Limited partnerships are audited annually by independent certified public accounting firms.

The valuation techniques described above are consistent with those used in the prior year.

As of March 31, 2017, pursuant to its limited partnership agreements, the Trust was committed to invest approximately \$80.6 million in 39 limited partnership interests at various times through May 2029. These commitments include distributions totaling approximately \$5.1 million at March 31, 2017, that are recallable by the limited partnerships. Unpaid commitments totaled approximately \$46.4 million as of March 31, 2016, of which approximately \$4.9 million consisted of distributions that are recallable by the limited partnerships.

Notes to Financial Statements
For the Years Ended March 31, 2017 and 2016

Note 3 - Continued

The fair value of the Trust's investments based on the fair value hierarchy was as follows:

		March 3	31, 2017	
	Level 1	Level 2	Level 3	Total
U.S. cash and short term				_
investment funds	\$ 23,804,109	\$ -	\$ -	\$ 23,804,109
U.S. equities and funds	139,664,660			139,664,660
International equities and funds	107,429,814	111,469,550		218,899,364
U.S. government obligations	25,412,799	20,375,588		45,788,387
Fixed income funds	31,667,578			31,667,578
Energy and resources	31,382,470			31,382,470
Total Investments in the				
Fair Value Hierarchy	\$ 359,361,430	\$ 131,845,138	\$ -	491,206,568
Investments measured at NAV ^(a)				237,423,584
Investments at Fair Value				\$ 728,630,152

(a) In accordance with ASU 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or its Equivalent), certain investments that were measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of financial position.

		March 3	31, 2016	
	Level 1	Level 2	Level 3	Total
U.S. cash and short term				
investment funds	\$ 15,909,481	\$ -	\$ -	\$ 15,909,481
U.S. equities and funds	116,070,953			116,070,953
International equities and funds	102,497,930	74,223,351		176,721,281
U.S. government obligations	27,204,989	20,836,141		48,041,130
Fixed income funds	18,439,958			18,439,958
Energy and resources	27,403,789	22,083,241		49,487,030
Total Investments in the Fair Value Hierarchy	\$ 307,527,100	\$ 117,142,733	\$ -	424,669,833
Investments measured at NAV ^(a)				282,863,629
Investments at Fair Value				\$ 707,533,462

Notes to Financial Statements
For the Years Ended March 31, 2017 and 2016

Note 3 - Continued

The following table lists by category, private investments in partnerships and managed accounts for which fair value is measured using the NAV per share practical expedient by concentration, summarizes significant terms of the agreements with certain investment companies, and discloses unfunded investment commitments:

Strategy	М	Fair Value arch 31, 2017	 Unfunded Commitments	Redemption Frequency	Redemption Notice Period	Other Restrictions
Alternative illiquid funds-						
				Pre-set basis, generally		"Lock up"
				quarterly after "lock up"		periods of 90
				periods as stated in		days to 12
Hedge Funds	\$	37,739,405	\$ -	hedge fund agreements		months
Partnerships:						
Buyouts		25,240,205	28,884,296	N/A*	N/A*	N/A*
Private equity		53,797,695		N/A*	N/A*	N/A*
Real estate		23,235,069	10,805,964	N/A*	N/A*	N/A*
Special credits		19,929,127	5,277,725	N/A*	N/A*	N/A*
Invest Oregon		3,183,243	2,028,561	N/A*	N/A*	N/A*
Venture capital		72,988,273	27,889,563	N/A*	N/A*	N/A*
Mezzanine		1,310,567	652,500	N/A*	N/A*	N/A*
	\$	237,423,584	\$ 75,538,609			

^{*} These funds are investments in partnerships with no ability to be redeemed at March 31, 2017. Generally, terms are approximately ten years plus several extension options. Following the investment period, the general partners sell assets of the partnerships over the partnerships' remaining terms and distribute funds to partners as mandated in the partnership agreements. The Trust generally cannot redeem its interest in a partnership prior to the termination date of the partnership.

Note 4 - Program-Related Investments

Program-related investments consist primarily of loans made by the Trust to support activities consistent with its mission. The loans are recorded at the principal amounts outstanding, net of a discount or a reasonable loss reserve. There were 17 and 20 loans outstanding as of March 31, 2017 and 2016, respectively. Principal amounts outstanding range from \$70,000 to \$4,000,000, bear interest at rates from 0% to 2.5%, and mature between 2017 and 2025. Interest income totaling \$233,610 and \$254,526 was earned on program-related investments during the years ended March 31, 2017 and 2016, respectively.

A loan loss reserve is established based on prior collection experience and current economic factors which, in management's judgment, could influence the ability of program-related investment recipients to repay the amounts in accordance with the terms of the agreement. Balances are written off only when they are deemed to be uncollectible. There was no loan loss reserve as of March 31, 2017 and 2016, as management considers all existing program-related investments collectible. There were no committed but not yet funded loans as of March 31, 2017 and 2016.

Notes to Financial Statements
For the Years Ended March 31, 2017 and 2016

Note 4 - Continued

Program-related investments also include one equity investment totaling \$200,000 as of March 31, 2017 and 2016, which is recorded at the lower of cost or impaired value. The equity investment was not considered impaired as of March 31, 2017 and 2016.

Note 5 - Federal Taxes

The Trust is a private foundation as defined under section 501(c)(3) of the Internal Revenue Code (IRC) and is, therefore, subject to a federal excise tax of 2% on its net investment income. Under certain circumstances, the Trust may qualify for a 1% federal excise tax rate. The Trust qualified for a 1% federal excise tax rate for the years ended March 31, 2017 and 2016. Additionally, the Trust is subject to federal tax on unrelated business income.

The Trust files income tax returns with the U.S. Government. The Trust may be subject to examinations for the current year and certain prior years based on applicable laws and regulations.

The provision for federal taxes was composed of the following for the years ended March 31:

	 2017	 2016
Current tax expense Deferred tax expense (recovery)	\$ 949,831 276,661	\$ 1,488,921 (524,134)
Total Federal Taxes	\$ 1,226,492	\$ 964,787
Federal taxes payable (recoverable) was composed of the following at March 31:		
	 2017	2016
Current, net Deferred tax expense	\$ (581,269) 1,569,699	\$ (1,496,672) 1,293,037
Total Federal Taxes	\$ 988,430	\$ (203,635)

The deferred tax expense consists of excise tax on unrealized gains on investments. The Trust paid approximately \$34,000 and \$1,409,000 in excise taxes for the years ended March 31, 2017 and 2016, respectively.

Notes to Financial Statements
For the Years Ended March 31, 2017 and 2016

Note 6 - Grants Payable

Grants payable are expected to be paid as follows:

For the Year Ending March 31,

Total Grants Payable	\$ 9,462,352
2019	1,641,240
2018	\$ 7,821,112

Note 7 - Commitments

The Trust leases office space under an operating lease that ends in February 2020. The lease includes escalating rent payments each year. Rental expense totaled \$347,032 and \$289,243 for the years ended March 31, 2017 and 2016, respectively.

At March 31, 2017, future minimum lease payments under noncancelable operating leases consist of the following:

For the Year Ending March 31,

Total Future Minimum Lease Payments	\$ 1,063,686
2020	 343,941
2019	365,191
2018	\$ 354,554

Note 8 - Subsequent Events

The Trust has performed an evaluation of subsequent events through September 21, 2017, the date on which the financial statements were issued, noting no additional events which affect the financial statements as of March 31, 2017.