Docket 2

The Community Foundation
Serving the Counties of Riverside and San Bernardino

2013 S.L. Gimbel Foundation Fund Grant Application

Internal Use Only:
Grant #: 20130482
$25,000

Organization / Agency Information

Organization/Agency Name: THINK Together 14805		
Physical Address: 202 East Airport Drive Suite 200 San Bernardino, CA 9208		*City/State/Zip*
Mailing Address: Same		*City/State/Zip*
CEO or Director: Randy Barth		*Title:* CEO
Phone: 714-543-3807	*Fax:* 800.765.4321	*Email:* rbarth@thinktogether.org
Contact Person: Erin Brinker		*Title:* Executive Director, Inland Empire
Phone: 909-723-1400 ext 3121	*Fax:* 909-723-1463	*Email:* ebrinker@thinktogether.org
Web Site Address: www.thinktogether.org		*Tax ID:* 33-0781751

Program / Grant Information

Interest Area: ☐Health ☐Environment ☐Animal Protection X Education ☐Human Dignity

Program / Project Name: Improving Literacy in the Inland Empire		
Amount of Grant Requested: $25,000	*Total Organization Budget:* $51,583,151	*Percentage of Organization's Total Budget used for Administration:* 9 %
Purpose of Grant Request (one sentence): To improve literacy in Riverside and San Bernardino County elementary schools		

Signatures

Board President / Chair: (please print) Eric Boden	*Title:* Board President
Signature:	*Date:* 4/30/2013
CEO / Director: (please print) Randy Barth	*Title:* CEO
Signature:	*Date:* 04/30/13

I. Organization Background: Target Population

A) History: THINK Together was formed in 1994 after a gang related shooting in the Shalimar neighborhood of Costa Mesa. The mothers of this neighborhood wanted a safe place for their children to stay after school as well as assistance with homework, etc. Randy Barth and a group of volunteers rented a small apartment and served initial population of 100 students. THINK has expanded its programs into public schools to now serve over 100,000 students annually in six California counties including San Bernardino and Riverside. We have three Inland Empire offices, San Bernardino, Victorville and Moreno Valley, serving 155 school sites.

Mission: To provide high quality academically-oriented out-of-school programs for students regardless of race, creed or socioeconomic status.

B) Past Organizational Accomplishments: Over the past five years, THINK Together has grown from an organization with less than 100 staff serving 2,000 students to over 2,600 staff serving over 100,000 students annually. This incredible growth was due to THINK Together's leveraging of public and private dollars for after-school programs. 90% of these resources have been used solely in providing direct programs for low income, at-risk youth. Academic Progress Index (API) scores increased an average of 24% between 2002 and 2010 in our partner districts.

C) Key Programs: Programs include tutoring and extended learning time after school, in the summer, and on Saturdays, depending on district needs and funding availability. Our largest program is after school which consists of academic curriculum, homework help, nutrition, and structured physical fitness as well as other enrichment programs in STEM (science, technology, engineering and math) and the arts. Staffed at a 20:1 ratio, this program is provided for approximately 600 hours per school year. Our academic programming is aligned with what students are learning in the classroom and thereby helps schools to improve educational outcomes including attendance and test scores.

Communities Served: Our programs predominately operate in low-income communities where over 85% of students qualify for the free and reduced lunch program. In many cases, English is not spoken at home with 44% of students classified as English Learners. 84% of students served are Latino, 5.6% are Caucasian, 4.8% are African American, 2.6% are Asian American/Pacific Islander, 0.5% are American Indian, and 2.5% are multiple ethnicities. In San Bernardino County, we serve the Ontario-Montclair, Cucamonga Unified, Victor Elementary, Colton Joint Unified, Rialto Unified and Redlands Unified school districts. In Riverside County, we serve Jurupa Unified, Moreno Valley Unified, Val Verde Unified, Perris Union High School District, Nuview Union, Temecula Valley Unified and Lake Elsinore Unified school districts.

II. Project Information

A) Statement of Need: The academic performance of 18 year old African-American and Latino students is at the overall level of 13 year old Asian and Caucasian students statewide. More than half of all California (and Inland Empire) students are African-American and Latino. Results from the California Standards Test show that statewide, 42 % of students scored proficient or above in English Language Arts. When these results are examined by subgroup, the achievement gap is pronounced: only 27.4% of Hispanic students and 29% of African American students were proficient. Over 20% of Americans read below the level needed to earn a living wage. Illiteracy costs taxpayers an estimated $20 billion each year.

B) Project Goal, Objectives and Methodology: The goal of this project is to strengthen fluency and comprehension of youth in grades Kindergarten through 5th grade. English-Language Arts encompasses reading, writing, listening and speaking, and we provide balance in this. Our

approach to learning is unique. Our learning opportunities ensure that learning is active, collaborative, meaningful, supports mastery, and broadens horizons. Project will include both staff training, specific to the grade level cluster the staff member is working with, and specific materials to target specific grade levels. Focus will be on grade level clusters as that is how our students are organized during the program:

- Kindergarten-1st: focus on the building blocks of phonemic awareness, phonics, concepts of print, writing, and speaking/listening
- 2nd-3rd grades: focus on the building blocks of phonics, vocabulary acquisition, writing and speaking/listening
- 4th-5th grades: focus on comprehension through teach-to learn strategies, reading both informational and narrative text, writing, and speaking/listening.

Objective 1: Meet the emerging literacy of Kindergarten and 1st grade students by building the child's understanding and application of phonemic awareness (the ability to hear individual sounds and manipulate them—all done aurally), phonics (associate of the sounds they hear and the letters that represent them and the combination of those sounds), concepts of print (understanding the structure of text and sentences), writing (emphasis on capital letters at the beginning of the sentence and punctuation at the end) **Activities:** Use of the THINK Together Early Literacy Kit which includes activity cards, lesson plans, debriefing strategies, and materials needed to support this learning. **Examples:** Sorting rhyming pictures, use of white boards divided into quadrants and marking whether the sound is heard at the beginning, middle or end of word, guided writing practice, whole brain teaching (includes motions for capital letters and punctuations), etc.

Objective 2: Meet the need of 2nd and 3rd graders to apply literacy skills and strategies by deepening child's understanding of phonics (strengthening understanding of vowels, multi-syllabic word), sight words (words that are known to automaticity, without hesitation), and academic vocabulary (words found in the core curriculum such as parallel, homonyms, liberty, hypothesis), whole brain teaching to support writing development, in reading both informational and narrative text. **Activities**: Use of the THINK Together Literacy Kit which includes activity cards, lesson plans, debriefing strategies, and materials needed to support this learning. **Examples:** McCracken Phonics Building Activities, Dolch Sight Word Lists and Frye's Fast Phrases, Word Box, Academic Vocabulary Cards, introduction of Reciprocal Teaching strategies, including binder of activities for each of the aspects of Reciprocal Teaching (predicting, clarifying, questioning, and summarizing)

Objective 3: Strengthen student's ability to integrate literacy skills into the reading of informational, narrative, and functional text and to write and speak utilizing the speaking and writing conventions. **Activities:** Use of the THINK Together Academic Vocabulary materials (all done to promote mastery and collaboration and includes vocabulary games and key vocabulary word cards), Reciprocal Teaching strategies integrated into student small group work, reinforcing "teach to learn" strategies, Reading Buddies with younger students, use of a wide variety of Reading A-Z books as source material for service learning, community service, and theme-based projects.

Timeline: 2 hours of training occurs prior to beginning of the school year; followed by three 2-hour sessions of training (October, January, March) to ensure that content remains fresh and meaningful to students; ongoing implementation support through field/program visits, including side-by-side coaching for both program leader and site coordinator; bi-quarterly check-in with

Site Coordinators to help trouble shoot beyond the daily interactions they have with the Quality Assurance Coach.

Target Population: The populations served by this grant are elementary students enrolled in THINK Together after school extended learning programs in San Bernardino and Riverside Counties in the school districts listed in this proposal.

Community partners and relationships: While there are other ASES providers in California, we are the only organization committed to academic alignment with the school day. We support what students are learning in the classroom and we have significant empirical evidence detailing the success of our approach. Our partners are our school districts as well as donors, board members, and volunteers. Cultivating and developing volunteers is very important to us and we utilize them in the classroom, in creating community connections, and in hosting events.

C) Project Outcomes and Evaluation

Objective 1: 80% of students in Kindergarten and 1st Grades will demonstrate proficiency (80% of answers correct) in phonemic awareness (5 specific skills), concepts of print (4 specific skills), phonics (sound-symbol relationship for short vowels sounds and consonants—b, d, f, h, k, l, m, n, p, r, s, t, v, and w) as measured on a THINK Together pre-post assessment. **Note:** Students participating in pre-post assessment must have attended program a minimum of 60 days.

Objective 2: 80% of students in 2nd and 3rd Grades will demonstrate an increase in the number of words read per minute in pre-post assessments in both informational and narrative text. (Number of words read is calculated by counting words read, subtracting misread words).

Objective 3: 80% of students in 4th and 5th Grades will demonstrate an increase of at least one reading level as determined by a pre-post administration of the San Diego Quick Reading Assessment of Reading Ability.

D) How will we use the grant funds: Critical to the success of implementation is staff training and development and appropriate materials. THINK Together will utilize these dollars to ensure these two essential aspects of implementation.

III. Project Future

A) This project will be supported by our ongoing corporate, individual and foundation partnerships as well as by ASES (Prop 49) funding from the state of California.

IV. Governance, Executive Leadership and Key Personnel/Staff Qualifications

A) Board of Directors: Our board of directors makes strategic decisions for the organization and has the following committees: executive, fund development, fiscal, and marketing. They meet quarterly.

B) Key Personnel: Each of the three offices is managed by a General Manager who has significant classroom and education administration experience. Each of the GMs, Adriana Garcia Kingston and Fernando Reyes, holds a Master's Degree in the field of Education. Our directors in the area of program and operations hold Doctorate of Education degrees and also have significant classroom and administrative experience. CFO Mike Frobenius, is a CPA. Inland Empire Executive Director, Erin Brinker, holds an MBA and has significant experience in nonprofit management and fund development. Founder and CEO, Randy Barth, is recognized as one of the nation's leading social entrepreneurs.

2013 S.L. Gimbel Foundation APPLICATION

V. Project Budget

A) Please provide a detailed line-item budget for your project by completing the table below. Include all sources of funding for the proposed project.

Line Item Description	Line Item Explanation (Formula/equation used as applicable. Example: 40 books @ $100 each = $4000)	Support From Your Agency	Support From Other Funders	Requested Amount From TCF	Line Item Total of Project
8 training hours for each Program Leader	8 training hours x $14 x 4 Program Leaders x 122 schools	$0	37,184	$17,472	$54,656
Kindergarten & 1st grade kits	$75 per kit x 122 sites	0	$6,225	$2,925	$9,150
2nd and 3rd grade kits	$55 per kit x 122 sites	0	$4,565	$2,145	$6,710
4th and 5th grade kits	$63 per kit x 122 sites	0	$5,229	$2,457	$7,686
TOTALS:			$53,203	$24,999	$78,202

VI. Sources of Funding: Please list your current sources of funding and amounts.

Secured/Awarded

Name of Funder: Foundation, Corporation, Government	Amount
Proposition 49 ASES Funding (for entire company)	$33,938,360
Individual Donors (for Inland Empire)	$30,000
Kaiser Riverside Medical Group (2012-13)	$20,000
Children's Fund (2012-13)	$25,000

Pending

Name of Funder: Foundation, Corporation, Government	Amount	Decision Date
Kaiser Riverside Medical Center	$25,000	August 2013
Kaiser Fontana/Ontario Medical Center	$25,000	August 2013
San Manuel Band of Mission Indians	$15,000	June 2013

VII. Financial Analysis

Agency Name: THINK Together
Most Current Fiscal Year (Dates): From 7/01/2012 **To:** 06/30/2013

This section presents an overview of an applicant organization's financial health and will be reviewed along with the grant proposal. Provide all the information requested on your entire organization. Include any notes that may explain any extraordinary circumstances. Information should be taken from your most recent 990 and audit. Double Check your figures!

Program to Total Expenses Ratio: Percentage of expenses used to support programming versus how much is spent for general management and fundraising. A general rule is that at least 75 percent of total expenses should be used to support programs – the higher the percentage the better.

Program Expenses	/Total Operating Expenses	= Program Expense Ratio
~~$43,134,713~~ 43,011,690	~~$47,766,204~~ 47,143,190	90.3 % ✓
990: Part IX, Column B, Line 25 ✓	990: Part IX, Column A, Line 25	

Administrative Expense (100%-Program Expense ratio) per 990 above	Percentage of Organization's Current Total Budget used for Administration (from cover page)	Differential
9.7%	9 %	.7 %

If the differential is above (+) or below (-) **10%**, provide an explanation:

Quick Ratio: Measures the level of liquidity and measures only current assets that can be quickly turned to cash. A generally standard Quick Ratio equals 1 or more.

Cash	+ Accounts Receivables	/Current Liabilities	= Quick Ratio
$2,107,521	$4,486,190	$3,365,183	1.95

Excess or Deficit for the Year:

Excess or (Deficit) Most recent fiscal year end	Excess or (Deficit) Prior fiscal year end
$ 258,438	$405,489

Notes:

Diversity of Funding Sources: A financially healthy organization should have a diverse mix of funding sources. Complete those categories that apply to your organization using figures from your most recent fiscal year.

Funding Source	Amount	% of Total Revenue	Funding Source	Amount	% of Total Revenue
Contributions	$881,176	1.8	Program Fees	$40,707,99	84.9
Fundraising/Special Events	$0	0	Interest Income	$126,424	0.2
Corp/Foundation Grants	$4,211,493	8.8	Other:	$940,903	1.9
Government Grants	$1,100,297	2.3	Other:	$56,359	0.1

Notes:

THINK
Together

Board of Directors

Randy Barth, *THINK Together Executive Board Member*
Founder & CEO, THINK Together

Darrel Anderson, *THINK Together Executive Board Member*
President (Ret.), Knott Anderson Enterprises

Doug Antone, *THINK Together Executive Board Member*
CEO (Ret.), Networks in Motion

Leona Aronoff-Sadacca, *THINK Together Executive Board Member*
Founder, Aronoff Capital

Steve Bilt
President & CEO, Smile Brands Group Inc.

Eric Boden, *THINK Together Board Chair*
Chairman & CEO (Ret.), HireRight

Kathy Braun-Lewis, *THINK Together Executive Board Member*
President (Ret.), Western Digital

Brigitte Bren
Attorney/Education Advocate

Celeste Cantú
General Manager, Santa Ana Watershed Project Authority

Mary Lynn Coffee, *THINK Together Executive Board Member*
Attorney At Law, Nossaman, LLP

Donnie Crevier
Owner, Crevier Classic Cars

Jerry Dauderman
Investor & Philanthropist

Kendra Doyel
Group V.P. Public Relations & Governmental Affairs, Ralphs Grocery Company

Ryan Faulkner
Senior Vice President of Human Resources, St. Joseph Health System

Tony French
Principal, The French Company

Kevin Hayes, II
Sr. Vice President-CA, Lincoln Property Company

Glenn Howard, *THINK Together Executive Board Member*
Attorney & CPA

Fran Inman, *THINK Together Executive Board Member*
Senior Vice President, Majestic Realty Co.

Paolo Leon
Architect, Taylor Architects

Rod McDermott
Managing Director, McDermott & Bull Executive Search

Jayne Munoz
English Instructor, Santa Ana Community College

Eric Nelson
Vice President, Red Mountain Retail Group

Ken Salgado, *THINK Together Executive Board Member*
Assurance Partner. PricewaterhouseCoopers

Sat Tamaribuchi
Environmental Policy Consultant (Ret.), Irvine Company

THINK Together
Profit & Loss Budget Overview
July 2012 through June 2013

	Actual Exp Jul '11 - Jun 12	Budget Jul '12 - Jun 13
Ordinary Income/Expense		
Income		
Contributions and Support		
Direct Contributions		
Agencies	5,787	-
Church	26,044	-
Corporate	2,038,907	26,592
Foundations	2,042,315	1,178,652
Individual	846,019	-
United Way	124,484	35,000
Direct Contributions - Other	-	5,030,695
Total Direct Contributions	5,083,557	6,270,939
Donated Goods and Services	-	79,225
Special Events		
Benefit Dinner - Income		
Benefit Dinner - Expenses	-	-
Benefit Dinner - Income - Other	6,975	-
Total Benefit Dinner - Income	6,975	-
Special Events - Other	2,138	-
Total Special Events	9,113	-
Contributions and Support - Other	-	-
Total Contributions and Support	5,092,670	6,350,164
Social Enterprise		
School District Contracts		
Contract Revenue - Other	-	174,618
Contract Revenue - ASES	33,938,360	36,175,753
Contract Revenue - 21st CCLC	5,372,382	6,174,721
Contract Revenue - ASSETs	1,127,500	1,077,500
School District Contracts - Other	-	-
Total School District Contracts	40,438,241	43,602,592
Grant Revenue		
Foundation Grants	1,100,297	844,069
Government Grants	269,749	-
Grant Revenue - Other	-	-
Total Grant Revenue	1,370,046	844,069
School Aged Care		
Program Fees	261,423	47,784
Activity Fees	2,713	-
Registration Fee	35,128	6,379
Management Fee	17,899	-
School Aged Care - Other	-	-
Total School Aged Care	317,164	54,163
SES Tutoring Services	623,740	628,772

THINK Together
Profit & Loss Budget Overview
July 2012 through June 2013

	Actual Exp	Budget
	Jul '11 - Jun 12	Jul '12 - Jun 13
Social Enterprise - Other	-	-
Total Social Enterprise	42,749,191	45,129,596
Other Revenue		
Miscellaneous Income	58,402	-
Interest and Investment Income	(251)	-
Rental Income	68,272	303,400
Other Revenue - Other	-	-
Total Other Revenue	126,423	303,400
Total Income	47,968,284	51,783,161
Gross Profit	47,968,284	51,783,161
Expense		
Advertising	33,746	60,000
Insurance		
Insurance - D&O	55,644	50,663
Insurance - Liability	223,144	245,523
Insurance - Property	8,788	28,973
Insurance - Other	-	-
Total Insurance	287,576	325,159
Interest Expense	177,138	152,700
Facilities and Equipment		
Depreciation Expense	186,238	227,600
Rent		
Rent - Equipment	9,525	2,000
Rent - Facility	1,321,607	1,460,779
Rent - Other	-	-
Total Rent	1,331,132	1,462,779
Repairs/Maintenance		
Repairs/Maintenance - Equip	2,345	1,380
Repairs/Maintenance - Facility	73,214	117,425
Repairs/Maintenance - Other	234	-
Total Repairs/Maintenance	75,793	118,805
Utilities	41,594	116,583
Facilities and Equipment - Other	-	-
Total Facilities and Equipment	1,634,757	1,925,767
Other Employee Costs		
Automobile Expense	377,107	461,872
Board Meetings & Events	783	-
Business Development	60,302	63,324
Dues & Subscriptions	33,590	39,350
Hospitality	55,897	27,363
Recruiting Costs	78,961	93,096
Staff Appreciation	25,747	23,565
Staff Development/Training	102,580	59,738

THINK Together
Profit & Loss Budget Overview
July 2012 through June 2013

	Actual Exp Jul '11 - Jun 12	Budget Jul '12 - Jun 13
Travel	139,407	143,981
Other Employee Costs - Other	-	-
Total Other Employee Costs	874,374	912,288
Outside Services		
Accounting and Audit	32,425	34,000
Bank Service Fees		
Bank Service Charges	29,809	24,000
Bank Service Fees - Other	-	-
Total Bank Service Fees	29,809	24,000
Consultants	446,889	346,515
Consulting - HR	2,625	-
Contract Labor	64,055	136,660
Legal & Professional	57,765	60,000
Moving Expense	18,208	15,000
Other Program Resources	1,684,495	1,708,553
Payroll Administrative Fees	259,737	325,002
Postage and Delivery	64,785	92,507
Service Charges & Fees - Other	10,614	6,000
Transportation	205,047	189,864
Outside Services - Other	-	-
Total Outside Services	2,876,455	2,938,101
Provision for Doubtful Accts	30,000	30,000
Salaries Wages and Benefits		
Employee Benefits		
Insurance - Employee		
Directors	143,886	134,707
Executive	37,650	39,589
Program Leaders	4,248	-
AmeriCorps Members	16,525	-
Quality Assurance Coaches	143,557	186,314
Site Coordinators	658,516	942,537
Support Staff	201,603	228,671
Insurance - Employee - Other	-	-
Total Insurance - Employee	1,205,985	1,531,818
Insurance - Workers Comp		
Directors	33,159	30,236
Executive	11,373	15,204
Federal Work Study	2,534	-
Program Leaders	369,676	398,405
AmeriCorps Members	4,852	-
Quality Assurance Coaches	43,767	53,923
Site Coordinators	160,690	351,597
Support Staff	64,880	80,490

THINK Together
Profit & Loss Budget Overview
July 2012 through June 2013

	Actual Exp Jul '11 - Jun 12	Budget Jul '12 - Jun 13
Teachers	38,995	25,371
Insurance - Workers Comp - Other	-	-
Total Insurance - Workers Comp	729,925	955,226
Payroll Taxes		
Directors	195,101	180,144
Executive	62,375	61,192
Federal Work Study	8,777	-
Program Leaders	1,610,062	1,752,683
AmeriCorps Members	12,738	-
Quality Assurance Coaches	133,670	150,750
Site Coordinators	900,275	1,045,670
Support Staff	431,347	462,240
Teachers	148,886	103,313
Payroll Taxes - Other	(935)	-
Total Payroll Taxes	3,502,297	3,755,992
Employee Benefits - Other	-	-
Total Employee Benefits	5,438,207	6,243,036
Salaries and Wages		
Directors	2,501,018	2,288,978
Executive	1,066,588	1,163,750
Federal Work Study		
FWS Reimbursements	(77,774)	-
Federal Work Study - Other	104,180	-
Total Federal Work Study	26,406	-
Program Leaders	12,228,156	13,044,965
AmeriCorps Members	166,500	-
Quality Assurance Coaches	1,555,161	1,763,973
Site Coordinators	9,711,922	11,312,486
Support Staff	4,636,007	4,774,099
Teachers	1,108,638	761,958
Salaries and Wages - Other	-	-
Total Salaries and Wages	33,000,396	35,110,209
Salaries Wages and Benefits - Other	-	-
Total Salaries Wages and Benefits	38,438,603	41,353,245
Special Programs and Events		
Volunteer Events	3,904	4,800
Donation	25	-
Special Programs/Events - Other	187,448	258,151
Student Scholarships	26,127	42,400
Special Programs and Events - Other	20,663	-
Total Special Programs and Events	238,167	305,351
Supplies Printing and Copying		
Classroom Consumables	1,450,217	1,787,064

THINK Together
Profit & Loss Budget Overview
July 2012 through June 2013

	Actual Exp Jul '11 - Jun 12	Budget Jul '12 - Jun 13
Instructional Materials	236,826	223,576
Nutrition	30,478	100,941
Office	100,277	107,658
Promotional	5,822	34,625
Safety	8,790	1,255
Shirts and Uniforms	105,743	54,260
Technology	324,836	378,449
Printing and Copying		
Equipment Service Costs	273,960	296,107
Other Materials	11,656	6,120
Outside Services	117,150	71,120
Paper and Toner	61,622	80,190
Printing and Copying - Other	-	-
Total Printing and Copying	464,389	453,537
Supplies Printing and Copying - Other	-	-
Total Supplies Printing and Copying	2,727,377	3,141,364
Taxes Licenses and Permits		
Property Taxes	14,401	60,116
Taxes and Licenses - Other	21,460	5,050
Taxes Licenses and Permits - Other	-	-
Total Taxes Licenses and Permits	35,861	65,166
Telecommunications		
Cell Phones	269,788	273,023
Data Lines	56,450	70,740
Telephone	29,549	30,257
Telecommunications - Other	-	-
Total Telecommunications	355,786	374,020
Total Expense	47,709,839	51,583,161
Net Ordinary Income	258,445	200,000
Net Income	**258,445**	**200,000**

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	26,126.	26,126.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	877,221.	351,644.	525,577.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	32,123,174.	30,512,865.	1,005,213.	605,096.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	3,527,891.	3,346,955.	131,891.	49,045.
11 Fees for services (non-employees):				
a Management				
b Legal	57,766.	16,823.	40,943.	
c Accounting	32,425.		32,425.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	449,514.	195,025.	76,769.	177,720.
12 Advertising and promotion	33,746.	1,843.	1,319.	30,584.
13 Office expenses	545,992.	225,758.	292,958.	27,276.
14 Information technology	324,836.	256,114.	51,848.	16,874.
15 Royalties				
16 Occupancy	1,331,132.	897,365.	433,735.	32.
17 Travel	516,516.	455,965.	40,802.	19,749.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	162,682.		162,682.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	174,854.		174,854.	
23 Insurance	2,221,286.	1,780,103.	398,479.	42,704.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a School supplies	1,858,181.	1,847,174.	2,060.	8,947.
b Subcontracted program s	1,685,495.	1,685,495.		
c Copying and printing	464,351.	386,964.	32,782.	44,605.
d Telephone	355,786.	314,675.	37,886.	3,225.
e All other expenses	874,216.	710,805.	107,125.	56,286.
25 **Total functional expenses.** Add lines 1 through 24e	47,643,190.	43,011,699.	3,549,348.	1,082,143.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Internal Revenue Service

Date: December 19, 2006

T H I N K TOGETHER
2100 E 4TH ST STE 200
SANTA ANA CA 92705-3916

Department of the Treasury
P. O. Box 2508
Cincinnati, OH 45201

Person to Contact:
Mr. Morton 31-08703
Customer Service Representative
Toll Free Telephone Number:
877-829-5500
Federal Identification Number:
33-0781751

Dear Sir or Madam:

This is in response to your request of December 19, 2006, regarding an address change to your organization. We have updated our records to reflect the address change as indicated above.

In January 1998 we issued a determination letter that recognized your organization as exempt from federal income tax. Our records indicate that your organization is currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records indicate that your organization is also classified as a public charity under sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code.

Our records indicate that contributions to your organization are deductible under section 170 of the Code, and that you are qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Internal Revenue Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,

Janna K. Skufca

Janna K. Skufca, Director, TE/GE
Customer Account Services

The Community Foundation

Serving the Counties of Riverside and San Bernardino

S. L. Gimbel Foundation Fund

BOARD OF DIRECTORS

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Vice Chair of the Board

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Grover Trask
Immediate Past Board Chair

Sean Varner

Jonathan Lorenzo Yorba, PhD
President/CEO

August 1, 2013

Ms. Erin Brinker
Executive Director, IE
Think Together
202 E. Airport Drive,Suite 200
San Bernardino, CA 92408

Dear Ms. Brinker:

Congratulations! A grant has been approved for **THINK Together** in the amount of $**25,000** from the S.L. Gimbel Foundation. The performance period for this grant is August 1, 2013 to July 31, 2014. Additional funding beyond the performance period is not guaranteed. It is highly recommended that alternative funding sources be sought accordingly. The grant is to support the following as specified in your proposal:

Improve literacy in Riverside and San Bernardino schools

This grant is subject to the terms outlined in the enclosed Grant Agreement. After you have reviewed the terms and conditions of the Grant Agreement, please sign and date the enclosed copy and return the original copy to The Community Foundation within the next two weeks. Please retain a copy of the signed agreement for your records. Funds will be released upon receipt of the signed Grant Agreement.

A condition of this grant is that you agree to submit the Grant Evaluation Form which includes a narrative report and fiscal report. The Grant Evaluation is due on August 15, 2014 and a copy will be included with the check cover letter.

We wish you great success and look forward to working with you during the grant performance period.

If you have any questions, please call me at 951-684-4192 ext. 114 or email me at ccudiamat@thecommunityfoundation.net.

Sincerely,

Celia Cudiamat

Celia Cudiamat
Executive Vice President

14805 THINK Together 20130482 GIMB2

The Community Foundation
Serving the Counties of Riverside and San Bernardino

3700 Sixth Street, Suite 200
Riverside, CA 92501
v) 951-684-4194 f) 951-684-1911
www.thecommunityfoundation.net

2013 S.L. Gimbel Foundation Fund

Grant Agreement

Organization: **14805 THINK Together**

Grant Amount: **$ 25,000** **Grant Number:** **20130482**

Grant Period: **August 1, 2013 to July 31, 2014**

Purpose: **Improve literacy in Riverside and San Bernardino schools.**

1. Use of Grant Funds
Grant funds must be expended within the grant period, for the purpose and objectives described in your grant proposal. Grant funds may not be expended for any other purpose without prior written approval by The Community Foundation. If there are significant difficulties in making use of the funds as specified in your proposal, or if the grant funds cannot be spent within the grant period, notify us in writing promptly.

Formal requests for extensions or variances must be submitted to the Foundation's Board of Directors for approval a minimum of 60 days before the end of the grant period.

Requests for variances or extensions are reviewed on a case-by-case basis and approved by the Board of Directors. If a request is denied, unused funds must be immediately refunded to the Foundation.

2. Payment of Grant Funds
The grant funds will be paid in full by the Foundation upon receipt of the signed Grant Agreement. Challenge grant funds will be paid in full upon receipt of the signed Grant Agreement and upon receipt of documentation providing evidence that condition(s) of the challenge grant has/have been met.

3. Certification and Maintenance of Exempt Organization Status
This grant is specifically conditioned upon Grantee's status as an eligible grantee of The Community Foundation. The Foundation has obtained a copy of the Grantee's IRS determination letter. Grantee confirms that it has not had any change in its tax-exempt status, and shall notify the Foundation immediately of any such change.

4. Final Report and Records
The Grantee will submit the Grant Evaluation report per the deadline set forth in the award letter. This report includes a narrative on outcomes based on goals and objectives set forth in the grant proposal and an expenditure report documenting use of grant funds. If equipment was purchased, copies of receipts need to be included.

5. Grantee's Financial Responsibilities
Grantee will keep records of receipts and expenditures of grant funds and other supporting documentation related to the grant at least four (4) years after completion of the grant and will make such records of receipts, expenditures and supporting documentation available to the Foundation upon request.

6. Publicity
The Community Foundation expects publicity for the grant in two ways and will require documentation in your grant evaluation form that you will file at the end of the grant period.

1. *Organizational:* Acknowledge The Community Foundation in internal communication to staff and board, in brochures as appropriate; newsletters, annual reports and email blasts or e-newsletters.

2. *Press:* Publicity for The Community Foundation grant via press releases to local media.

The credit line of "Made possible in part by a grant from the **"S.L. Gimbel Foundation Advised Fund at The Community Foundation Serving the Counties of Riverside and San Bernardino"** is suggested. When your donors are listed in printed materials, include the S.L. Gimbel Foundation Advised Fund at The Community Foundation in the appropriate contribution size category. When publishing our name, please note the "The" at the beginning of our name is a legal part of our name. It should always be used and capitalized. Attaching our logo is also appreciated. Our logo can be downloaded from our website at www.thecommunityfoundation.net.

7. Indemnification

In the event that a claim of any kind is asserted against the Grantee or the Foundation related to or arising from the project funded by the Grant and a proceeding is brought against the Foundation by reason of such claim, the Grantee, upon written notice from the Foundation, shall, at the Grantee's expense, resist or defend such action or proceeding, at no cost to the Foundation, by counsel approved by the Foundation in writing.

Grantee hereby agrees, to the fullest extent permitted by law, to defend, indemnify, and hold harmless the Foundation , its offices, directors, employees, and agents, from and against any and all claims, liabilities, losses, and expenses (including reasonable attorneys' fees) directly, indirectly, wholly, or partially arising from or in connection with any act or omission by Grantee, its employees, or agents in applying for or accepting the Grant, in expending or applying the Grant funds or in carrying out any project or program supported by the Grant, except to the extent that such claims, liabilities, losses, and expenses arise from or in connection with any bad faith act or omission by the Foundation, its officers, directors, employees, or agent.

8. Termination

The Community Foundation may terminate this agreement, withhold payments, or both at any time, if, in the Community Foundation's judgment: a) The Community Foundation is not satisfied with the quality of the Grantee's progress toward achieving the project goals and objectives; b) the Grantee dissolves or fails to operate; c) the Grantee fails to comply with the terms and conditions of this agreement.

9. Limitation of Support

This Agreement contains the entire agreement between the parties with respect to the Grant and supersedes any previous oral or written understandings or agreements.

****

I have read and agree to the terms and conditions of the Grant Agreement.

V. Erin Brinker	8-13-13
Signature	**Date**
V. Erin Brinker	Exec. Director, Inland Empire
Printed Name	**Title**

Organization: 14805 THINK Together
Grant Number: 20130482

cc 8/20/13

The Community Foundation

Serving the Counties of Riverside and San Bernardino

S. L. Gimbel Foundation Fund

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Beverly Stephenson

Grover Trask
Immediate Past Board Chair

Sean Varner

Dr. Jonathan Lorenzo Yorba
President and CEO

August 23, 2013

Ms. Erin Brinker
Executive Director
THINK Together
202 E. Airport Drive,Suite 200
San Bernardino, CA 92408

Dear Ms. Brinker:

The Community Foundation is pleased to enclose a grant check for **$25,000** from the S. L. Gimbel Foundation, a component fund at The Community Foundation. By cashing the grant check, you are agreeing to the conditions stated under the *Terms of Grant* which you have signed and returned. The completed Grant Evaluation form is due by August 15, 2014 and is enclosed. Please note that any grant variances or extensions must be requested in writing and in advance. Any remaining grant funds must be returned to The Community Foundation at the end of the grant period.

We greatly appreciate any help you can give us in publicizing the grant. **Please use the following credit in any grant announcements or materials funded by the grant: "The (name of project/program) is supported by a grant from The S. L. Gimbel Foundation".** Send copies of articles printed in local papers, stories in your agency newsletter, annual report, press releases, and other publications for our files.

If you have any questions, please contact me at 951 684-4194.

Sincerely,

Celia Cudiamat
Executive Vice President

20130482 *35801* *GIMB*

Encl: Grant Evaluation

35801

The Community Foundation
Serving the Counties of Riverside and San Bernadino

The Community Foundation
3700 SIXTH STREET, SUITE 200
RIVERSIDE, CA 92501
951-241-7777 / FAX 951-684-1911

CITIZENS BUSINESS BANK
A Financial Services Company
3695 Main Street, Riverside, CA 92501
90-3414-1222

EZShield™ Check Fraud Protection for Business

Security features. Details on back.

PAY * Twenty-Five Thousand and no/100 *

DATE 08/21/2013

AMOUNT $****25,000.00

TO THE ORDER OF

Think Together
202 E. Airport Drive,Suite 200
San Bernardino, CA 92408

AUTHORIZED SIGNATURE

⑈035801⑈ ⑆122234149⑆ 24412443 7⑈

The Community Foundation 35801

14805 Think Together 08/21/2013 035801

20130482	08/01/2013	Improving Literacy in the Inland Empire		25,000.00
GIMB		S.L. Gimbel Foundation Advised Fund	25,000.00	

CHECK TOTAL: $****25,000.00

The Community Foundation 35801

14805 Think Together 08/21/2013 035801

20130482	08/01/2013	Improving Literacy in the Inland Empire		25,000.00
GIMB		S.L. Gimbel Foundation Advised Fund	25,000.00	

CHECK TOTAL: $****25,000.00