

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2019 or tax year beginning , and ending

Name of foundation SUSTAINABLE COMMUNITIES FUND		A Employer identification number 26-1383313
Number and street (or P.O. box number if mail is not delivered to street address) 1281 WESTWOOD BLVD., NO 200	Room/suite	B Telephone number 310-914-5333
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90024		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,417,616.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d), must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	144,542.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	14,834.	14,834.	14,834.	STATEMENT 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications			375,000.	
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	55,279.	55,279.	55,279.	STATEMENT 2	
12 Total. Add lines 1 through 11	214,655.	70,113.	445,113.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages	138,303.	45,174.	45,174.	93,130.
	15 Pension plans, employee benefits	13,194.	4,310.	4,310.	8,884.
	16a Legal fees STMT 3	3,327.	1,087.	1,087.	2,240.
	b Accounting fees STMT 4	27,595.	9,013.	9,013.	18,228.
	c Other professional fees STMT 5	25,464.	8,317.	8,317.	17,147.
	17 Interest				
	18 Taxes STMT 6	12,733.	4,159.	4,159.	8,574.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	8,196.	2,677.	2,677.	5,519.
	22 Printing and publications				
	23 Other expenses STMT 7	17,040.	5,567.	5,567.	8,502.
	24 Total operating and administrative expenses. Add lines 13 through 23	245,852.	80,304.	80,304.	162,224.
	25 Contributions, gifts, grants paid	0.			0.
26 Total expenses and disbursements. Add lines 24 and 25	245,852.	80,304.	80,304.	162,224.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements ...	-31,197.				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			364,809.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	274,235.	864,954.	864,954.
	2 Savings and temporary cash investments	596,845.	605,463.	605,463.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable	1,195,321.		
	Less: allowance for doubtful accounts	2,503,793.	1,195,321.	1,195,321.
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe STATEMENT 9)	1,927,530.	2,751,878.	2,751,878.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,302,403.	5,417,616.	5,417,616.	
Liabilities	17 Accounts payable and accrued expenses	27,602.	24,268.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	27,602.	24,268.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions	2,771,008.	4,198,027.	
	25 Net assets with donor restrictions	2,503,793.	1,195,321.	
	Foundations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
29 Total net assets or fund balances	5,274,801.	5,393,348.		
30 Total liabilities and net assets/fund balances	5,302,403.	5,417,616.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	5,274,801.
2 Enter amount from Part I, line 27a	2	-31,197.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	149,744.
4 Add lines 1, 2, and 3	4	5,393,348.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	5,393,348.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	NONE				
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	722,535.	1,281,109.	.563992
2017	545,536.	1,568,063.	.347904
2016	190,992.	744,582.	.256509
2015	458,549.	390,757.	1.173489
2014	224,458.	387,156.	.579761
2	Total of line 1, column (d)		2.921655
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years584331
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5		1,543,300.
5	Multiply line 4 by line 3		901,798.
6	Enter 1% of net investment income (1% of Part I, line 27b)		0.
7	Add lines 5 and 6		901,798.
8	Enter qualifying distributions from Part XII, line 4		1,319,598.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, credits/payments, and tax due. Total tax due is 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and substantial contributors. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 covering questions about controlled entities, distributions, public inspection, website address, books in care, and foreign country interests.

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

Table with 3 columns: Question, Yes, No. Rows 1a-4b covering questions about disqualifying acts, taxes on failure to distribute income, and excess business holdings.

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

		Yes	No
5a During the year, did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		5b	X
Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? SEE STATEMENT 12	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KIM LA FRANCHI - 1281 WESTWOOD BLVD STE 200, LOS ANGELES, CA 90024	CHIEF OPERATIONS OFFICER 40.00	137,636.	13,194.	0.

Total number of other employees paid over \$50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 SEE STATEMENT 13	300,000.
2 FAHE - COMMUNITY LOAN FUND: A PRI TO INCREASE LENDING FOR AFFORDABLE HOUSING AND COMMUNITY FACILITIES ACROSS RURAL APPALACHIA.	300,000.
3 All other program-related investments. See instructions. SEE STATEMENT 14	557,374.
Total. Add lines 1 through 3	1,157,374.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	351,015.
b	Average of monthly cash balances	1b	1,207,064.
c	Fair market value of all other assets	1c	8,723.
d	Total (add lines 1a, b, and c)	1d	1,566,802.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,566,802.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,502.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,543,300.
6	Minimum investment return. Enter 5% of line 5	6	77,165.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2019 from Part VI, line 5	2a	
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	162,224.
b	Program-related investments - total from Part IX-B	1b	1,157,374.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,319,598.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,319,598.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only				
b Total for prior years:				
_____ , _____ , _____				
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e				
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ _____				
a Applied to 2018, but not more than line 2a ...				
b Applied to undistributed income of prior years (Election required - see instructions) ...				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2019 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instr. ...				
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2014 not applied on line 5 or line 7				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2015 ...				
b Excess from 2016 ...				
c Excess from 2017 ...				
d Excess from 2018 ...				
e Excess from 2019 ...				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	77,165.	17,160.	10,340.	16,505.	121,170.
b 85% of line 2a	65,590.	14,586.	8,789.	14,029.	102,995.
c Qualifying distributions from Part XII, line 4, for each year listed	1,319,598.	722,535.	545,536.	190,992.	2,778,661.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	1,319,598.	722,535.	545,536.	190,992.	2,778,661.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6, for each year listed	51,443.	42,703.	52,269.	24,819.	171,234.
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

SEE STATEMENT 15

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV **Supplementary Information** *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NONE				
Total				3a 0.
b Approved for future payment				
NONE				
Total				3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include: 1 Program service revenue; 2 Membership dues and assessments; 3 Interest on savings and temporary cash investments (14, 14,834.); 4 Dividends and interest from securities; 5 Net rental income from real estate; 6 Net rental income from personal property; 7 Other investment income; 8 Gain or loss from sales of assets other than inventory; 9 Net income from special events; 10 Gross profit from sales of inventory; 11 Other revenue; 12 Subtotal (0, 14,834, 55,279.); 13 Total (13, 70,113.).

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No. and description. Line 1A: SCF FULFILLS ITS MISSION PRIMARILY THROUGH THE USE OF PROGRAM-RELATED INVESTMENTS (PRI) IN THE FORM OF LOANS. EACH PRI MEETS THE IRS REQUIREMENTS FOR TREATMENT AS A PRI AND QUALIFIED DISTRIBUTION.

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash		X
(2) Other assets		X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee: *[Signature]* Date: _____ Title: **CHAIRMAN & CEO**

May the IRS discuss this return with the preparer shown below? See instr.

Yes No

Paid Preparer Use Only

Print/Type preparer's name KATY BROWN	Preparer's signature KATY BROWN	Date 08/27/20	Check <input type="checkbox"/> if self-employed	PTIN P00650274
Firm's name ▶ ARMANINO LLP			Firm's EIN ▶ 94-6214841	
Firm's address ▶ 12657 ALCOSTA BLVD., STE. 500 SAN RAMON, CA 94583-4600			Phone no. 925-790-2600	

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2019

Name of the organization

SUSTAINABLE COMMUNITIES FUND

Employer identification number

26-1383313

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization SUSTAINABLE COMMUNITIES FUND	Employer identification number 26-1383313
--	--

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE WESTERVELT COMPANY 1400 JACK WARNER PARKWAY TUSCALOOSA, AL 35404	\$ 80,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization SUSTAINABLE COMMUNITIES FUND	Employer identification number 26-1383313
--	--

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization SUSTAINABLE COMMUNITIES FUND	Employer identification number 26-1383313
--	--

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME - BANK	8,618.	8,618.	8,618.
INTEREST INCOME - MRIS	6,216.	6,216.	6,216.
TOTAL TO PART I, LINE 3	14,834.	14,834.	14,834.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PROGRAM-RELATED INVESTMENTS	55,279.	55,279.	55,279.
TOTAL TO FORM 990-PF, PART I, LINE 11	55,279.	55,279.	55,279.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,327.	1,087.	1,087.	2,240.
TO FM 990-PF, PG 1, LN 16A	3,327.	1,087.	1,087.	2,240.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	27,595.	9,013.	9,013.	18,228.
TO FORM 990-PF, PG 1, LN 16B	27,595.	9,013.	9,013.	18,228.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	25,464.	8,317.	8,317.	17,147.
TO FORM 990-PF, PG 1, LN 16C	25,464.	8,317.	8,317.	17,147.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	12,733.	4,159.	4,159.	8,574.
TO FORM 990-PF, PG 1, LN 18	12,733.	4,159.	4,159.	8,574.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BAD DEBT	5,160.	1,685.	1,685.	0.
BANK CHARGES	3.	1.	1.	2.
BOOKS AND SUBSCRIPTIONS	3,253.	1,063.	1,063.	1,657.
BUSINESS TAXES	294.	96.	96.	198.
GENERAL AND ADMINISTRATIVE	33.	11.	11.	22.
INSURANCE	3,269.	1,068.	1,068.	2,201.
MEMBERSHIP DUES	1,000.	327.	327.	673.
OVERHEAD FEE	1,910.	624.	624.	1,286.
TELECOMMUNICATIONS	369.	121.	121.	248.
WEBSITE	1,749.	571.	571.	2,215.
TO FORM 990-PF, PG 1, LN 23	17,040.	5,567.	5,567.	8,502.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
GAIN ON ADJUSTMENT OF PREVIOUS ALLOWANCE FOR UNCOLLECTIBLE PROMISES TO GIVE	149,744.
TOTAL TO FORM 990-PF, PART III, LINE 3	149,744.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	27,877.	27,417.	27,417.
PROGRAM-RELATED INVESTMENTS	1,549,653.	2,332,027.	2,332,027.
MISSION-RELATED INVESTMENTS	350,000.	392,434.	392,434.
TO FORM 990-PF, PART II, LINE 15	1,927,530.	2,751,878.	2,751,878.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 10
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
THE WESTERVELT COMPANY	1400 JACK WARNER PARKWAY TUSCALOOSA , AL 35404

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DEBORAH LA FRANCHI 1281 WESTWOOD BLVD STE 200 LOS ANGELES, CA 90024	CHAIR & CEO 1.00	0.	0.	0.
BELDEN H. DANIELS 1281 WESTWOOD BLVD STE 200 LOS ANGELES, CA 90024	SECRETARY 1.00	0.	0.	0.
KENNETH MAYNE 1281 WESTWOOD BLVD STE 200 LOS ANGELES, CA 90024	TREASURER 1.00	0.	0.	0.
ASHLEE BARKER 1281 WESTWOOD BLVD STE 200 LOS ANGELES, CA 90024	BOARD MEMBER 1.00	0.	0.	0.
WILL JACOBS 1281 WESTWOOD BLVD STE 200 LOS ANGELES, CA 90024	BOARD MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 12

GRANTEE'S NAME

SELF HELP FEDERAL CREDIT UNION

GRANTEE'S ADDRESS

301 WEST MAIN STREET
DURHAM, NC 27701

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
254,649.	01/13/18	250,000.	06/30/20

PURPOSE OF GRANT

SCF MADE A PROGRAM-RELATED INVESTMENT TO SUPPORT THE CU'S VARIOUS LENDING PRODUCTS THAT BENEFIT LOW-TO-MODERATE INCOME BORROWERS. THE FUNDS ARE INVESTED WITHIN SFHCU'S LOAN POOL.

DATES OF REPORTS BY GRANTEE

05/30/18; 05/14/19; 06/30/20

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATION

THE RECIPIENT IS IN COMPLIANCE WITH THE INVESTMENT AGREEMENT.

GRANTEE'S NAME

GRAMEEN AMERICA SOCIAL BUSINESS FUND

GRANTEE'S ADDRESS

150 W. 30TH STREET, 8TH FLOOR
NEW YORK, NY 10001

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
350,000.	12/15/17	350,000.	05/14/20

PURPOSE OF GRANT

SCF MADE A PROGRAM RELATED INVESTMENT INTO THIS INVESTMENT FUND WITH THE PURPOSE OF SCF'S FUNDS FLOWING TO GRAMEEN AMERICA INC. (A 501C3) TO SUPPORT ITS CHARITABLE BENEFIT LENDING ACTIVITIES TO LOW-INCOME WOMEN.

DATES OF REPORTS BY GRANTEE

4/30/18; 5/29/19; 05/14/20

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATION

THE RECIPIENT IS IN COMPLIANCE WITH THE INVESTMENT AGREEMENT.

GRANTEE'S NAME

NATIVE AMERICAN BANCORPORATION

GRANTEE'S ADDRESS

999 18TH STREET, SUITE 2460
DENVER, CO 80023

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
300,000.	07/30/18	300,000.	06/10/20

PURPOSE OF GRANT

SCF MADE A PROGRAM-RELATED INVESTMENT TO NATIVE AMERICAN BANCORPORATION CO. TO FUND NATIVE AMERICAN BANK, N.A. TO SUPPORT LENDING ACTIVITIES TO LOW-TO MODERATE INCOME NATIVE AMERICAN INDIVIDUALS AND NATIVE TRIBAL ENTITIES.

DATES OF REPORTS BY GRANTEE

06/20/19; 06/10/20

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATION

THE RECIPIENT IS IN COMPLIANCE WITH THE INVESTMENT AGREEMENT.

FORM 990-PF

SUMMARY OF PROGRAM-RELATED INVESTMENTS

STATEMENT 13

DESCRIPTION

NORTHERN INITIATIVES: A PRI TO PROVIDE LOAN CAPITAL TO EXPAND NI'S DIVERSITY LENDING TO WOMEN, MINORITIES, VETERANS OPERATING SMALL BUSINESSES IN RECENT EXPANSION COUNTIES WITHIN SOUTHERN MICHIGAN.

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 1

300,000.

FORM 990-PF

OTHER PROGRAM-RELATED INVESTMENTS

STATEMENT 14

DESCRIPTION

LIFTFUND- LIFTUP PROGRAM: A PRI TO FUND LIFTUP LOANS USING MORE FLEXIBLE UNDERWRITING TO SERVE EMERGING SMALL BUSINESSES.

AMOUNT

200,000.

DESCRIPTION

LIFTFUND - SOUTHERN COASTAL DISASTER LENDING: A PRI TO FUND SMALL-BUSINESS RECOVERY LOANS IN RESPONSE TO DECLARED FEMA DISASTERS OCCURRING WITHIN LIFTFUND'S SEVEN COASTAL STATES.

AMOUNT

200,000.

DESCRIPTION

BCL OF TEXAS: A PRI TO FUND MORE FLEXIBLY UNDERWRITTEN LOANS TARGETING WOMEN AND MINORITY ENTREPRENEURS ACROSS TEXAS.

AMOUNT

150,000.

DESCRIPTION

SELF-HELP FEDERAL CREDIT UNION: A PRI TO SUPPORT THE CREDIT UNION'S VARIOUS LENDING PRODUCTS THAT BENEFIT LOW-TO-MODERATE INCOME BORROWERS. THE FUNDS ARE INVESTED WITHIN SHFCU'S LOAN POOL.

AMOUNT

7,374.

TOTAL TO FORM 990-PF, PART IX-B, LINE 3

557,374.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

DEBORAH LA FRANCHI
KENNETH MAYNE

A0836607

3056019

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

FILED
Secretary of State
State of California

AD

DEC - 3 2019

IPC

NICKS

The undersigned certify that:


1. They are the **president** and the **secretary**, respectively, of Sustainable Communities Fund, a California nonprofit public benefit corporation.
2. Article II(B) of the Articles of Incorporation of this corporation is amended to read as follows:

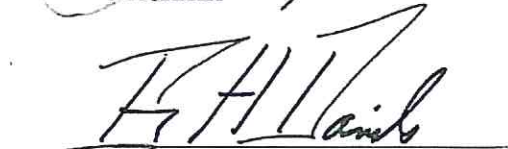
The specific purposes of this Corporation shall be to alleviate poverty by supporting financial, economic and social inclusion strategies that empower and strengthen low-income communities.
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE:

11/18/19


Deborah La Franchi
President


Belden Hull Daniels
Secretary

**First Amendment to Amended and Restated Bylaws of
SUSTAINABLE COMMUNITIES FUND,
a California Nonprofit Public Benefit Corporation**

The undersigned, being the Secretary of SUSTAINABLE COMMUNITIES FUND, a California nonprofit public benefit corporation (the “**Corporation**”), adopts the following amendment to the Amended and Restated Bylaws (the “**First Amendment**”) on behalf of the Corporation:

WHEREAS, the Amended and Restated Bylaws of Sustainable Communities Fund (the “**Bylaws**”) were adopted for the regulation of the affairs of the Corporation as of April 13, 2012; and

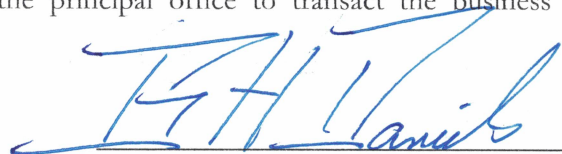
WHEREAS, the board of directors of the Corporation passed a resolution on April 22, 2019 to modify the purpose statement of the Corporation:

IT IS RESOLVED THAT Section 1 of Article 3 of the Bylaws is amended to read as follows:

The specific purposes of this Corporation shall be to alleviate poverty by supporting financial, economic and social inclusion strategies that empower and strengthen low-income communities.

IT IS FURTHER RESOLVED THAT the secretary of the Corporation is authorized and directed to execute a certificate of the adoption of this First Amendment, to insert the First Amendment as so certified in the minute book of the Corporation, and to see that a copy of the First Amendment, similarly certified, is kept at the principal office to transact the business of the Corporation.

Date: December 10, 2019



Belden Hull Daniels, Secretary