Audited Financial Statements UPPER PENINSULA ANIMAL WELFARE SHELTER

Audited Financial Statements

UPPER PENINSULA ANIMAL WELFARE SHELTER

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MAKELA, TOUTANT, HILL & NARDI, P.C.

CERTIFIED PUBLIC ACCOUNTANTS

201 West Bluff Street Marquette, Michigan 49855

Members American Institute of CPA's Michigan Association of CPA's

INDEPENDENT AUDITOR'S REPORT

Board of Directors Upper Peninsula Animal Welfare Shelter Negaunee, Michigan

We have audited the accompanying financial statements of the Upper Peninsula Animal Welfare Shelter (a nonprofit corporation), which comprise the statement of financial position as of December 31, 2016, and the related statements of activities, functional expenses, and cash flows for the year 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 audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

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Board of Directors Upper Peninsula Animal Welfare Shelter

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Upper Peninsula Animal Welfare Shelter as of December 31, 2016, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Correction of Error

As discussed in Note K to the financial statements, an error resulting in an overstatement of amounts previously reported for beneficial interests in community foundations, net assets, and revenues as of and for the year ended December 31, 2015, were discovered by management of Upper Peninsula Animal Welfare Shelter during the current year. Accordingly, an adjustment has been made to net assets as of December 31, 2015, to correct the error. Our opinion is not modified with respect to that matter.

Makela, Toutant, Hill & Mardi, P.C.

Marquette, Michigan

May 22, 2017

STATEMENT OF FINANCIAL POSITION

UPPER PENINSULA ANIMAL WELFARE SHELTER

December 31, 2016

ASSETS

CURRENT ASSETS Cash and cash equivalents Accounts receivable Bequest receivable Pledges receivable, current portion	n TOTAL CURRENT ASSETS	\$ 2,127,872 4,638 3,000 57,700 2,193,210
OTHER ASSETS Pledges receivable, non-current, r Investments Beneficial interest in assets held b Beneficial interest in trust	net by the Marquette Community Foundation	63,626 208,220 95,980 592,670 960,496
PROPERTY, PLANT, AND EQUIPM Land Buildings and improvements Vehicles Office and kennel furniture and equipments Less accumulated depreciation		30,387 188,544 21,643 20,683 261,257 209,397 51,860 \$ 3,205,566
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES Accounts payable Accrued payroll and payroll taxes Accrued benefits NET ASSETS	TOTAL CURRENT LIABILITIES	\$ 27,194 9,692 6,463 43,349
Unrestricted: Designated Undesignated Temporarily restricted Permanently restricted	TOTAL UNRESTRICTED NET ASSETS TOTAL NET ASSETS	1,147,183 304,363 1,451,546 1,416,154 294,517 3,162,217
	TOTAL LIABILITIES AND NET ASSETS	\$ 3,205,566

STATEMENT OF ACTIVITIES

UPPER PENINSULA ANIMAL WELFARE SHELTER

	Un	restricted		emporarily estricted		ermanently Restricted		Total
SUPPORT AND REVENUE								
Shelter revenue	\$	94,677					\$	94,677
Direct public support	*	182,971	\$	175,697			•	358,668
Bequests		359,776	•	556,764				916,540
Revenues from fundraising events								,
and special projects		167,647						167,647
Governmental contracted services		13,216						13,216
Grants		31,110						31,110
Donated services, materials, and facility		38,142						38,142
Interest and dividends		4,558						4,558
Distribution of earnings from Marquette Community		,						,
Foundation - Reider Fund		2,165						2,165
Change in value of beneficial interest in assets		,						,
held by Marquette Community Foundation		5,925						5,925
Change in beneficial interest in Dixon trust				35,906				35,906
Appreciation of investments - endowment fund		8,751						8,751
Resale items, net of related cost of \$8,680		9,646						9,646
Other		3,714						3,714
Net assets released from restrictions		703		(703)				0
TOTAL SUPPORT AND REVENUE		923,001		767,664	\$	0	1	,690,665
EXPENSES								
Program services		463,201						463,201
Supporting services:		100,201						100,201
Management and general		60,694						60,694
Fundraising		88,305						88,305
TOTAL SUPPORTING SERVICES		148,999		0	-	0	-	148,999
TOTAL EXPENSES		612,200	_	0		0		612,200
CHANGE IN NET ASSETS		310,801		767,664		0	1	,078,465
Net assets at beginning of year, as restated	1	,140,745		648,490		294,517	2	2,083,752
NET ASSETS AT END OF YEAR	\$1	,451,546	\$1	,416,154	\$	294,517	\$3	3,162,217

STATEMENT OF FUNCTIONAL EXPENSES

UPPER PENINSULA ANIMAL WELFARE SHELTER

	Program Services	-		Total Expenses
Payroll expenses	\$ 242,618	\$ 28,748	\$ 38,846	\$ 310,212
Veterinary and medical supplies	131,775	Ψ =0,: :0	Ψ 00,010	131,775
Food for animals	8,763			8,763
Animal equipment	2,850			2,850
Utilities	8,375	441		8,816
Insurance	3,189	177	177	3,543
Custodial supplies/service	10,839			10,839
Office supplies	3,134	174	174	3,482
Repairs and maintenance	4,778			4,778
Travel/Vehicle expenses	2,832			2,832
Publication expenses	11,797			11,797
Community awareness	7,051			7,051
Conferences	2,130			2,130
Donated materials	17,342			17,342
Professional fees, including				
donated services		19,938		19,938
Fundraising events and projects			48,771	48,771
Dog license expense	16			16
Depreciation	3,355	1,119		4,474
Volunteer program		656		656
Merchant fees	2,357	673	337	3,367
Miscellaneous		8,768		8,768
TOTAL FUNCTIONAL EXPENSES	Ф. 400 OC4	Φ 00.004	Ф 00.005	Ф. 040.000
TOTAL FUNCTIONAL EXPENSES	\$ 463,201	\$ 60,694	\$ 88,305	\$ 612,200

STATEMENT OF CASH FLOWS

UPPER PENINSULA ANIMAL WELFARE SHELTER

Year Ended December 31, 2016

CASH FLOWS PROVIDED (USED) BY

OPERATING ACTIVITIES	
Change in net assets	\$ 1,078,465
Adjustments to reconcile change in net	
assets to net cash provided by operating activities:	
Depreciation	4,474
Amortization of present value discount	(2,000)
(Appreciation) Depreciation in fair value of endowment fund investments Change in beneficial interest in assets held by the Marquette	(8,751)
Community Foundation, net of distributions	(2,835)
Donation of beneficial interest in Dixon trust	(556,764)
Change in beneficial interest in Dixon trust	(35,906)
Contributions restricted for long-term purposes	(180,032)
(Increase) Decrease in:	
Accounts receivable	(2,871)
Increase (Decrease) in:	
Accounts payable	13,292
Other current liabilities	(4,986)
NET CASH PROVIDED BY OPERATING ACTIVITIES	302,086
INVESTING ACTIVITIES	
Purchases of securities	(22,912)
Sales of securities	26,020
NET CASH PROVIDED BY INVESTING ACTIVITIES	3,108
FINANCING ACTIVITIESProceeds from contributions	
restricted for long-term purposes	265,631
NET INCREASE IN CASH AND CASH EQUIVALENTS	570,825
Cash and cash equivalents at beginning of period	1,557,047
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 2,127,872

NOTES TO FINANCIAL STATEMENTS

UPPER PENINSULA ANIMAL WELFARE SHELTER

December 31, 2016

NOTE A--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Upper Peninsula Animal Welfare Shelter (Shelter) is a nonprofit organization whose purpose is to ensure the safety and protection of all animals. Services provided by the Shelter include care and shelter of stray animals, adoption service, neglect/cruelty referrals, lost and found service, humane education, and community awareness campaigns. The Shelter's main source of revenue is public contributions.

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting.

Financial Statement Presentation

The Shelter reports information regarding its financial position and activities according to three classes of net assets (i.e., unrestricted, temporarily restricted, and permanently restricted) based on the existence or nature of any donor-imposed restrictions. The Shelter has the following asset classes:

<u>Unrestricted Net Assets</u>--Unrestricted net assets are those currently available for use in the activities of the Shelter, under direction of the Board of Directors (Board) and those invested in land, buildings, and equipment. Board-designated or appropriated amounts are reported as part of the unrestricted class. All funds not classified as temporarily or permanently restricted are recorded as unrestricted net assets.

<u>Temporarily Restricted Net Assets</u>--Temporarily restricted net assets are those assets accepted by the Shelter subject to a stipulation, such as a specific operating purpose, the acquisition of property and equipment, or a time limitation, which causes the assets to be unavailable for current use until those commitments have been fulfilled or time restrictions have been met.

<u>Permanently Restricted Net Assets</u>--Permanently restricted net assets are those funds that are to be invested in perpetuity in accordance with the donor's stipulation.

Cash and Cash Equivalents

Cash and cash equivalents includes cash and short-term, highly liquid investments with original maturities of three months or less.

Receivables

Revenues earned, but not received, as of December 31, are recorded as accounts receivable on the balance sheet. In the opinion of management, a provision for doubtful accounts is not necessary because all significant amounts are generally collected within two months of the balance sheet date.

UPPER PENINSULA ANIMAL WELFARE SHELTER

NOTE A--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES--Continued

<u>Pledges Receivable</u>

Contributions are recognized when the donor makes an unconditional promise to give. When donor restrictions expire (i.e., when a stipulated time restriction ends or other restrictions are met), temporarily restricted net assets are reclassified to unrestricted net assets as "net assets released from restrictions" in the statement of activities. Pledges receivable that are expected to be collected within one year are recorded at net realizable value. Pledges receivable that are expected to be collected in future years are recorded at the present value of their estimated future cash flows. The Shelter uses the allowance method to estimate uncollectible pledges receivable based on management's analysis of the pledges receivable outstanding.

Investments

Investments in marketable securities with readily determinable fair values are reported at their fair values in the statements of financial position based on quoted market prices. Realized and unrealized gains and losses are included in the statements of activities.

Land, Buildings, and Equipment

Fixed assets are obtained through purchase and donation. Purchased assets are recorded at cost and donated assets are recorded at their fair market value at the date of donation. Fixed assets are depreciated using the straight-line method over the projected life of the assets. Buildings and improvements are being depreciated over 30 years, new equipment over seven years, and used equipment over five years. The Shelter capitalizes all fixed assets valued greater than \$1,000.

Beneficial Interest in Trust

The Shelter is both the beneficiary of annual income distributions as well as the beneficiary of the remainder distribution of assets held in trust. As a practical expedient, the beneficial interest in trust is carried at fair value based on quoted market prices of the underlying investments. Changes in the fair value of the beneficial interest in trust are reflected in the temporarily restricted class of net assets due to the time restrictions of the distributions. Distributions from the trust are reflected as reductions in the beneficial interest in trust and reclassified from temporarily restricted to unrestricted net assets.

UPPER PENINSULA ANIMAL WELFARE SHELTER

NOTE A--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES--Continued

Donated Services and Materials

Contributed professional services are recognized if the services received (a) create or enhance non-financial assets or (b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. The amount of such donated services recorded and reflected in the accompanying financial statements was \$10,800 for the year ended December 31, 2016.

Contributions of tangible assets are recognized at fair market value when received. Donated goods are rarely resold by the Shelter and consist mainly of items used in shelter operations, such as food, supplies, and similar items. The Shelter recognized \$27,342 of donated materials for the year ended December 31, 2016.

Use of Estimates

Preparation of the Shelter's financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of management's estimates. Actual results could differ from these estimates.

Subsequent Events

Subsequent events were evaluated through May 22, 2017, which is the date the financial statements were available to be issued.

NOTE B--INVESTMENTS

Market value and unrealized appreciation on investments are as follows:

	December 31, 2016						
		Cost	F	air Value		realized oreciation	
Short-term investments	\$	5,477	\$	5,477			
Mutual funds		160,365		168,063	\$	7,698	
Common stocks and exchange traded funds		28,132		34,680		6,548	
TOTAL INVESTMENTS	\$	193,974	\$	208,220	\$	14,246	

UPPER PENINSULA ANIMAL WELFARE SHELTER

NOTE C--PLEDGES RECEIVABLE

During 2015, the Shelter commenced a capital campaign. The campaign goal was \$3.7 million to be used to finance the construction of a new animal shelter. Pledges receivable at December 31, 2016, are as follows:

	 2016
Receivable in less than one year	\$ 57,700
Receivable in two to five years	76,700
Receivable in more than five years	3,250
Gross receivables	 137,650
Less allowance for uncollectible pledges	(10,324)
Less discount to net present value (discounted at 3%)	 (6,000)
NET UNCONDITIONAL PLEDGES RECEIVABLE	\$ 121,326

NOTE D--NET ASSET DESIGNATIONS AND RESTRICTIONS

Net asset designations and restrictions at December 31, 2016, are as follows:

Unrestricted		
Designated for construction of	\$ 1,147,183	
Undesignated		304,363
	TOTAL UNRESTRICTED	1,451,546
Temporarily Restricted		
Beneficial interest in trust		592,670
New shelter facility		788,853
Horse protection and educat	ion	 34,631
TOTAL TE	 1,416,154	
Permanently Restricted		
Land		9,800
Beneficial interests in Marque	ette Community Foundation	100,000
Endowment fund	•	184,717
TOTAL PER	RMANENTLY RESTRICTED	294,517
	TOTAL NET ASSETS	\$ 3,162,217

The parcel of land on which the Shelter facility is located was transferred to the Shelter on May 14, 2001, by the Board of County Road Commissioners for the County of Marquette via Quit-Claim Deed for as long as the property is used as an animal shelter.

UPPER PENINSULA ANIMAL WELFARE SHELTER

NOTE D--NET ASSET DESIGNATIONS AND RESTRICTIONS--Continued

In 2004, the Shelter contributed assets to the Marquette Community Foundation (Foundation) to establish the Marquette County Humane Society Agency Fund (Fund). The Shelter named itself as the beneficiary of the expendable earnings, which are to be distributed at least annually. The Shelter granted variance power to the Foundation, whereby if the Fund is terminated or if the Foundation dissolves, ceases to exist, or ceases to hold or administer the funds, the governing board of the Foundation shall distribute the net assets as it chooses, giving primary consideration to the Shelter or to an organization or purpose recommended by the Shelter. In accordance with FASB ASC 958-20, *Not-for-Profit Entities - Financially Interrelated Entities*, these amounts are reported on the Shelter's statement of financial position as a beneficial interest in assets held by the Marquette Community Foundation. Earning distributions are recognized as an increase in unrestricted net assets.

Permanently restricted net assets include amounts designated by donors for an endowment fund. Income earned on investments may be used for general purposes.

NOTE E--INCOME TAX STATUS

The Shelter, a publicly supported organization, is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code and, accordingly, has recorded no liability for federal income taxes. Additionally, the Shelter is exempt from federal unemployment taxes under the same section of the Internal Revenue Code.

The Shelter files Form 990 with the Internal Revenue Service. The Shelter believes that its income tax filing positions will be sustained upon examination and does not anticipate any adjustments that would result in a material adverse effect on the Shelter's financial condition, results of operations, or cash flows.

NOTE F--CONCENTRATION OF CREDIT RISK

At December 31, 2016, the Shelter had cash deposits in excess of federally-insured limits. Uninsured deposits totaled \$1,882,965 at December 31, 2016. The deposits in excess of federally-insured limits are based on the Shelter's bank balances as of December 31, 2016.

NOTE G--BENEFICIAL INTEREST IN TRUST

During the year ended December 31, 2016, the Shelter was notified that it was named as the beneficiary of the Jack & Patricia Dixon Irrevocable Trust FBO UPAWS (Trust). The Trust is managed by a financial institution.

The Shelter has unconditional rights to income distributions from the Trust. Income is to be distributed at least annually for a 10-year term. At the end of the 10-year term, the Shelter will be the unconditional beneficiary of the remaining Trust assets plus any undistributed income.

Neither the annual income distributions, nor the final distribution is restricted as to use.

UPPER PENINSULA ANIMAL WELFARE SHELTER

NOTE G--BENEFICIAL INTEREST IN TRUST--Continued

The Shelter recorded bequest revenue of \$556,764 representing the estimated fair value of the Trust assets at the date of the grantor's death. The Shelter periodically adjusts the amount recorded as the beneficial interest to the fair value of the Trust assets as reported by the financial institution. The bequest revenue and the changes in the fair value of the beneficial interest in the Trust assets are recorded in the statement of activities in the temporarily restricted net asset class, due to the time restriction. At December 31, 2016, the fair value of the Trust assets totaled \$592,670.

NOTE H--FAIR VALUE MEASUREMENTS

Accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to the valuation techniques used to measure fair value. The hierarchy consists of three broad levels:

Level 1: Unadjusted quoted prices in active markets for identical assets that are accessible at the measurement date.

Level 2: Quoted prices for similar assets in active markets; quoted prices for identical or similar assets in markets that are not active; or inputs that are observable, either directly or indirectly.

Level 3: Inputs are unobservable, that is, the inputs are supported by little or no market activity.

The following is a description of the valuations methodologies used for instruments measured at fair value:

<u>Investments</u>: The fair value of short-term investments, mutual funds, and common stocks and exchange traded funds is the market value based on quoted market prices, when available, or market prices provided by recognized broker dealers. If listed prices or quotes are not available, fair value is based upon externally developed models that use unobservable inputs due to the limited market activity of the instrument.

<u>Beneficial interests</u>: The fair value of beneficial interests is based on quoted market prices of the underlying investments.

UPPER PENINSULA ANIMAL WELFARE SHELTER

NOTE H--FAIR VALUE MEASUREMENTS--Continued

The following table presents information about the Shelter's investments and beneficial interests measured at fair value on a recurring basis at December 31, 2016.

	Fair Value	Level 1	Level 2	Level 3
Investments:				
Short-term investments	\$ 5,477	\$ 5,477		
Mutual funds	168,063	168,063		
Common stocks	34,680	34,680		
Total Investment Securities	208,220	208,220	\$ 0	\$ 0
Beneficial interests:				
Beneficial interest in assets held by the Marquette Community Foundation				95,980
Beneficial interest in trust			592,670	33,300
Total Beneficial Interests	0	0	592,670	95,980
TOTAL	\$ 208,220	\$ 208,220	\$ 592,670	\$ 95,980

The changes in assets, at fair value, for which the Shelter has used Level 3 inputs to determine fair value are as follows:

Balance at January 1, 2016	\$ 93,145
Change in value of beneficial interests	5,925
Distributions	(3,090)
Balance at December 31, 2016	\$ 95,980

UPPER PENINSULA ANIMAL WELFARE SHELTER

NOTE I--ENDOWMENT FUND

The Uniform Prudent Management of Institutional Funds Act (UPMIFA) is an update of the Uniform Management of Institutional Funds Act (UMIFA), which dates back to 1972. In September of 2009, UPMIFA was signed into law in the State of Michigan. UPMIFA requires the historical dollar amount of a donor-restricted endowment fund to be preserved. In the absence of donor restrictions, the net appreciation on a donor-restricted endowment fund is spendable under UPMIFA. The Shelter's donors have not placed restrictions on the use of the investment income or net appreciation resulting from the donor-restricted endowment funds.

The Board, upon recommendation from the Finance Committee, determines a percentage of earnings to be distributed each year.

The composition of the donor-restricted endowment fund's net assets at December 31, 2016, and changes in donor-restricted endowment fund net assets for the year ended December 31, 2016, are as follows:

	Unrestricted		Permanently nrestricted Restricted		Total
Endowment fund net assets at January 1, 2016	\$	17,860	\$	184,717	\$ 202,577
Investment return:					
Investment income		1,892			1,892
Realized gains		3,065			3,065
Unrealized appreciation		5,686			 5,686
Total investment return		10,643		0	10,643
Contributions		0		0	0
Appropriation of endowment assets for expenditure		(5,000)		0	 (5,000)
Endowment fund net assets at December 31, 2016	\$	23,503	\$	184,717	\$ 208,220

UPPER PENINSULA ANIMAL WELFARE SHELTER

NOTE J--COMMITMENTS

The Shelter has contracts with the City of Marquette, Marquette County, Negaunee Township, Ely Township, and Chocolay Township, which require it to provide various types of care for stray animals. All contracts are open-ended, with either party able to cancel the contract; some contracts require 20 days notice, while other contracts are silent. The Shelter issues monthly invoices for services rendered.

In 2016, the Shelter entered into a contract with an independent contractor for the construction of a new shelter. The total contract price of this project is \$3,526,830. The construction of the shelter is expected to begin in June 2017.

NOTE K--PRIOR PERIOD RESTATEMENT

In 2016, the Shelter discovered an error in the application of U.S. Generally Accepted Accounting Principles (GAAP). During the year ended December 31, 2015, the Shelter had incorrectly recorded donation revenue and a corresponding asset (beneficial interests in assets held by the Marquette Community Foundation) representing an endowment fund that a donor had established with the Marquette Community Foundation (Foundation) naming the Shelter as the income beneficiary. At the time the transaction was recorded, the Shelter believed the governing agreement between the donor and the Foundation did not grant the Foundation variance powers. Subsequently, the Shelter has discovered this to be incorrect, as the Foundation does have variance powers. Therefore, in accordance with GAAP, correcting this error caused permanently restricted and total net assets at December 31, 2015, to decrease by \$391,665. The effect of the restatement on the change in net assets for the year ended December 31, 2015, was a decrease of \$391,665.