



**ANIMAL WELFARE SOCIETY, INC.  
AND AFFILIATE**

**AUDIT OF FINANCIAL STATEMENTS  
AND  
ADDITIONAL INFORMATION**

**YEAR ENDED MARCH 31, 2014**

**ANIMAL WELFARE SOCIETY, INC. AND AFFILIATE**

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AND  
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**PAGE**

**FINANCIAL STATEMENTS**

Independent Auditors' Report	1
Combined Statement of Financial Position	2
Combined Statement of Activities	3
Combined Statement of Cash Flows	4 - 5
Notes to Financial Statements	6 - 13

**ADDITIONAL INFORMATION**

Independent Auditors' Report on Additional Information	14
Combining Statement of Financial Position	15
Combining Statement of Activities	16
Combined Schedule of Functional Expenses	17

INDEPENDENT AUDITORS' REPORT

*"Trusted Advisors for  
over 50 years!"*

October 14, 2014

Board of Directors  
Animal Welfare Society, Inc. and Affiliate  
Kennebunk, Maine

We have audited the accompanying combined financial statements of the Animal Welfare Society, Inc. (a nonprofit organization) and Affiliate, which comprise the combined statement of financial position as of March 31, 2014, and the related combined statements of activities and cash flows for the year then ended, and the related notes to the combined financial statements.

***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these combined 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 combined 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 of material misstatement.

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

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

***Opinion***

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Animal Welfare Society, Inc. and Affiliate as of March 31, 2014, and the changes in their net assets and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

*Cummings, Lamont & McNamee, P.A.*

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Kennebunk, Maine**

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ANIMAL WELFARE SOCIETY, INC. AND AFFILIATE  
COMBINED STATEMENT OF FINANCIAL POSITION

MARCH 31, 2014  
WITH COMPARATIVE TOTALS FOR MARCH 31, 2013

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total	March 31, 2013 Total (Memorandum Only)
<b>ASSETS</b>					
Cash	\$ 112,170	\$ 106,045	\$ -	\$ 218,215	\$ 218,038
Accounts receivable	5,910	-	-	5,910	3,238
Bequests receivable	365,493	-	-	365,493	49,872
Investments	3,343,987	-	224,989	3,568,976	3,030,159
Inventory	38,073	-	-	38,073	22,970
Prepaid expenses	23,056	-	-	23,056	15,623
Beneficial interest in charitable trusts	178,888	36,310	193,769	408,967	340,984
Property and equipment, net	1,080,258	-	-	1,080,258	1,125,179
Intangible assets, net	64,279	-	-	64,279	-
<b>Total Assets</b>	<b>\$5,212,114</b>	<b>\$ 142,355</b>	<b>\$ 418,758</b>	<b>\$5,773,227</b>	<b>\$ 4,806,063</b>
<b>LIABILITIES</b>					
Accounts payable and accrued expenses	\$ 81,691	\$ -	\$ -	\$ 81,691	\$ 62,878
Accrued salaries	30,231	-	-	30,231	50,987
Line of credit	-	-	-	-	35,000
Deferred revenue	42,943	-	-	42,943	41,675
<b>Total Liabilities</b>	<b>154,865</b>	<b>-</b>	<b>-</b>	<b>154,865</b>	<b>190,540</b>
<b>NET ASSETS</b>					
Unrestricted:					
Designated as funds					
functioning as endowment	2,577,869	-	-	2,577,869	2,214,441
Undesignated	2,479,380	-	-	2,479,380	1,918,565
Temporarily restricted	-	142,355	-	142,355	71,939
Permanently restricted	-	-	418,758	418,758	410,578
<b>Total Net Assets</b>	<b>5,057,249</b>	<b>142,355</b>	<b>418,758</b>	<b>5,618,362</b>	<b>4,615,523</b>
<b>Total Liabilities and Net Assets</b>	<b>\$5,212,114</b>	<b>\$ 142,355</b>	<b>\$ 418,758</b>	<b>\$5,773,227</b>	<b>\$ 4,806,063</b>

*See Notes to Financial Statements*

ANIMAL WELFARE SOCIETY, INC. AND AFFILIATE

COMBINED STATEMENT OF ACTIVITIES

YEAR ENDED MARCH 31, 2014  
WITH COMPARATIVE TOTALS FOR THE YEAR ENDED MARCH 31, 2013

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total	March 31, 2013 Total (Memorandum Only)
<b>OPERATING SUPPORT AND REVENUE</b>					
Donations and bequests	\$1,146,304	\$ 163,392	\$ -	\$ 1,309,696	\$ 1,303,167
Membership dues	26,461	-	-	26,461	28,764
Municipal fees	183,553	-	-	183,553	177,101
Adoption fees	358,470	-	-	358,470	340,738
Miscellaneous fees and income	92,365	-	-	92,365	90,011
Fundraising and special events	96,232	32,162	-	128,394	133,820
Net assets released from restrictions	125,138	(125,138)	-	-	-
Total Operating Support and Revenue	2,028,523	70,416	-	2,098,939	2,073,601
<b>NON-OPERATING SUPPORT AND REVENUE</b>					
In-kind website donation	53,662	-	-	53,662	-
Interest and dividends	104,981	-	-	104,981	75,074
Gains (losses) on investments	442,212	-	-	442,212	171,557
Gains (losses) on charitable trusts	23,493	-	8,180	31,673	20,248
Gains (losses) on disposal of asset	-	-	-	-	(221)
Total Non-Operating Support and Revenue	624,348	-	8,180	632,528	266,658
<b>EXPENSES</b>					
Program service	1,371,125	-	-	1,371,125	1,214,970
Management and general	190,072	-	-	190,072	151,396
Fundraising and special events	167,431	-	-	167,431	134,934
Total Expenses	1,728,628	-	-	1,728,628	1,501,300
CHANGE IN NET ASSETS	924,243	70,416	8,180	1,002,839	838,959
NET ASSETS TRANSFER	-	-	-	-	210,544
NET ASSETS, BEGINNING OF YEAR	4,133,006	71,939	410,578	4,615,523	3,566,020
NET ASSETS, END OF YEAR	\$5,057,249	\$ 142,355	\$ 418,758	\$ 5,618,362	\$ 4,615,523

See Notes to Financial Statements

ANIMAL WELFARE SOCIETY, INC. AND AFFILIATE

COMBINED STATEMENT OF CASH FLOWS

YEAR ENDED MARCH 31, 2014

WITH COMPARATIVE TOTALS FOR THE YEAR ENDED MARCH 31, 2013

		March 31, 2013 (Memorandum Only)
CASH FLOWS FROM OPERATING ACTIVITIES:		
Change in net assets	\$ 1,002,839	\$ 838,959
Adjustments to reconcile change in net assets to net cash provided by (used in) in operating activities:		
Depreciation and amortization	72,558	87,576
(Gains) losses on investments	(442,211)	(171,557)
(Gains) losses on charitable trusts	(31,673)	(20,248)
(Gains) losses on disposal of fixed asset	-	221
Changes in operating assets and liabilities:		
Accounts receivable	(2,672)	144
Bequests receivable	(315,621)	(49,872)
Inventory	(15,103)	(1,317)
Prepaid expenses	(7,433)	(10,655)
Beneficial interest in charitable trusts	(36,310)	-
Accounts payable and accrued expenses	13,945	2,916
Accrued salaries	(20,756)	(22)
Deferred revenue	1,268	1,023
Net cash provided by (used in) operating activities	<u>218,831</u>	<u>677,168</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Donated intangible assets	(53,662)	-
Proceeds from sales of investments	810,216	1,301,103
Purchases of investments	(901,954)	(1,681,406)
Cash paid for purchase of intangible assets	(14,000)	-
Cash paid for purchase of property and equipment	<u>(24,254)</u>	<u>(436,978)</u>
Net cash provided by (used in) investing activities	<u>(183,654)</u>	<u>(817,281)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net proceeds (repayments) on line of credit	(35,000)	(5,000)
Proceeds from charitable lead unitrust	-	10,676
Net cash provided by (used in) financing activities	<u>(35,000)</u>	<u>5,676</u>
NET INCREASE (DECREASE) IN CASH	177	(134,437)
CASH, BEGINNING OF YEAR	<u>218,038</u>	<u>352,475</u>
CASH, END OF YEAR	<u>\$ 218,215</u>	<u>\$ 218,038</u>

See Notes to Financial Statements

**ANIMAL WELFARE SOCIETY, INC. AND AFFILIATE**

**COMBINED STATEMENT OF CASH FLOWS**

**YEAR ENDED MARCH 31, 2014**

**WITH COMPARATIVE TOTALS FOR THE YEAR ENDED MARCH 31, 2013**

**SUPPLEMENTAL CASH FLOW DISCLOSURES:**

During the year ended March, 31, 2014 the Society paid \$583 in interest. There were no cash payments for income taxes for the year ended March, 31, 2014.

During the year ended March 31, 2014 the Society received a donated intangible asset valued at \$53,662.

*See Notes to Financial Statements*

ANIMAL WELFARE SOCIETY, INC. AND AFFILIATE

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED MARCH 31, 2014

Note 1 – Summary of Significant Accounting Policies

Nature of Activities - The Animal Welfare Society, Inc. ("Society") is a not-for-profit Maine corporation organized May 31, 1967. The Society exists to provide humane shelter and care to animals temporarily in need of housing, and to further the cause of responsible animal adoption and ownership through education and public awareness. The Society actively promotes kindness, the elimination of cruelty and neglect to all animals, and the lifelong commitment of people to their pets. The Society's principal sources of revenue are donations, fees, investment income and fundraising activities.

The Cleo Fund (the "Affiliate") is a not-for-profit Maine corporation existing to provide subsidies to low-income individuals to cover the cost of animal spay and neuter surgeries. The Affiliate's principal source of revenue is donations. Effective January 1, 2013, operation and control of The Cleo Fund was assumed by the Animal Welfare Society, Inc. through the appointment of three members of the Board of Directors of the Animal Welfare Society to the three member Board of Directors of The Cleo Fund. Management of the Society believes the combined financial statements provide a more complete presentation of the financial position and results of operations of the Society.

Basis of Accounting - The combined financial statements include the accounts of the Animal Welfare Society, Inc. and The Cleo Fund which are affiliated through common control. Significant intercompany transactions and balances have been eliminated in the combination. The combined financial statements have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables and other accruals, if applicable.

Basis of Presentation - Financial statement presentation follows the recommendations of the Financial Accounting Standards Board in its Statement of Financial Accounting Standards, *Financial Statements of Not-for-Profit Organizations*. Under this standard, the Society is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

Measure of Operations - In its statement of activities, the Society includes in its definition of operations all revenues and expenses that are an integral part of its programs and supporting activities. Investment income, including net realized and unrealized gains and losses, contributions of intangible assets, and contributions of permanently restricted net assets are recognized as non-operating support and revenue.

Unrestricted net assets - Net assets not subject to donor-imposed stipulations.

Temporarily restricted net assets - Net assets subject to donor-imposed stipulations that may or will be met, either by activities of the Society and/or the passage of time.

Permanently restricted net assets - Net assets subject to donor-imposed stipulations that they be maintained permanently by the Society. Generally, the donors of the assets permit the Society to use all or part of the income earned on related investments for general or specific purposes.

Cash - For purposes of the Statement of Cash Flows, the Society and Affiliate consider all highly liquid investments with an initial maturity of three months or less to be cash equivalents.

Donated Assets - Donated marketable securities and other noncash donations are recorded as contributions at their estimated fair values at the date of donation.

Donated Services - Donated services are reflected in the financial statements at the fair value of the services received only if the services (a) create or enhance nonfinancial assets or (b) require specialized skills that are provided by individuals possessing those skills and would typically need to be purchased if not provided by donation.

Accounting Estimates and Assumptions - Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported support revenues and expenses. Actual results could differ from those estimates.



ANIMAL WELFARE SOCIETY, INC. AND AFFILIATE

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED MARCH 31, 2014

Note 1 – Summary of Significant Accounting Policies (continued)

Expense Allocation - The costs of providing various programs and other activities have been summarized on a functional basis in the Statement of Activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Income Tax Status - Both the Society and the Affiliate are exempt from federal and state income taxes under Section 501(c)(3) of the Internal Revenue Code. In addition, both entities qualify for the charitable contribution deduction under Section 170(b)(1)(A) and have been classified as organizations that are not a private foundations under Section 509(a)(2).

The federal returns of organizations exempt from income tax of the Society and Affiliate are subject to examination generally for three years after they are filed. The Society and Affiliate do not believe that there are any uncertain tax positions taken in preparation of the returns that would impact these financial statements.

Inventory - Inventory is valued at the lower of cost (first-in, first-out) or market and consists of veterinary supplies, cookbooks, apparel and other items held for sale.

Investments - The Society and Affiliate carry investments in marketable securities with readily determinable fair values and all investments in debt securities at their fair values in the statement of financial position. Unrealized gains and losses are included in the change in net assets in the accompanying statement of activities.

Promises to Give - Unconditional promises to give are recorded as received. Unconditional promises to give due in subsequent years are recorded at their present value, using risk-free interest rates applicable to the years in which the promises are received to discount the amounts. Conditional promises to give are recognized when the conditions on which they depend are substantially met.

Bequests Receivable - The Society and Affiliate are beneficiaries under various wills and trust agreements, some of which the total realizable amount is not presently determinable. Such amounts are recorded when a will or trust is declared valid by a probate court and the proceeds are measurable. Management provides for probable uncollectible amounts through a provision for bad debt expense and an adjustment to a valuation allowance based on its assessment of the current status of individual accounts. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a reduction in bequests receivable. There is no allowance for uncollectible accounts at March 31, 2014.

Property and Equipment - Purchased land, buildings, furnishings and equipment are carried at cost. Contributed assets are carried at their fair market value at the time of the gift. Major additions are included in the property accounts while maintenance and repairs which do not improve or extend the life of the assets are expensed currently. Depreciation is computed using the straight-line and declining balance methods of depreciation over the assets' estimated lives as follows:

<u>Assets</u>	<u>Life in Years</u>
Buildings	15-30
Land improvements	10
Equipment	5-10

Recognition of Donor-Restricted Contributions - Support that is restricted by the donor is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statement of Activities as net assets released from restrictions.

Concentration of Credit Risk for Cash Held in Banks and Brokerage Accounts - The Society and Affiliate maintain cash balances at a local bank and in brokerage accounts, and deposits are insured by the Federal Deposit Insurance Corporation or the Securities Investor Protection Corporation. At March 31, 2014, cash held at the local bank totaled \$167,121. The book value was \$115,205. Cash held in brokerage accounts totaled \$101,165. The book value was \$101,165. At March 31, 2014, no cash balances were uninsured.

# ANIMAL WELFARE SOCIETY, INC. AND AFFILIATE

## NOTES TO FINANCIAL STATEMENTS

YEAR ENDED MARCH 31, 2014

### Note 1 – Summary of Significant Accounting Policies (continued)

Reclassifications - Certain reclassifications have been made to the March 31, 2013 financial statement presentation to correspond to the current year's format. Net assets and changes in net assets are unchanged due to these reclassifications.

### Note 2 – Cash

Cash is available for the following purposes as of March 31, 2014:

	<u>Unrestricted</u>	Temporarily <u>Restricted</u>	<u>Total</u>
Designated as funds functioning as endowment	\$ 74,234	\$ -	\$ 74,234
Undesignated	37,936	-	37,936
Restricted to Sanford Dog Park	-	9,745	9,745
Restricted to Courtyard Project	-	9,842	9,842
Restricted to Animal Resource Center	-	10,000	10,000
Restricted to Spay/Neuter programs	-	33,202	33,202
Restricted to other uses	-	43,256	43,256
Total	\$ <u>112,170</u>	\$ <u>106,045</u>	\$ <u>218,215</u>

### Note 3 – Bequests Receivable

The Society and Affiliate are beneficiaries under various wills and trust agreements, some of which the total realizable amount is not presently determinable. Such amounts are recorded when a will or trust is declared valid by a probate court and the proceeds are measurable. At March 31, 2014 one bequest receivable met this criteria and is reflected in the combined statement of financial position.

### Note 4 – Investments

The Society and Affiliate have elected to report their investments at fair value. The Statement of Financial Accounting Standards, *Accounting for Certain Investments Held by Not-for-Profit Organizations*, specifies that investments in equity securities with readily determinable fair values should be reported at their fair value.

Investments as of March 31, 2014, are summarized as follows:

	<u>Cost</u>	<u>Fair Value</u>
Corporate stocks and bonds	\$ 2,728,375	\$ 3,483,086
US Government obligations	<u>85,367</u>	<u>85,890</u>
Total	\$ <u>2,813,742</u>	\$ <u>3,568,976</u>

The following schedule summarizes the investment return and its classification in the statement of activities for the year ended March 31, 2014:

	<u>Unrestricted</u>
Investment income	\$ 104,863
Net realized and unrealized gains	<u>414,968</u>
Total investment return	\$ <u>519,831</u>

# ANIMAL WELFARE SOCIETY, INC. AND AFFILIATE

## NOTES TO FINANCIAL STATEMENTS

YEAR ENDED MARCH 31, 2014

### Note 5 – Fair Values of Assets

Effective April 1, 2008, the Society and Affiliate adopted Statement of Financial Accounting Standards, *Fair Value Measurements*, which provides a framework for measuring fair value under GAAP. This standard defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The standard requires that valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. The standard also established a fair value hierarchy, which prioritizes the valuation inputs into three broad levels.

There are three general valuation techniques that may be used to measure fair value, as described below:

- A) Market approach – Uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. Prices may be indicated by pricing guides, sale transactions, market trades, or other resources;
- B) Cost approach – Based on the amount that currently would be required to replace the service capacity of an asset (replacement cost); and
- C) Income approach – Uses valuation techniques to convert future amounts to a single present amount based on current market expectations about the future amounts (includes present value techniques, and option-pricing models). Net present value is an income approach where a stream of expected cash flows is discounted at an appropriate market interest rate.

Assets itemized below were measured at fair value during the year ended using the market approach for Level 1 measurements and income approach for Level 2 measurements.

<u>Fair Value Measurements Using</u>				
		Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	<u>Fair Value</u>			
<u>March 31, 2014</u>				
Investment in equities	\$ 2,862,332	\$ 2,862,332	\$ -	\$ -
Investment in corporate bonds	620,754	620,754	-	-
Investment in government bonds	85,890	85,890	-	-
Beneficial interest in charitable trusts	<u>408,967</u>	<u>372,657</u>	<u>36,310</u>	-
Total Assets	\$ <u>3,941,633</u>	\$ <u>3,941,633</u>	\$ <u>36,310</u>	\$ -

The fair value of a split interest agreement, classified as beneficial interest in charitable trusts within the combined statement of financial position, has been measured using an income approach that utilizes present value techniques using level 2 inputs for interest rates, yield curves, and life expectancy tables, as described in Note 13.

# ANIMAL WELFARE SOCIETY, INC. AND AFFILIATE

## NOTES TO FINANCIAL STATEMENTS

YEAR ENDED MARCH 31, 2014

### Note 6 – Property and Equipment

Property and equipment consists of the following at March 31, 2014:

Land	\$	627,394
Buildings		1,175,522
Land improvements		268,741
Equipment		180,955
Automobile		<u>18,323</u>
		2,270,935
Less accumulated depreciation		<u>1,190,677</u>
Total property and equipment	\$	<u>1,080,258</u>

### Note 7 – Intangible Assets

Intangible assets consist of the following at March 31, 2014:

Website		67,662
Less accumulated amortization		<u>3,383</u>
Total intangible assets	\$	<u>64,279</u>

### Note 8 – Line of Credit

In December 2010, the Society obtained a \$200,000 revolving line of credit from Kennebunk Savings Bank to help finance its short-term cash flow needs. This line is collateralized by the Society's real property located in York County and any rents on the property. Interest is payable monthly on outstanding balances at an interest rate equal to the annual U.S. Prime Rate as published in the "Wall Street Journal" (which was 3.250% at the time of the agreement). At March 31, 2014, the line's effective rate of interest was 3.25%. As of March 31, 2014 was no outstanding balance under the line of credit.

Interest expense for the year ended March 31, 2014 was \$354.

### Note 9 – Board-Designated Net Assets

As discussed in Note 12, as of March 31, 2014, the Board of Directors of the Society had designated \$2,577,869 of unrestricted net assets as a general endowment fund to support the mission of the Society. Since this amount resulted from an internal designation and is not donor-restricted, the designation is classified and reported as unrestricted net assets.

### Note 10 – Temporarily Restricted Net Assets

Temporarily restricted net assets are available for the following purposes:

Restricted to Sanford Dog Park	\$	9,745
Restricted to Courtyard Project		9,842
Restricted to Animal Resource Center		10,000
Restricted to Spay/Neuter programs		33,202
Time restriction - beneficial interest in charitable trust		36,310
Restricted to other uses		<u>43,256</u>
Total	\$	<u>142,355</u>

ANIMAL WELFARE SOCIETY, INC. AND AFFILIATE

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED MARCH 31, 2014

Note 10 – Temporarily Restricted Net Assets (continued)

Net assets were released from donor restrictions by incurring expenses satisfying the purpose or time restrictions specified by donors as follows:

Purpose restrictions accomplished:

Restricted to Spay/Neuter programs	\$	35,888
Restricted to the Spay/Neuter Grant		24,682
Restricted to Animal Medical Care		32,162
Other restricted amounts		<u>32,406</u>
Total restrictions released	\$	<u>125,138</u>

Note 11 – Permanently Restricted Net Assets

Permanently restricted net assets consist of the following:

Donor-designated endowment funds, Note 12	\$	224,989
Beneficial interest in a charitable foundation, Note 13		<u>193,769</u>
Total	\$	<u>418,758</u>

Note 12 – Endowment Funds

In January 2009, the Financial Accounting Standards Board (FASB) issued FASB Staff Position, *Endowments of Not-for-Profit Organizations: Net Asset Classification of Funds Subject to an Enacted Version of the Uniform Prudent Management of Institutional Funds Act, and Enhanced Disclosures for All Endowment Funds* ("the Staff Position"). The Staff Position provides guidance on the net asset classification of donor-restricted endowment funds for a nonprofit organization that is subject to an enacted version of the Uniform Prudent Management of Institutional Funds Act of 2006 (UPMIFA). The Staff Position also requires additional disclosures about an organization's endowment fund (both donor restricted endowment funds and board-designated endowment funds) whether or not the organization is subject to UPMIFA.

The State of Maine enacted UPMIFA in 2009, the provisions of which apply to endowment funds existing on or established after that date. The Society has adopted the Staff Position for the year ended March 31, 2010. The Society's endowment investing policy's objective is to grow the fund over time to support the purposes as defined above. The fund will meet this objective by investing endowment funds in fixed income and equity investments. The Society spends the earnings of the above funds for purposes as deemed necessary by the Society.

As of March 31, 2014, the Society had endowment funds totaling \$2,802,858 consisting of both donor-restricted funds and funds designated by the Board of Directors to function as endowments. As required by generally accepted accounting principles, net assets associated with endowment funds, including funds designated by the Board of Directors to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

The Board of Directors of the Society has interpreted the State Prudent Management of Institutional Funds Act (SPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Society classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund.

# ANIMAL WELFARE SOCIETY, INC. AND AFFILIATE

## NOTES TO FINANCIAL STATEMENTS

YEAR ENDED MARCH 31, 2014

### Note 12 – Endowment Funds (continued)

As of March 31, 2014, the Board of Directors of the Society had designated \$2,577,869 of unrestricted net assets as a general endowment fund to support the mission of the Society. Since that amount resulted from an internal designation and is not donor-restricted, it is classified and reported as unrestricted net assets.

The Society's investment spending policy consists of distributing monthly, the previous month's net investment income including interest, dividends and capital gain distributions from investments. The distributions do not account for any change in the fair value of the endowment fund. Accordingly, over the long-term, the Society expects the current policy to allow its endowment funds to grow at an average of 3-4% annually. This is consistent with the Society's objective to attempt to provide a predictable stream of funding from its endowment funds while also maintaining the purchasing power of the endowment assets as well as to provide additional real growth through investment return.

Endowment Net Asset Composition by fund as of March 31, 2014 is as follows:

	Unrestricted	Permanently Restricted	Total
Donor-designated endowment funds	\$ -	\$ 224,989	\$ 224,989
Board-designated endowment funds	<u>2,577,869</u>	<u>-</u>	<u>2,577,869</u>
Total	\$ <u>2,577,869</u>	\$ <u>224,989</u>	\$ <u>2,802,858</u>

Changes in endowment net assets as of March 31, 2014 are as follows:

	Unrestricted	Permanently Restricted	Total Net Endowment Assets
Endowment net assets, beginning of year	\$ 2,214,441	\$ 224,989	\$ 2,439,430
Investment income net of fees	209,752	-	209,752
Distributions	(55,067)	-	(55,067)
Unrealized gains on endowment	<u>208,743</u>	<u>-</u>	<u>208,743</u>
Total	\$ <u>2,577,869</u>	\$ <u>224,989</u>	\$ <u>2,802,858</u>

### Note 13 – Charitable Trusts

The Society is beneficiary of the following charitable trusts at March 31, 2014:

#### Unrestricted:

The Society is beneficiary of the Leila Gaines charitable trust which is administered by a related trustee. Both income and principal are available for the Society's use. The trust owned assets with a market value of \$178,888 as of March 31, 2014. There were no distributions from the trust during fiscal 2014.

#### Temporarily restricted:

During the year ended March 31, 2014 the Society was notified that it is a remainder beneficiary of the Conderman charitable remainder trust held and administered by outside trustees. Under the terms of the trust one income beneficiary currently receives, first from income and, to the extent that income is insufficient, from principal, a total annuity each year equal to 6% of the net fair market value of the trust assets as of the first day of the trust year. Upon the death of the beneficiary, a percent of the remaining principal is to be distributed to the Society. The expected future cash flow of \$36,310 represents the Society's share of the fair market value of the trust principal at March 31, 2014.

ANIMAL WELFARE SOCIETY, INC. AND AFFILIATE

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED MARCH 31, 2014

Note 13 – Charitable Trusts (continued)

The Society's interest in the Conderman charitable remainder trust has been recognized at the present value of the expected future cash flow payments discounted at a rate of 2.2% and a 9.4 year remaining life expectancy of the income beneficiary. The actual rate of return and life of the income beneficiary could differ from these amounts. Additionally the percentage of the principal to be distributed to the Society upon death of the income beneficiary is uncertain due to a trust drafting error. As a result, it is at least reasonably possible that the Society's estimate of the present value of this interest will change in the near term.

Permanently restricted:

The Society is beneficiary of 8.33% of The Clark Foundation charitable trust held and administered by outside trustees. The Society will receive annual distributions based upon the income of the trust in perpetuity. The trust owned assets for the benefit of the Society with a market value of \$193,769 as of March 31, 2014. Distributions from the trust totaled \$8,185 during fiscal year 2014.

Note 14 – Donated Assets and Services

Donated services included in the financial statements consist of accounting services with a value of \$3,990 and website design services of \$53,662 for the year ended March 31, 2014. In addition, a substantial number of volunteers have donated significant amounts of their time in the Society's and Affiliate's operations, program services and fundraising activities which is not recognized in the financial statements because it does not meet the criteria described in Note 1. Donated assets included in the financial statements consist of noncash donations with a value of \$4,075 for the year ended March 31, 2014.

Note 15 – Retirement Plan

The Society has established a defined contribution plan covering all employees with at least \$5,000 in annual compensation who agree to make contributions to the plan. The Society matches participants' contributions to the plan up to 3% of the individual participant's compensation. Total expense for the year ended March 31, 2014, was \$18,716.

Note 16 – Subsequent Events

Subsequent events have been evaluated through October 14, 2014, which is the date the financial statements were available to be issued. There were no material events at October 14, 2014 that would require disclosure in the financial statements.

INDEPENDENT AUDITORS' REPORT  
ON ADDITIONAL INFORMATION

October 14, 2014

Board of Directors  
Animal Welfare Society, Inc. and Affiliate  
Kennebunk, Maine

We have audited the combined financial statements of the Animal Welfare Society, Inc. and Affiliate as of and for the year ended March 31, 2014, and have issued our report thereon dated DATE, which contained an unmodified opinion on those financial statements. Our audit was conducted for the purpose of forming an opinion on the combined financial statements as a whole. The combining statements of financial position and activities as well as the combined schedule of functional expenses on pages 15 through 17 are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

*Cummings, Lamont & McNamee, P.A.*

*Certified Public Accountants*  
*Kennebunk, Maine*



**ANIMAL WELFARE SOCIETY, INC. AND AFFILIATE**

**COMBINING STATEMENT OF FINANCIAL POSITION**

**MARCH 31, 2014**

**WITH COMPARATIVE TOTALS FOR THE YEAR ENDED MARCH 31, 2013**

	<u>Animal Welfare Society, Inc.</u>	<u>The Cleo Fund</u>	<u>Combining/ Eliminating Entries</u>	<u>Combined</u>	<u>March 31, 2013 Total (Memorandum Only)</u>
<b>ASSETS</b>					
Cash	\$ 206,056	\$ 12,159	\$ -	\$ 218,215	\$ 218,037
Accounts receivable	5,910	-	-	5,910	3,238
Bequests receivable	-	365,493	-	365,493	49,872
Investments	3,353,018	215,958	-	3,568,976	3,030,159
Inventory	38,073	-	-	38,073	22,970
Prepaid expenses	23,056	-	-	23,056	15,623
Beneficial interest in charitable trusts	408,967	-	-	408,967	340,984
Property and equipment, net	1,080,258	-	-	1,080,258	1,125,179
Intangible assets, net	64,279	-	-	64,279	-
<b>Total Assets</b>	<u><u>\$5,179,617</u></u>	<u><u>\$ 593,610</u></u>	<u><u>\$ -</u></u>	<u><u>\$5,773,227</u></u>	<u><u>\$ 4,806,063</u></u>
<b>LIABILITIES</b>					
Accounts payable and accrued expenses	\$ 81,563	\$ 128	\$ -	\$ 81,691	62,878
Accrued salaries	30,231	-	-	30,231	50,987
Line of credit	-	-	-	-	35,000
Deferred revenue	42,943	-	-	42,943	41,675
<b>Total Liabilities</b>	<u>154,737</u>	<u>128</u>	<u>-</u>	<u>154,865</u>	<u>190,540</u>
<b>NET ASSETS</b>					
Unrestricted:					
Designated as funds					
functioning as endowment	2,577,869	-	-	2,577,869	2,214,441
Undesignated	1,885,898	593,482	-	2,479,380	1,918,565
Temporarily restricted	142,355	-	-	142,355	71,939
Permanently restricted	418,758	-	-	418,758	410,578
<b>Total Net Assets</b>	<u>5,024,880</u>	<u>593,482</u>	<u>-</u>	<u>5,618,362</u>	<u>4,615,523</u>
<b>Total Liabilities and Net Assets</b>	<u><u>\$5,179,617</u></u>	<u><u>\$ 593,610</u></u>	<u><u>\$ -</u></u>	<u><u>\$5,773,227</u></u>	<u><u>\$ 4,806,063</u></u>

*See Independent Auditors' Report on Additional Information on Page 14*

**ANIMAL WELFARE SOCIETY, INC. AND AFFILIATE**

**COMBINING STATEMENT OF ACTIVITIES**

**YEAR ENDED MARCH 31, 2014  
WITH COMPARATIVE TOTALS FOR THE YEAR ENDED MARCH 31, 2013**

	<u>Animal Welfare Society, Inc.</u>	<u>The Cleo Fund</u>	<u>Combining/ Eliminating Entries</u>	<u>Combined</u>	<u>March 31, 2013 Total (Memorandum Only)</u>
<b>OPERATING SUPPORT AND REVENUE</b>					
Donations and bequests	\$ 935,501	\$ 374,195	\$ -	\$ 1,309,696	\$ 1,303,167
Membership dues	26,461	-	-	26,461	28,764
Municipal fees	183,553	-	-	183,553	177,101
Adoption fees	358,470	-	-	358,470	340,738
Miscellaneous fees and income	144,201	7,164	(59,000)	92,365	90,011
Fundraising and special events	<u>125,969</u>	<u>2,425</u>	<u>-</u>	<u>128,394</u>	<u>133,820</u>
Total Operating Support and Revenue	<u>1,774,155</u>	<u>383,784</u>	<u>(59,000)</u>	<u>2,098,939</u>	<u>2,073,601</u>
<b>NON-OPERATING SUPPORT AND REVENUE</b>					
In-kind website donation	53,662	-	-	53,662	-
Interest and dividends	100,863	4,118	-	104,981	75,074
Gains (losses) on investments	414,968	27,244	-	442,212	171,557
Gains (losses) on charitable trusts	31,673	-	-	31,673	20,248
Gains (losses) on disposal of asset	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(221)</u>
Total Non-Operating Support and Revenue	<u>601,166</u>	<u>31,362</u>	<u>-</u>	<u>632,528</u>	<u>266,658</u>
<b>EXPENSES</b>					
Program service	1,371,125	59,000	(59,000)	1,371,125	1,214,970
Management and general	188,234	1,838	-	190,072	151,396
Fundraising and special events	<u>157,192</u>	<u>10,239</u>	<u>-</u>	<u>167,431</u>	<u>134,934</u>
Total Expenses	<u>1,716,551</u>	<u>71,077</u>	<u>(59,000)</u>	<u>1,728,628</u>	<u>1,501,300</u>
CHANGE IN NET ASSETS	658,770	344,069	-	1,002,839	838,959
NET ASSETS TRANSFER	-	-	-	-	210,544
NET ASSETS, BEGINNING OF YEAR	<u>4,366,110</u>	<u>249,413</u>	<u>-</u>	<u>4,615,523</u>	<u>3,566,020</u>
NET ASSETS, END OF YEAR	<u><u>\$5,024,880</u></u>	<u><u>\$ 593,482</u></u>	<u><u>\$ -</u></u>	<u><u>\$ 5,618,362</u></u>	<u><u>\$ 4,615,523</u></u>

*See Independent Auditors' Report on Additional Information on Page 14*

**ANIMAL WELFARE SOCIETY, INC. AND AFFILIATE**

**COMBINED SCHEDULE OF FUNCTIONAL EXPENSES**

**YEAR ENDED MARCH 31, 2014  
WITH COMPARATIVE TOTALS FOR THE YEAR ENDED MARCH 31, 2013**

	Program Service	Management and General	Fundraising and Special Events	Total	March 31, 2013 Total (Memorandum Only)
Automobile expense	\$ 9,630	\$ 710	\$ 171	\$ 10,511	\$ 10,908
Computer consulting and expense	995	995	-	1,990	1,155
Depreciation and amortization	65,259	5,079	2,220	72,558	87,576
Dog park expense	9	-	-	9	2,024
Education	9,801	-	-	9,801	10,672
Emergency Disaster Relief	2,630	-	-	2,630	1,279
Food	5,206	-	-	5,206	6,862
Fundraising and special events	2,474	6,721	37,404	46,599	32,571
Insurance	50,851	6,442	5,288	62,581	45,607
Internet and web site	3,488	264	-	3,752	1,944
Investment fees	-	20,793	-	20,793	16,806
Miscellaneous	7,397	19,863	5,192	32,452	21,950
Occupancy and telephone	43,732	7,492	812	52,036	45,972
Office supplies and postage	15,082	4,253	13,413	32,748	31,101
Paws Across America expenses	46,638	-	-	46,638	32,836
Payroll and payroll taxes	743,885	67,999	90,454	902,338	785,343
Printing and publications	13,735	432	10,601	24,768	17,518
Professional fees	-	44,462	-	44,462	19,744
Repairs and maintenance	33,224	3,157	-	36,381	39,131
Retirement expense	15,429	1,410	1,876	18,715	16,043
Shelter operations	37,250	-	-	37,250	43,971
Spay/Neuter program	79,531	-	-	79,531	68,313
Veterinary fees	141,049	-	-	141,049	121,383
Veterinary supplies and other	38,696	-	-	38,696	36,400
Volunteer expenses	5,134	-	-	5,134	4,191
Total Expenses	<u>\$ 1,371,125</u>	<u>\$ 190,072</u>	<u>\$ 167,431</u>	<u>\$ 1,728,628</u>	<u>\$ 1,501,300</u>

*See Independent Auditors' Report on Additional Information on Page 14*