

ARMSTRONG, BACKUS & CO., LLP

Certified Public Accountants



Financial Statements

For the Years Ended December 31, 2012 and 2011

Financial Statements

For the Years Ended December 31, 2012 and 2011

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American Institute of Certified Public Accountants Texas Society of Certified Public Accountants

Board of Trustees
San Angelo Health Foundation
San Angelo, Texas

INDEPENDENT AUDITORS' REPORT

Report of the Financial Statements

We have audited the accompanying statements of financial position of San Angelo Health Foundation as of December 31, 2012 and 2011 and the related statements of activities, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

Management's Responsibilities for the Financial Statements

Management is responsible for the preparation and fair presentation of these financials 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in 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 auditors' 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 the 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 San Angelo Health Foundation, as of December 31, 2012 and 2011 and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Other Matters

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of investment securities and schedule of cash activity for charitable purposes on pages 17 and 18 are presented for the purpose 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 records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and recordiling 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 the financial statements as a whole.

Armstrong, Backus & Co., L.L.P.

June 6, 2013



Statements of Financial Position

December 31, 2012 and 2011

		2012		2011
ASSE	<u>TS</u>			
Current Assets:				
Cash and cash equivalents	\$	179,205	\$	141,647
Prepaid expenses	s 	10,552		245
Total Current Assets	_\$_	189,757	_\$_	141,892
Investments:				
Investment securities, at market	\$	49,821,418	\$	45,605,585
Land	-	751,892		751,892
Total Investments	\$	50,573,310	_\$_	46,357,477
Fixed Assets:				
Land	\$	479,845	\$	479,845
Building and improvements		4,469,156		4,469,156
Furniture, fixtures and equipment		204,973		204,973
	\$	5,153,974	\$	5,153,974
Accumulated depreciation	(1,239,527)	(1,123,593)
Net Fixed Assets	\$	3,914,447	_\$_	4,030,381
TOTAL ASSETS	\$	54,677,514	\$	50,529,750

	2012			2011
LIABILITIES AND NET A	ASSET	<u>rs</u>		
Current Liabilities:				
Accounts payable and accrued expenses	\$	96,925	\$	107,294
Excise tax payable		-0-		42,453
Grants payable		415,418		347,998
Total Current Liabilities	\$	512,343	_\$_	497,745
Long-Term Liabilities:				
Grants payable	\$	223,403	_\$	273,403
Total Long-Term Liabilities	\$_	223,403	_\$_	273,403
Total Liabilities	\$	735,746		771,148
Net Assets:				
Unrestricted	_\$_	53,941,768	\$	49,758,602
Total Net Assets	_\$_	53,941,768	\$	49,758,602
TOTAL LIABILITIES AND NET ASSETS	\$_	54,677,514		50,529,750

Statements of Activities

For the Years Ended December 31, 2012 and 2011

	2012	2011		
Revenue and Gains				
Interest income	\$ 174	\$	230	
Dividend income	164,597		139,183	
Royalty income	177,071		188,208	
Lease bonus income	-0-		324,151	
Other income	1,139		33,473	
Capital gain income	-0-		112,011	
Gain on sale of investments	590,773		48,994	
Unrealized gain on investments	 5,789,559		-0-	
Total Revenue and Gains	\$ 6,723,313	\$	846,250	
Expenses and Losses				
Investment fees	\$ 194,033	\$	196,281	
Legal, audit and consulting fees	33,676		31,326	
Insurance	25,928		24,862	
Salaries, payroll taxes and benefits	245,947		236,936	
Property taxes	10,956		9,405	
Dues and subscriptions	2,448		2,282	
Education	29,091		30,845	
Utilities	20,181		20,638	
Depreciation	115,934		116,762	
Repairs and maintenance	25,466		15,151	
Office supplies, postage and printing	7,284		9,682	
Other expenses	13,072		12,801	
Unrealized loss on investments	-0-		1,155,026	
Excise tax	63,162		85,700	
Disbursements for charitable purposes	 1,752,969		1,808,814	
Total Expenses and Losses	\$ 2,540,147	\$	3,756,511	
Change in Net Assets	\$ 4,183,166	(\$	2,910,261)	
Unrestricted Net Assets, Beginning of Year	 49,758,602		52,668,863	
Unrestricted Net Assets, End of Year	\$ 53,941,768	\$	49,758,602	

Statements of Cash Flows

For the Years Ended December 31, 2012 and 2011

		2012		2011
Cash Flows from Operating Activities:				
Change in net assets	\$	4,183,166	(\$	2,910,261)
Adjustments to reconcile change in net assets to net cash				
used by operating activities:				
Unrealized (gain) loss on investments	(5,789,559)		1,155,026
Gain on sale of investments	(590,773)	(48,994)
Depreciation		115,934		116,762
Changes in asset and liability accounts:				
(Increase) Decrease - Prepaid expenses	(10,307)	(196)
(Increase) - Accounts payable and accrued expense	(10,369)	(11,943)
Increase (Decrease) - Excise tax payable	(42,453)	(97,630)
Increase - Grants payable		17,420	(546,268)
Net cash used by operating activities	(\$	2,126,941)	(\$	2,343,504)
Cash Flows from Investing Activities:				
Proceeds from sale of investments	\$	10,114,390	\$	6,105,597
Purchase of investments	(7,949,891)	(3,749,942)
Net cash provided by investing activities	\$	2,164,499	\$	2,355,655
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	\$	37,558	\$	12,151
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		141,647		129,496
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$	179,205	\$	141,647
Cash paid for Federal Excise Taxes	\$	115,922	\$	183,330

Notes to the Financial Statements

For the Years Ended December 31, 2012 and 2011

NOTE 1: ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the San Angelo Health Foundation (the Foundation) have been prepared on the accrual basis of accounting. The significant accounting policies followed by the Foundation are described below.

Organization – The Foundation is a nonprofit corporation qualified as a private foundation as defined in section 509(a) of the Internal Revenue Code. The Foundation's mission is to enhance the quality of life for the people of the San Angelo, Texas area. The Foundation's activities include, but are not limited to, the operation of programs to provide charitable assistance, training, and educational support for the promotion of general physical and mental health, principally for the benefit of the general population of the San Angelo, Texas area.

Tax Status – The Foundation has been determined by the Internal Revenue Service to be a private foundation under Section 509(a) of the Internal Revenue Code.

Cash and Cash Equivalents – For purposes of the statements of cash flows, the Foundation considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

Investments – Foundation investments are classified as non-current. Marketable debt and equity securities are revalued at the end of each year to reflect the current market value. The cumulative total of this revaluation is reported in the statements of activities as unrealized gain (loss) on investments.

Fixed Assets – Fixed assets are recorded at their cost. Depreciation of furniture, fixtures, and equipment is provided using the straight-line method over the estimated useful lives of the assets, which is generally five years. Building and improvements are recorded at cost and are being depreciated over periods ranging from 10 to 39.5 years on the straight-line basis.

Donations of fixed assets are recorded as support at their estimated fair value as of the date of donation. The estimated fair value of donated fixed assets represents the cost basis of the donated assets that is subject to depreciation. Maintenance and repair expenditures are expensed as incurred.

Promises to Give - Charitable expenses are recognized when the Foundation makes a promise to give to the donee that is, in substance, unconditional. Promises to give that are subject to certain future conditions or actions, on the part of the donee, are reported as contributions expense in the fiscal year in which the conditions are met. Restrictions on the Foundation's temporarily restricted net assets may be met when the Foundation makes grants for certain qualifying

Notes to the Financial Statements

For the Years Ended December 31, 2012 and 2011

purposes. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets.

Net Assets – The Foundation applies the provisions of Financial Accounting Standards Board (FASB) Codification 958, Not-for-Profit Entities (formerly SFAS No. 117, Financial Statements of Not-for-Profit Organizations). Under FASB 958, the Foundation is required to classify its net assets based on the existence or absence of donor imposed restrictions. These classifications of net assets are described as follows:

<u>Unrestricted</u> – All resources over which the governing board has discretionary control.

<u>Temporarily Restricted</u> – Resources that have donor imposed restrictions that permit the Foundation to expend the assets as specified and are satisfied either by the passage of time or by actions of the Foundation.

<u>Permanently Restricted</u> – Resources that include a donor-imposed restriction that stipulate resources be maintained permanently but permits the Foundation to use or expend part or all of the income (or other economic benefit) derived from the donated assets.

Fair Value of Financial Instruments – The fair value of investments is based on quoted market prices, if available, or estimated using quoted prices for similar securities.

The fair value of future commitments is based on the present value of the commitment from the grant date. Generally, the time delay between the grant date and the date of funding is relatively short, and accordingly, a present value discount of the commitment amount is not material to the financial statements. The carrying values for cash equivalents, accounts payable, and accrued expenses approximate fair values.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Notes to the Financial Statements

For the Years Ended December 31, 2012 and 2011

NOTE 2: INVESTMENT SECURITIES

Fair value and cost of investment securities at December 31 are as follows:

		20	12		2011						
	Fair Value			Cost		Fair Value	Cost				
Institutional Funds	\$	49,821,418	\$	41,400,394	\$	45,605,585	\$	42,974,120			
Total Investment Securities	\$	49,821,418	\$	41,400,394	\$	45,605,585	\$	42,974,120			

NOTE 3: FEDERAL EXCISE AND INCOME TAXES

The Foundation is exempt from federal income taxes under section 501(c)(3) of the Internal Revenue Code. In accordance with provisions of the Tax Reform Act of 1969 (the Act), the Foundation is subject to an excise tax on net investment income, including realized gains as defined in the Act. The excise tax expense for the years ended December 31, 2012 and 2011 totaled \$63,162 and \$85,700, respectively.

The Foundation is required to make qualifying distributions (as defined in the Internal Revenue Code of 1986) (IRC) equal to its minimum investment return, as defined in the IRC. Management believes that these distribution requirements will be met in the coming year.

NOTE 4: COMMITMENTS

As of December 31, 2012, the Foundation had outstanding conditional commitments to various qualified charitable organizations not required to be paid by the Foundation until specific conditions are fulfilled by the grantees and therefore are not accrued in the accompanying financial statements. Unconditional commitments are those that have been approved, but not paid, prior to December 31, 2012 and do not require the grantee to meet any additional stipulations set forth by the Foundation. The commitments outstanding at December 31, 2012 are as follows:

Notes to the Financial Statements

For the Years Ended December 31, 2012 and 2011

Organization		onditional	τ	Inconditional
House of Faith			\$	362,897
Young Life San Angelo				50,000
City of San Angelo River Project				77,856
Concho Valley Rape Crisis Center				67,210
Education Service Center Region XV				25,620
West Texas Counseling Center & Guidance				35,238
San Angelo Garden Club				20,000
Howard College	\$	1,000,000		54404 5460 4 607 607 546
San Angelo Performing Arts Coalition		1,500,000		
Meals for the Elderly		35,000		
City of Ballinger		40,000		
Total Commitments	\$	2,575,000	\$	638,821

The liability for commitments payable and maturities thereof are as follows at December 31:

	2012			2011
Total Commitments	\$ 638,821		\$	621,401
Amounts due in:				
Less than one year	\$	415,418	\$	347,998
One to five years		223,403		273,403
More than five years		-0-		-0-
Total	\$	638,821	\$	621,401

NOTE 5: LEASE AGREEMENT

In accordance with the terms of the Agreement for Construction and Operation of a Multipurpose Building between the City of San Angelo, San Angelo Chamber of Commerce, and the Foundation; the Foundation has entered into a lease agreement, as a lessor with the San Angelo Chamber of Commerce, for approximately 6,792 square feet of space in the Visitor's Center building. The term of the lease is twenty-five years, and it provides that the Chamber is not obligated for any rent for the leased premises. The lease agreement specifies that the Chamber initially will pay \$1,000 per month into a fund to be used for maintenance and/or improvements to the leased premises. Beginning in January 2009, the Chamber's contribution to the maintenance fund was reduced to \$500 per month for the remainder of the lease. Included in accounts payable and accrued expenses in the accompanying Statements of Financial Position is \$28,034 and \$32,923, respectively due to the Chamber of Commerce for their portion of the maintenance funds held in cash at December 31, 2012 and 2011, respectively.

Notes to the Financial Statements

For the Years Ended December 31, 2012 and 2011

On August 31, 2010, the San Angelo Health Foundation entered into an agreement with the City of San Angelo which provides for the future purchase of a specific property. Under the terms of the agreement, the City of San Angelo is required to sell the development rights for this property, owned by the City, to a third party before the close of a five year period that will begin upon the formation by the City of San Angelo of a Downtown Redevelopment Commission and related contracting of a Master Developer. If the development rights have not been sold by the end of this five year period, the San Angelo Health Foundation has agreed to buy the property from the City of San Angelo for a price not to exceed \$920,000.

NOTE 6: PENSION PLAN

The Foundation sponsors a defined contribution pension plan covering all of its employees. Contributions to the plan are at the discretion of the Board of Directors. During 2012 and 2011, contributions to the plan totaled \$15,080 and \$12,520, respectively.

NOTE 7: CONCENTRATION OF CREDIT RISK

The Foundation maintains interest-bearing cash accounts at a financial institution that are insured by the Federal Deposit Insurance Corporation up to \$250,000. At various times during the year, the Foundation's bank balance may exceed insured limits.

NOTE 8: FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Codification 820, Fair Value Measurements and Disclosures (formerly SFAS No. 157, Fair Value Measurements), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB 820 are described below:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Foundation has the ability to access.

Level 2 – Inputs to the valuation methodology include:

Quoted prices for similar assets or liabilities in active markets;

Notes to the Financial Statements

For the Years Ended December 31, 2012 and 2011

- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable or significant and insignificant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value.

Certificate of Deposits, Mutual Funds, Money Market Funds, and Exchange Traded Funds: Valued at net asset value ('NAV") of shares held by the Organization at year end.

Common Stocks, International Bonds, and U.S. Government Securities: Valued at the closing price reported on the active market on which the individual securities are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Foundation's assets at fair value as of December 31, 2012 and 2011:

Notes to the Financial Statements

For the Years Ended December 31, 2012 and 2011

	Assets at Fair Value as of December 31, 2012							
		Level 1 Level 2				Level 3		Total
Institutional Funds	\$	6,508,121	\$	43,313,297	\$	-0-	\$	49,821,418
	\$	6,508,121	\$	43,131,297	\$	-0-	\$	49,821,418
		Assets at	Fa	ur Value as o	fΙ	December 3	1,	2011
		Level 1		Level 2		Level 3		Total
Institutional Funds	\$	8,690,566	\$	36,915,019	\$	-0-	\$	45,605,585
	\$	8,690,566	\$	36,915,019	\$	-0-	\$	45,605,585

NOTE 9: EVALUATION OF SUBSEQUENT EVENTS

The Foundation has evaluated subsequent events through June 6, 2013, the date which the financial statements were available to be issued.



Schedule of Investment Securities

For the Year Ended December 31, 2012

Number of		Α	pproximate				
Shares or		M	arket Value			1	Jnrealized
Face Value	Description	a	at 12/31/12		.2 Cost		ain / (Loss)
INSTITUTION	AL FUNDS						
1,328	OW Global Listed Property Class 1	\$	1,702,925	\$	1,525,603	\$	177,322
711,270	Russel Global Equity Fund S		6,508,121		5,961,470		546,651
897,151	Russell Institutional Funds LLC Large Capital Equity		10,981,127		8,740,042		2,241,085
248,678	Russell Institutional Funds LLC Defensive US Equity		2,951,802		2,425,419		526,383
115,038	Russell Institutional Funds LLC Small Capital Equity		1,508,151		1,103,381		404,770
830,116	Russell Institutional Funds LLC International Equity		8,027,224		7,189,426		837,798
278,221	Russell Institutional Funds LLC Emerging Market Equity		3,035,386		2,782,205		253,181
843,065	Russell Institutional Funds LLC Core BD		12,283,460		8,963,444		3,320,016
1,125	OW Global Commodities Strategy		1,174,293		1,228,258	(53,965)
1,245	OW Global Infrastructure		1,648,929		1,481,146		167,783
	Total Mutual Funds	\$	49,821,418	\$	41,400,394	\$	8,421,024
	Total Investments	<u>\$</u>	49,821,418	\$	41,400,394	\$	8,421,024

Schedule of Cash Activity for Charitable Purposes

For the Year Ended December 31, 2012

Adult Enrichment Center\$ 20,0Angelo State Universtiy(26,4Big Brothers Big Sisters of San Angelo20,0Boys and Girls Club2,5Children's Advocacy Center2,0	143) 1000 1000 141 1000 1000 144 1570)
Big Brothers Big Sisters of San Angelo 20,0 Boys and Girls Club 2,5	000 500 000 441 000 000 44 570)
Big Brothers Big Sisters of San Angelo 20,0 Boys and Girls Club 2,5	500 000 141 000 000 144 570)
	000 141 000 000 .44 570)
Children's Advocacy Center 2,0	141 000 000 .44 570)
	000 000 .44 570)
Christoval Baptist Church 3,4	000 .44 570)
Christoval Volunteer Fire Department 60,0	.44 570)
City of San Angelo-Housing 100,0	570)
City of San Angelo River Project 492,1	
Coleman County Medical Center (52,5	1 240 500
Concho Christmas Celebration 22,0	000
Concho Valley Home for Girls 2,5	00
Concho Valley Rape Crisis Center, Inc. 48,0	006
Concho Valley Workforce Development Board 87,5	521
Conference of Southwest Foundations 2,0	000
Council of Foundations 5,3	350
Education Service Center Region XV 24,3	180
Family Services Center, Inc. 15,0	000
Fellowship of Christian Athletes 33,7	′50
House of Faith 83,5	506
James Phillips Williams Memorial Foundation 6,7	774
Mosaic 1,5	500
Rust Street Ministries 200,0	000
Salvation Army 3,0	000
San Angelo Early Childhood Center 163,9	04
San Angelo Museum of Fine Arts 125,0	000
San Angelo SAFE Kids Coalition 136,1	.61
San Angelo State School Volunteer Services Council 1,5	500
Sterling City EMS 25,0	000
Tom Green County Sheriffs 21,0	000
West Texas Boys Ranch (8	384)
West Texas Counseling and Guidance 67,5	509
Young Life San Angelo 40,0	000
\$ 1,735,5	549

