Financial Statements and Independent Auditors' Report

Years Ended December 31, 2020 and 2019

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Independent Auditors' Report

To the Board of Directors Lenawee Humane Society Adrian, Michigan

We have audited the accompanying financial statements of Lenawee Humane Society (a non-profit organization), which comprise the statements of financial position as of December 31, 2020 and 2019, and the related statements of activities, functional expenses, and cash flows for the years 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.

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 the United States of America. Those standards require that we plan and perform the audits 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 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 auditors consider 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 Lenawee Humane Society as of December 31, 2020 and 2019, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Willis & Turasek, P.C.

Willis & Jurasek, P.C.

March 13, 2021

Lenawee Humane Society Statements of Financial Position December 31, 2020 and 2019

	 2020	 2019
<u>Assets</u>		
Current Assets: Cash Accounts receivable Pledges receivable Inventory Prepaid expenses	\$ 263,918 5,830 - 2,144 405	\$ 121,913 10,961 3,300 3,444 5,666
Total current assets	272,297	145,284
Property and Equipment, net	229,772	 220,178
Other Assets: Investments	 403,287	229,840
	\$ 905,356	\$ 595,302
<u>Liabilities and Net Assets</u>		
Current Liabilities: Accounts payable Accrued liabilities	\$ 11,845 108	\$ 24,533 24,992
Total current liabilities	 11,953	 49,525
Net Assets: Without donor restrictions With donor restrictions	893,403	 542,477 3,300
Total net assets	 893,403	545,777
Total liabilities and net assets	\$ 905,356	\$ 595,302

Lenawee Humane Society Statements of Activities Years Ended December 31, 2020 and 2019

	2020				2019							
	With	out Donor	With Donor		Without Donor		Wi	th Donor				
	Re	strictions	Res	trictions		Total	Re	strictions	Res	strictions		Total
Public Support and Revenues:												
Contributions	\$	475,113	\$	-	\$	475,113	\$	196,642	\$	150	\$	196,792
Membership dues		5,350		-		5,350		6,246		-		6,246
Special events/fundraising		241,017		-		241,017		191,346		-		191,346
Grants		42,246		-		42,246		23,262		3,150		26,412
Shelter services		140,619		-		140,619		142,070		-		142,070
Clinic services		138,472		-		138,472		109,349		-		109,349
Merchandise		9,348		-		9,348		16,438		-		16,438
In-kind contributions		38,215		-		38,215		17,939		-		17,939
Other income		528		-		528		6,608		-		6,608
Net assets released from restrictions		3,300		(3,300)				49,301		(49,301)		
Total public support and revenues		1,094,208		(3,300)	_	1,090,908		759,201		(46,001)		713,200
Functional Expenses:												
Program services		735,521				735,521		649,105			_	649,105
Supporting services:												
General and administrative		21,475		_		21,475		15,674		_		15,674
Fundraising		189,452		-		189,452		182,158		-		182,158
Total supporting services		210,926		_		210,926		197,832		_		197,832
Total functional expenses		946,447				946,447		846,937				846,937
Changes in Net Assets from Operations		147,761		(3,300)		144,461		(87,736)		(46,001)		(133,737)
Other Income (Expense):												
Other income - PPP grant income		181,473		-		181,473		-		-		-
Dividends and interest, net of fees		12,063		-		12,063		5,040		-		5,040
Gain (loss) on sale of equipment		(1,914)		-		(1,914)		(18,875)		-		(18,875)
Gain (loss) on investments - realized		(3,050)		-		(3,050)		474		-		474
Gain (loss) on investments - unrealized		14,593				14,593		26,937			_	26,937
Total other income (expense)		203,165		<u>-</u>		203,165		13,576		<u>-</u>	_	13,576
Changes in Net Assets		350,926		(3,300)		347,626		(74,160)		(46,001)		(120,161)
Net Assets - Beginning of Year		542,477		3,300		545,777		616,637		49,301		665,938
Net Assets - End of Year	\$	893,403	\$	_	\$	893,403	\$	542,477	\$	3,300	\$	545,777

Statement of Functional Expenses Year Ended December 31, 2020

	Supporting Services									
	F	Program	Ge	eneral &	-			Total	20	20 Total
		Services	Adm	inistrative	Fu	ndraising	5	Support	E	xpenses
Expenses:										
Salaries	\$	479,570	\$	14,744	\$	67,707	\$	82,451	\$	562,021
Payroll taxes and employee benefits		36,544		1,124		5,160		6,284		42,828
Directors' liability insurance		-		698		-		698		698
Insurance		8,973		276		1,267		1,543		10,516
Repairs and maintenance		4,710		145		665		810		5,520
Advertising		7,719		237		1,090		1,327		9,046
Dues and subscriptions		3,198		98		452		550		3,748
Automobile expense		416		13		59		71		487
Meetings and conferences		3,717		114		525		639		4,356
Office expense		14,970		460		2,114		2,574		17,544
Equipment		1,188		36		168		204		1,392
Supplies		40,078		1,231		5,660		6,890		46,968
Postage		8,975		276		1,267		1,543		10,518
Professional fees		5,717		176		50,572		50,748		56,465
Shelter expense		55,299		-		-		-		55,299
Special events/fundraising		-		-		44,243		44,243		44,243
Merchandise expense		4,234		-		-		-		4,234
Telephone		2,489		76		351		428		2,917
Utilities		24,155		742		3,411		4,153		28,308
Depreciation		21,210		651		2,995		3,647		24,857
Bank charges		7,923		243		1,119		1,362		9,285
Payroll fees		4,435		136		626		762		5,197
Total expenses	\$	735,521	\$	21,475	\$	189,452	\$	210,926	\$	946,447

Statement of Functional Expenses Year Ended December 31, 2019

	Supporting Services									
	F	Program	Ge	neral &	• •			Total	20	019 Total
		Services	Adm	inistrative	Fu	ndraising	9	Support	E	xpenses
Expenses:										
Salaries	\$	414,761	\$	10,408	\$	38,249	\$	48,657	\$	463,418
Payroll taxes		30,682		770		2,830		3,600		34,282
Directors' liability insurance		-		698		-		698		698
Insurance		8,753		220		807		1,027		9,780
Repairs and maintenance		4,321		109		398		507		4,828
Advertising		6,574		165		606		771		7,345
Dues and subscriptions		1,576		40		145		185		1,761
Automobile expense		1,765		44		163		207		1,972
Meetings and conferences		6,030		152		556		707		6,737
Office expense		6,400		161		590		751		7,151
Equipment		2,613		66		241		307		2,920
Supplies		40,347		1,014		3,719		4,734		45,081
Postage		5,624		141		518		660		6,284
Professional fees		7,540		190		98,195		98,385		105,925
Shelter expense		49,621		-		-		-		49,621
Special events/fundraising		_		-		29,654		29,654		29,654
Merchandise expense		2,975		-		-		-		2,975
Telephone		2,785		70		257		327		3,112
Utilities		19,701		495		1,816		2,311		22,012
Depreciation		25,308		636		2,333		2,969		28,277
Bank charges		7,584		191		699		890		8,474
Payroll fees		4,144		104		382		486		4,630
Total expenses	\$	649,105	\$	15,674	\$	182,158	\$	197,832	\$	846,937

Statements of Cash Flows Years Ended December 31, 2020 and 2019

		2020	 2019
Cash Flows from Operating Activities:			
Changes in net assets	\$	347,626	\$ (120,161)
Adjustments to reconcile changes in net assets	•	,	(-, - ,
to net cash provided by operating activities:			
Depreciation		24,857	28,277
In-kind contributions		(38,215)	(17,939)
In-kind expenses		26,215	17,939
In-kind capital assets		12,000	-
PPP grant forgiveness		(181,473)	
(Gain) loss on investments - unrealized		(14,593)	(26,937)
(Gain) loss on sale of property and equipment		1,914	18,875
(Gain) loss on sale of investments		3,050	(474)
Changes in operating assets and liabilities:			
Accounts receivable		5,131	(9,738)
Pledges receivable		3,300	36,700
Inventory		1,300	(468)
Prepaid expenses		5,261	(131)
Accounts payable		(12,688)	15,563
Accrued liabilities		(24,884)	6,871
Net cash provided (used) by operating activities		158,801	(51,623)
Cash Flows From Investing Activities:			
Purchase of property and equipment		(36, 365)	(68,403)
Sale of investments		47,719	10,428
Purchase of investments		(209,623)	(15,279)
Net cash provided (used) by investing activities		(198,269)	(73,254)
Cash Flows From Financing Activities:			
Proceeds from PPP loan		181,473	-
Net cash provided (used) by financing activities		181,473	-
Increase (Decrease) in Cash		142,005	(124,877)
Cash - Beginning of Year		121,913	 246,790
Cash - End of Year	\$	263,918	\$ 121,913

Lenawee Humane Society Notes to Financial Statements

1. Summary of Significant Accounting Policies

Organization and Nature of Activities

Lenawee Humane Society (the "Society" or "LHS") is a non-profit organization incorporated in the State of Michigan in 1921 serving Lenawee County and the surrounding area.

The Society's mission is to save the lives of animals while enriching the lives of humans. The Society is dedicated to caring for unwanted animals and providing them with necessary medical treatment, food and shelter until permanent homes are found. The Society's major sources of revenue are contributions and program fees from adoptions and clinic services.

Basis of Accounting

The accompanying financial statements and information are prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America. Under this method, revenues are recognized when earned, and expenditures are recognized when incurred.

Basis of Presentation

Financial statement presentation follows the standards set by the Financial Accounting Standards Board (FASB). According to these professional standards, net assets and revenues, and gains and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, the net assets of the Society and changes therein are classified as follows:

Net assets without donor restrictions: Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the Society. The Society's board may designate assets without restrictions for specific operational purposes from time to time.

Net assets with donor restrictions: Net assets subject to stipulations imposed by donors, and grantors. Some donor restrictions are temporary in nature; those restrictions will be met by actions of the Society or by the passage of time. Other donor restrictions are perpetual in nature, whereby the donor has stipulated the funds be maintained in perpetuity.

Measure of Operations

The Statements of Activities report all changes in net assets, including changes in net assets from operating and non-operating activities. Operating activities consist of those items attributable to the Society's ongoing activities. Non-operating activities are limited to resources that generate return from investments, endowment contributions, financing costs, and other activities considered to be of a more unusual or nonrecurring nature.

Revenue Recognition

The Society accounts for contributions as required by the Not-For-Profit Topic of the Financial Accounting Standards Board Accounting Standards Codification. In accordance with this guidance, unconditional contributions are recognized when pledged and recorded as net assets without donor restrictions or net assets with donor restrictions, depending on the existence and/or nature of any donor-imposed restrictions. Conditional promises to give are recognized when the conditions on which they depend are substantially met. Gifts of cash and other assets are reported with donor restricted support if they are received with donor stipulations that limit the use of the donated assets.

Lenawee Humane Society Notes to Financial Statements

1. Summary of Significant Accounting Policies (Continued)

Revenue Recognition (Continued)

When a restriction expires, that is, when a stipulated time restriction ends or a purpose restriction is accomplished, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the Statements of Activities as net assets released from restrictions. Donor-restricted contributions whose restrictions are met in the same reporting period are reported as net assets without donor restriction support.

The Society recognizes revenue from program fees from merchandise sales, adoptions, and clinic services at the time of the sale, adoption, or service.

Functional Expense Allocation

The costs of providing various programs and other activities have been summarized on a functional basis in the Statements of Activities and the Statements of Functional Expenses. Accordingly, certain costs have been allocated among the programs and supporting services benefited. Such allocations are determined by management on an equitable basis either based on estimates of time and effort or a square footage calculation.

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 certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Tax-Exempt Status/Uncertain Tax Positions

Lenawee Humane Society is an organization recognized as exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Professional standards require an analysis of uncertain tax positions for the purpose of determining whether benefits associated with those positions may be recognized for financial statement purposes. Based on this analysis, the Society has determined it has no material uncertain tax positions for which the associated benefits may not be recognized nor for which disclosure is required. Federal tax returns generally remain open for examination by the taxing authorities for a period of three years.

Cash

For purposes of the Statements of Cash Flows, cash includes demand deposits held at banks. As of December 31, 2020 and 2019, the Society held no amounts in excess of FDIC insured limits.

Receivables

The Society's receivables consist primarily of contribution receivables (pledges, i.e. promises to give) and amounts due for services rendered. Contributions receivable of all types are recorded at fair value when pledged/granted. An allowance for uncollectible receivables, if any, is recorded as estimated based upon management's valuation of related historical data and current economic conditions. Currently, management has determined that no allowance for doubtful accounts is deemed necessary.

1. Summary of Significant Accounting Policies (Continued)

Inventory

Inventory consists of Pawpourri Store items available for resale. Inventories are stated at the lower of cost (purchase price) or market, on a first-in, first-out basis.

Property and Equipment

Capital assets are recorded at cost if purchased or if donated, are recorded at their fair market value when received. Expenditures for major renewals and improvements that extend the useful lives of property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred. The Society has not adopted a policy for implying time restrictions on contributions of long-lived assets or related subsidies.

Depreciation of property and equipment is provided using the straight-line method at rates based on the following estimated useful lives:

	Years
Land improvements	10
Building and improvements	5 - 39
Computers and equipment	5 - 10
Furniture and fixtures	5 - 10
Vehicles	5

Investments and Fair Value Measurements

Investments are stated at fair market value for all debt and equity securities. Net appreciation (depreciation) in the fair value of investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) of those investments, is presented in the Statements of Activities in accordance with donor restrictions. Investment income (loss) is presented net of investment fees. Donor-restricted investment income where restrictions are met in the same reporting period are reported as net assets without donor restrictions income.

The Society applies generally accepted accounting principles (GAAP) for fair value measurements of financial assets that are recognized or disclosed at fair value in the financial statements on a recurring basis. GAAP defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. GAAP also establishes a framework for measuring fair value and expands disclosures about fair value measurements (Note 3).

Donated Goods and Services

During the reported periods, contributed goods and services meeting the requirements for recognition in the financial statements including construction in progress, animal supplies, food assistance, fundraising materials, and professional fees totaled \$38,215 and \$17,939, respectively. Also, volunteers provided services throughout the year that are not recognized as contributions in the financial statements since the recognition criteria were not met. These services primarily related to the care of animals and the related programs. Volunteer hours were over 23,900 and 9,500 annually for the years ending December 31, 2020 and 2019, respectively.

1. Summary of Significant Accounting Policies (Continued)

Advertising

Lenawee Humane Society uses advertising to promote its programs among the audiences it serves. The production costs of advertising are expensed as incurred. Advertising costs totaled \$9,046 and \$7,345 for the years ended December 31, 2020 and 2019, respectively.

Reclassifications

Certain balances in the prior year financial statements may have been reclassified for comparative purposes to conform to the presentation in the current year financial statements. These reclassifications, if any, do not impact changes in net assets.

Subsequent Events

Management has evaluated subsequent events through the date of the accountants' report, the date the financial statements were available to be issued.

In March 2020, the World Health Organization declared the novel coronavirus (COVID-19) outbreak a public health emergency. There have been mandates from international, federal, state and local authorities requiring forced closures of various schools, businesses and other facilities and organizations. These forced closures could negatively impact the Society's operations. While the closures and limitations on movement, domestically and internationally, are expected to be temporary, the duration of the supply chain disruption, and related financial impact, cannot be estimated at this time. Should the closures continue for an extended period of time or should the effects of the coronavirus continue to spread, the impact could have a material adverse effect on the Society's financial position, changes in net assets, and cash flows.

2. Property and Equipment

Property and equipment at each reported year-end is summarized as follows:

	2020	2019
Land	\$ 15,081	\$ 15,081
Land improvements	21,625	21,625
Building and improvements	277,432	277,432
Computers and equipment	132,588	129,955
Furniture and fixtures	14,322	10,233
Vehicles	18,337	18,337
Construction in progress	52,098	29,312
	531,483	501,975
Less: accumulated depreciation	(301,711)	(281,797)
Property and equipment - net	\$ 229,772	\$ 220,178
Depreciation expense	\$ 24,857	\$ 28,277

3. Fair Value Measurement of Investments

FASB Codification Topic, Fair Value Measurements and Disclosures, 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

Lenawee Humane SocietyNotes to Financial Statements

3. Fair Value Measurement of Investments (Continued)

The three levels of the fair value hierarchy are described as follows:

Level 1 Fair Value Measurements: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Society has the ability to access.

Level 2 Fair Value Measurements: Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- 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 Fair Value Measurements: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability 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. Since this is the first year that the Society has held investments, changes in valuation methodologies from the previous year are non-applicable.

Mutual funds/exchange traded funds: Valued at the market price as provided by the brokerage.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Society believes its 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 presents Level 1 assets that are measured at fair value on a recurring basis at December 31, 2020 and 2019, respectively:

	 2020	 2019
Mutual funds/exchange traded funds	\$ 403,287	\$ 229,840
Total assets at fair value	\$ 403,287	\$ 229,840

4. Short and Long-Term Borrowing

Line of Credit

The Society held a \$25,000 line of credit with TLC Community Credit Union, secured by all assets, and with a variable interest rate calculated at WSJ prime plus 1%. The outstanding balance at December 31, 2020 and 2019 was \$0. The line matured December 9, 2020 and was not renewed.

4. Short and Long-Term Borrowing (Continued)

Payroll Protection Program

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") was enacted, and a key piece of the CARES Act is the Payroll Protection Program (PPP). The program was created by the CARES Act to provide entities with cash flow assistance through federally guaranteed loans administered through the Small Business Administration (SBA). Generally, entities were eligible for loans up to 2.5 times their average monthly payroll costs for calendar 2019. Other significant terms of the loans received through the PPP include a fixed interest rate of 1%, maturity date of two years from date of agreement, first payment due six months from date of agreement (extended to ten months), and the ability to have a substantial portion of the principal and accrued interest forgiven. The debt was unsecured.

In April of 2020, the Society entered into an agreement with the Small Business Administration (SBA) through a local lender under the Payroll Protection Program (PPP). In accordance with FASB ASC 450-30, the Society has opted to recognize the PPP loan under the model for gain contingency recognition. Under this model, the cash received as a PPP forgivable loan was initially treated as a liability. The proceeds from the loan remained recorded as a liability until the grant proceeds were realizable, which was when the loan was forgiven (November, 2020). Accordingly, the grant proceeds have been reported as other income in the Statements of Activities for the year ended December 31, 2020.

5. Concentrations

For the year ended December 31, 2020, LHS had two major contributor that represented approximately 25% of total revenue. No contributions from major contributors were included in receivables at the end of 2020. There were no major contributors or other identified concentrations for the year ended December 31, 2019.

6. Restrictions on Net Assets

Net assets with donor restrictions at each reported year-end are restricted for the following purposes or periods:

	2020			2019
Subject to the passage of time:	Ф		¢	2 200
Pledges receivable	<u> </u>		Φ_	3,300
Total net assets with donor restrictions	\$	<u>-</u>	\$	3,300

6. Restrictions on Net Assets (Continued)

Net assets were released from donor restrictions by incurring expenses satisfying the restricted purposes or by occurrence of the passage of time or other events specified by donors as follows:

	2020	2019
Expenditure for a specific purpose:		
Vicki's Fund	\$ -	\$ 1,751
Captial campaign		7,550_
	-	9,301
Passage of time:		_
Prior year pledges received	3,300	40,000
Net assets released	\$ 3,300	\$ 49,301

7. Capital Campaign

LHS expended \$49,500 and \$97,500 in 2020 and 2019, respectively, for services provided by a professional fundraiser. The expense was incurred as the Society began preparations for a capital campaign to raise funds for a new facility.

8. Liquidity

LHS has \$272,297 of financial assets available within one year of the balance sheet date to meet cash needs for general expenditures consisting of cash of \$263,918, receivables of \$5,830, inventory of \$2,144, and prepaid expenses of \$405. The inventory and prepaid expenses will be expended as used during the upcoming year. The receivables are subject to implied time restrictions but are expected to be collected within one year.

As part of LHS' liquidity management, it structures its financial assets to be available as its general expenditures, liabilities, and other obligations come due. For increased income from its financial assets, LHS holds investments of approximately \$403,000. Although LHS does not intend to spend from the investments account other than for specific Board approved projects or per planned annual budgeting appropriations, amounts from its investments could be made available for expenditure if necessary.