

**CARE AND SHARE, INC.**

**Financial Statements**

**For the Year Ended June 30, 2013,**

**And**

**Independent Auditors' Report**

## INDEPENDENT AUDITORS' REPORT

The Board of Directors  
Care and Share, Inc.

We have audited the accompanying financial statements of Care and Share, Inc. (the Organization), which comprise the balance sheet as of June 30, 2013, and the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

We believe 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 Care and Share, Inc. as of June 30, 2013 and the change in their net assets and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America

## **Report on Summarized Comparative Information**

We have previously audited Care and Share, Inc.'s 2012 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated October 31, 2012. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2012 is consistent, in all material respects, with the audited financial statements from which it has been derived.

*Stockman Kast Ryan & Co., LLP*

October 23, 2013

# CARE AND SHARE, INC.

## BALANCE SHEET

**JUNE 30, 2013 (with comparative totals for 2012)**

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	2013	2012
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 852,070	\$ 1,195,951
Accounts and grants receivable	324,952	435,829
Pledges receivable	135,511	118,855
Inventories	2,204,009	2,544,050
Prepaid expenses	<u>27,734</u>	<u>31,278</u>
Total current assets	3,544,276	4,325,963
PROPERTY AND EQUIPMENT, NET	8,990,151	9,235,825
OTHER ASSETS	<u>103,064</u>	<u>108,759</u>
<b>TOTAL ASSETS</b>	<b><u>\$ 12,637,491</u></b>	<b><u>\$ 13,670,547</u></b>
<b>LIABILITIES AND NET ASSETS</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 220,493	\$ 155,424
Accrued expenses	274,243	143,419
Current portion of long-term debt	<u>109,793</u>	<u>105,705</u>
Total current liabilities	604,529	404,548
LONG-TERM DEBT	<u>2,701,657</u>	<u>2,811,403</u>
Total liabilities	<u>3,306,186</u>	<u>3,215,951</u>
<b>NET ASSETS</b>		
Unrestricted:		
Board designated	533,513	731,692
Donated food	1,700,363	1,272,616
Equity in property and equipment	6,178,701	6,318,717
Undesignated	<u>263,281</u>	<u>500,211</u>
Total unrestricted	8,675,858	8,823,236
Temporarily restricted	<u>655,447</u>	<u>1,631,360</u>
Total net assets	<u>9,331,305</u>	<u>10,454,596</u>
<b>TOTAL LIABILITIES AND NET ASSETS</b>	<b><u>\$ 12,637,491</u></b>	<b><u>\$ 13,670,547</u></b>

See notes to financial statements.

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## CARE AND SHARE, INC.

### STATEMENT OF ACTIVITIES FOR THE YEAR ENDED JUNE 30, 2013 (with comparative totals for 2012)

	2013							2012 Total
	Unrestricted			Temporarily Restricted			Total	
	Operating	Donated Food	Total	Fire Relief	Other	Total		
<b>REVENUES AND SUPPORT</b>								
Contributions and grants	\$ 3,846,686	\$ 22,259,998	\$ 26,106,684	\$ 3,171,672	\$ 108,898	\$ 3,280,570	\$ 29,387,254	\$ 26,792,524
Operations income	1,366,554		1,366,554				1,366,554	1,476,283
Investment income	2,181		2,181				2,181	3,208
Net assets released from restrictions:	1,150,104	3,106,379	4,256,483	(4,107,657)	(148,826)	(4,256,483)		
Total revenues and support	6,365,525	25,366,377	31,731,902	(935,985)	(39,928)	(975,913)	30,755,989	28,272,015
<b>EXPENSES AND LOSSES</b>								
Program services:								
Warehousing and distribution of food	5,305,515	24,938,630	30,244,145				30,244,145	25,843,592
Support services:								
Development	873,532		873,532				873,532	658,220
General and administrative	761,603		761,603				761,603	555,273
Total expenses	6,940,650	24,938,630	31,879,280	-	-	-	31,879,280	27,057,085
Loss from bad debts								7,000
Total expenses and losses	6,940,650	24,938,630	31,879,280	-	-	-	31,879,280	27,064,085
CHANGE IN NET ASSETS	(575,125)	427,747	(147,378)	(935,985)	(39,928)	(975,913)	(1,123,291)	1,207,930
NET ASSETS, Beginning of year	7,550,620	1,272,616	8,823,236	1,455,346	176,014	1,631,360	10,454,596	9,246,666
NET ASSETS, End of year	\$ 6,975,495	\$ 1,700,363	\$ 8,675,858	\$ 519,361	\$ 136,086	\$ 655,447	\$ 9,331,305	\$ 10,454,596

See notes to financial statements.

## CARE AND SHARE, INC.

### STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED JUNE 30, 2013 (with comparative totals for 2012)

	2013			2012 Total
	Program	Development	General and Admin- istrative	
EXPENSES				
Donated distributions	\$ 24,938,630			\$ 24,938,630
Salaries and related	1,429,311	\$ 316,578	\$ 486,822	2,232,711
Food purchase program	2,023,103			2,023,103
Donated food acquisition	467,590			467,590
Depreciation and amortization	367,219	15,966	15,966	399,151
Transportation	355,846			355,846
Printing	4,647	258,210	4,964	267,821
Occupancy	150,071	35,840	55,161	241,072
Advertising and promotions	77,112	99,250	956	177,318
Supplies	117,907	903	10,619	129,429
Equipment rent and maintenance	77,480	19,087	29,059	125,626
Interest expense	54,389	2,220	54,389	110,998
Postage	14,239	85,709	2,145	102,093
Insurance	68,257	3,791	3,792	75,840
Professional fees	7,281	1,790	38,966	48,037
Field expense	40,468	2,392	3,114	45,974
Organizational expenses	1,746	7,082	30,714	39,542
Telephone	22,783	1,072	1,920	25,775
Professional development	10,271	1,475	8,262	20,008
Food bank fees	6,617		300	6,917
Miscellaneous	9,178	22,167	14,454	45,799
TOTAL – 2013	<u>\$ 30,244,145</u>	<u>\$ 873,532</u>	<u>\$ 761,603</u>	<u>\$ 31,879,280</u>
PERCENT OF TOTAL – 2013	<u>95%</u>	<u>3%</u>	<u>2%</u>	<u>100%</u>
TOTAL – 2012	<u>\$ 25,843,592</u>	<u>\$ 658,220</u>	<u>\$ 555,273</u>	<u>\$ 27,057,085</u>
PERCENT OF TOTAL – 2012	<u>96%</u>	<u>2%</u>	<u>2%</u>	<u>100%</u>

See notes to financial statements.

## CARE AND SHARE, INC.

### STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2013 (with comparative totals for 2012)

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	2013	2012
<b>OPERATING ACTIVITIES</b>		
Change in net assets	\$ (1,123,291)	\$ 1,207,930
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:		
Depreciation and amortization	399,151	386,760
Loss from (recovery of) bad debts		7,000
Changes in operating assets and liabilities:		
Accounts and grants receivable	110,877	(155,231)
Pledges receivable	(16,656)	(125,770)
Inventories	340,041	(899,432)
Prepaid expenses	9,239	(39,066)
Accounts payable and accrued expenses	<u>195,893</u>	<u>(59,256)</u>
Net cash provided by (used in) operating activities	<u>(84,746)</u>	<u>322,935</u>
<b>INVESTING ACTIVITIES</b>		
Net cash used in investing activities —		
Purchases of property and equipment	<u>(153,477)</u>	<u>(199,342)</u>
<b>FINANCING ACTIVITIES</b>		
Issuance of long-term debt pursuant to refinancing		3,005,172
Principal payments on long-term debt	(105,658)	(2,995,656)
Collection of pledges receivable – restricted for long term purposes	<u>                    </u>	<u>440</u>
Net cash provided by (used in) financing activities	<u>(105,658)</u>	<u>9,956</u>
NET INCREASE (DECREASE) IN CASH AND EQUIVALENTS	(343,881)	133,549
CASH AND EQUIVALENTS, Beginning of year	<u>1,195,951</u>	<u>1,062,402</u>
CASH AND EQUIVALENTS, End of year	<u>\$ 852,070</u>	<u>\$ 1,195,951</u>
<b>SUPPLEMENTAL CASH FLOW INFORMATION</b>		
Cash paid for interest	<u>\$ 114,003</u>	<u>\$ 145,840</u>

See notes to financial statements.

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# CARE AND SHARE, INC.

## NOTES TO FINANCIAL STATEMENTS

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### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Care and Share, Inc. (the Organization) provides resources to feed people in need. As a regional food bank, the Organization acts as a clearing house for food donated from national and local manufacturers, regional growers and distributors, the local food industry, and the community at large. During each of the years ended June 30, 2013 and 2012, the Organization served approximately 400 non-profit feeding programs throughout the Organization's thirty-one county service area in southern Colorado.

**Basis of Presentation** — The accompanying financial statements include certain prior-year summarized comparative information in total. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended June 30, 2012, from which the summarized information was derived.

The Organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, which represents the expendable resources that are available for operations at management's discretion; temporarily restricted net assets, which represents resources restricted by donors as to purpose or by the passage of time; and permanently restricted net assets, which represents resources whose use by the Organization is limited by donor-imposed stipulations that neither expire by passage of time nor can be fulfilled or otherwise removed by actions of the Organization.

**Cash and Cash Equivalents** — For purposes of the statement of cash flows, the Organization considers all unrestricted highly liquid investments with an initial maturity of three months or less to be cash equivalents.

**Accounts Receivable** — Accounts receivable relate to amounts due for various services. Accounts receivable are stated at the amount management expects to collect from outstanding balances. 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 receivables. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to the applicable accounts receivable. At June 30, 2013 and 2012, no allowances had been recorded on accounts receivable.

**Pledges Receivable** — Unconditional promises to give are recognized as support and assets in the period received. Pledges receivable are recorded at net realizable value if expected to be collected within one year and at the present value of estimated future cash flows if expected to be collected in more than one year. The discounts on these amounts are computed using a risk adjusted interest rate applicable to the year in which the promise is received. Amortization of the discount is included in contribution revenue. Management provides for probable uncollectible amounts through an allowance for uncollectible promises to give based on an assessment of the current status of individual receivables. Conditional promises to give are recognized when the conditions on which they depend are substantially met.

**Inventories** — Inventories consist primarily of donated food products valued at their estimated wholesale value of \$1.66 per pound as of June 30, 2013 and 2012.

**Property and Equipment** — Property and equipment are recorded at cost or, if donated, at the fair value at the date of donation. Depreciation is provided on a straight-line basis over the estimated useful lives of the assets, which is estimated to be thirty-nine years for buildings and five to ten years for furnishings and equipment.

The Organization's general policy is to capitalize acquisitions of property and equipment costing in excess of \$1,000 and having a useful life exceeding one year.

**Contributions** — Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support depending on the existence or nature of any donor restrictions.

Support that is restricted by the donor is reported as an increase in unrestricted net assets if the restriction expires in the reporting period in which the support is recognized. Contributions restricted specifically for disaster relief efforts are recorded as restricted even if the restriction is met in the same year. All other donor restricted support is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a donor restriction is met, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

The Organization reports gifts of property and equipment as unrestricted support unless the donor has restricted the donated assets to a specific purpose. Assets donated with explicit restrictions regarding their use, and contributions of cash that must be used to acquire property and equipment, are reported as restricted support. Absent donor stipulations regarding how long those donated assets must be maintained, the Organization reports expirations of donor restrictions when the donated or acquired assets are placed in service as instructed by the donor. The Organization reclassifies temporarily restricted net assets to unrestricted net assets at that time.

Unconditional gifts expected to be collected within one year are reported at their net realizable value. Unconditional gifts expected to be collected in future years are reported at the present value of estimated future cash flows. The resulting discount is amortized in future years and is reported as contribution revenue.

**Contributions for Others** — The Organization receives a significant amount of donated food that is designated for others. This food is received for and distributed to schools and counties in Southern Colorado. As the Organization does not have any variance power over these donated items, they have not been recorded in the Organization's financial statements.

**Allocation of Functional Expenses** — The costs of providing various programs and other activities have been summarized on a functional basis in the statements of activities and functional expenses. Accordingly, certain costs have been allocated among the programs and supporting services benefitted.

**Marketing and Advertising** — The Organization expenses marketing and advertising costs as they are incurred.

**Income Taxes** — The Organization is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. In addition, the Organization qualifies for the charitable contribution deduction.

The Organization believes that it does not have any uncertain tax positions that are material to the financial statements. The Organization's income tax returns for 2009 through the current period remain open to examination by the Internal Revenue Service and relevant state authorities.

**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 reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues, expenses, gains, losses and other changes in net assets during the reporting period. Actual results could differ from those estimates.

**Reclassifications** — Certain prior year amounts have been reclassified to conform with the current year presentation.

**Subsequent Events** — The Organization has evaluated subsequent events for recognition or disclosure through October 23, 2013, the date the financial statements were available for issuance.

## 2. PLEDGES RECEIVABLE

Unconditional promises to give are as follows at June 30:

	<b>2013</b>	<b>2012</b>
Due in less than one year	\$ 140,307	\$ 125,855
Allowance for uncollectable amounts	<u>(4,796)</u>	<u>(7,000)</u>
Total	<u>\$ 135,511</u>	<u>\$ 118,855</u>

## 3. PROPERTY AND EQUIPMENT

Property and equipment consists of the following at June 30:

	<b>2013</b>	<b>2012</b>
Land and buildings	\$ 9,232,920	\$ 9,357,528
Furnishings and equipment	<u>1,908,521</u>	<u>1,639,937</u>
Total	11,141,441	10,997,465
Less accumulated depreciation	<u>2,151,290</u>	<u>1,761,640</u>
Total property and equipment	<u>\$ 8,990,151</u>	<u>\$ 9,235,825</u>

#### 4. BOARD DESIGNATED UNRESTRICTED NET ASSETS

It is the policy of the Board of Directors of the Organization to review its plans for future needs and to designate appropriate sums to assure adequate financing for the needs identified. Amounts designated by the Board of Directors for specific future needs are treated as board designated unrestricted net assets. The balance can be transferred to the undesignated portion of unrestricted net assets at the Board's discretion. Designated board reserves were \$533,513 and \$731,692 as of June 30, 2013 and 2012, respectively.

#### 5. TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets consist of the following at June 30:

	2013	2012
Purpose restrictions	<u>\$ 655,447</u>	<u>\$ 1,631,360</u>

During the year ended June 30, 2012, there was a large wild fire that entered Colorado Springs and destroyed approximately 350 homes. In response to the fire, the Colorado Springs community contributed \$1,421,850 in donated food and \$323,343 in cash to the Organization for the fire relief efforts. This fire was still active at June 30, 2012. During the year ended June 30, 2013, the activities as a result of the fire that was active at June 30, 2012 continued to impact the Organization. Additionally in June 2013 northern Colorado Springs experienced another large fire that destroyed over 500 homes in the Black Forest area. In response to both of these fires, the Colorado Springs community contributed \$2,382,840 in donated food and other in-kind items and \$788,832 in cash to the Organization for the fire relief efforts during the year ended June 30, 2013. The Organization made distributions in cash and food, from contributions received for fire relief efforts that totaled \$4,107,657 and \$289,847 during the years ended June 30, 2013 and 2012, respectively. Restricted net assets include the remaining balance restricted for fire efforts which totaled \$519,361 and \$1,455,346 at June 30, 2013 and 2012, respectively.

#### 6. DONATED PRODUCTS AND SERVICES

The solicitation, receipt, storage and distribution of donated food products constitute the Organization's principal operating activity. The value of unrestricted donated food products received and distributed during the year ended June 30, 2013 was \$22,259,998 and \$24,938,630, respectively. The value of donated food products received and distributed during the year ended June 30, 2012 was \$21,220,370 and \$21,710,084, respectively.

For the years ended June 30, 2013 and 2012, the Organization recorded other donated goods and services totaling \$119,057 and \$16,001, respectively, all of which was expensed.

Many individuals volunteer their time and perform a variety of tasks that assist the Organization. The Organization received approximately 30,698 and 25,326 volunteer hours during fiscal years ended June 30, 2013 and 2012, respectively, with an estimated value of \$679,654 and \$551,854, respectively. These donated services are not reflected in the accompanying financial statements since they do not meet the criteria for recognition under generally accepted accounting principles.

## 7. LONG-TERM DEBT

Long-term debt consists of the following at June 30:

	<b>2013</b>	<b>2012</b>
Development Revenue Bond issued by El Paso County, Colorado Housing Authority bearing interest at 3.80% and matures on August 31, 2031.	\$ 2,811,450	\$ 2,917,108
Less current portion	<u>109,793</u>	<u>105,705</u>
Long-term portion	<u>\$ 2,701,657</u>	<u>\$ 2,811,403</u>

During the year ended June 30, 2012, the Organization refinanced its long-term debt through the issuance of an El Paso County Housing Authority Development Revenue Refunding Bond (the Bond) for the benefit of the Organization. The Bond bears interest at 3.80%, matures on August 1, 2031 and is payable in annual principal and interest payments of \$214,947. The borrowings are secured by a deed of trust on the land and buildings located in Colorado Springs and Pueblo.

Required annual minimum principal payments on the Bond are as follows:

2014	\$ 109,793
2015	114,039
2016	118,448
2017	123,029
2018	127,786
Thereafter	<u>2,218,355</u>
Total	<u>\$ 2,811,450</u>

## 8. OPERATING LEASES

The Organization leases office equipment under the terms of a non-cancellable operating lease, expiring in fiscal year 2017.

Future minimum annual lease payments are as follows:

2014	\$ 28,132
2015	4,116
2016	4,116
2017	<u>3,558</u>
Total	<u>\$ 39,922</u>

Rent expense totaled \$112,740 and \$107,729 for the years ended June 30, 2013 and 2012, respectively.

**9. CONCENTRATIONS**

The Organization maintains its cash and equivalents in bank deposit accounts in which the deposits are guaranteed by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. At June 30, 2013, the Organization's bank accounts exceeded FDIC limits by \$720,623.

The Organization is the designated Feeding America Food Bank of Southern Colorado. Feeding America is a national food bank. The Organization receives approximately one-half of their donated food through Feeding America.

**10. TAX-DEFERRED ANNUITY PLAN**

The Organization offers a tax-deferred annuity plan qualified under Section 403(b) of the Internal Revenue Code, covering full-time employees of the Organization. Employees may make contributions to the Plan up to the maximum amount allowed by the Code. The Organization did not contribute to the Plan during the years ended June 30, 2013 and 2012.

**11. RELATED PARTY TRANSACTIONS**

One of the board members is a manager with the trustee of the bonds discussed in Note 7. The Organization has their insurance coverage through a Company of which a board member is president of the Company.