

**THE CLEVELAND
ANIMAL PROTECTIVE LEAGUE**

FINANCIAL STATEMENTS
WITH
INDEPENDENT AUDITOR'S REPORT

FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

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INDEPENDENT AUDITOR'S REPORT

Board of Directors
The Cleveland Animal Protective League
Cleveland, Ohio

We have audited the accompanying financial statements of the Cleveland Animal Protective League (the Cleveland APL, a nonprofit organization), which comprise the statements of financial position as of December 31, 2018 and 2017, 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.

Auditor's 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 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 the Cleveland APL as of December 31, 2018 and 2017, 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.

And, Palm, Sullivan & Co.

Cleveland, Ohio

May 30, 2019

FINANCIAL STATEMENTS

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2018 AND 2017

ASSETS

	<u>2018</u>	<u>2017</u>
CURRENT ASSETS:		
Cash and cash equivalents:		
General operating	\$ 1,449,285	\$ 2,353,604
Capital campaign	4,590,701	575,640
Pledges receivable, current portion, net of allowance	19,589	144,815
Pledges receivable - capital campaign	472,590	-
Accounts receivable	125,955	146,906
Estates receivable	2,428,990	3,460,500
Grants receivable	-	55,000
Prepaid expenses	<u>12,979</u>	<u>33,811</u>
Total current assets	<u>9,100,089</u>	<u>6,770,276</u>
 INVESTMENTS (at fair value)	 <u>13,018,266</u>	 <u>7,805,118</u>
 PROPERTY AND EQUIPMENT:		
Land	243,138	243,138
Building and improvements	7,129,539	7,129,539
Equipment and fixtures	943,033	881,599
Motor vehicles	457,549	353,740
Construction in progress	<u>272,345</u>	<u>18,534</u>
	9,045,604	8,626,550
Less accumulated depreciation	<u>(4,742,958)</u>	<u>(4,599,812)</u>
Net property and equipment	<u>4,302,646</u>	<u>4,026,738</u>
 OTHER ASSETS:		
Funds held in trust by others	2,546,992	2,884,307
Pledges receivable, net of current portion	200,000	300,000
Pledges receivable, net of current portion - capital campaign	<u>150,000</u>	<u>-</u>
Total other assets	<u>2,896,992</u>	<u>3,184,307</u>
 TOTAL ASSETS	 <u><u>\$ 29,317,993</u></u>	 <u><u>\$ 21,786,439</u></u>

The accompanying notes are an integral part of the financial statements.

LIABILITIES AND NET ASSETS

	2018	2017
CURRENT LIABILITIES:		
Accounts payable	\$ 169,284	\$ 82,451
Accrued wages	209,588	177,265
Other current liabilities	<u>12,250</u>	<u>4,582</u>
Total current liabilities	<u>391,122</u>	<u>264,298</u>
NET ASSETS:		
Without donor restrictions:		
Operating	6,454,945	2,674,019
Net investment in property and equipment	4,302,646	4,026,738
Board designated	<u>10,803,911</u>	<u>7,092,488</u>
Total without donor restrictions	21,561,502	13,793,245
With donor restrictions	<u>7,365,369</u>	<u>7,728,896</u>
Total net assets	<u>28,926,871</u>	<u>21,522,141</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 29,317,993</u>	<u>\$ 21,786,439</u>

The accompanying notes are an integral part of the financial statements.

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED DECEMBER 31, 2018

	Without Donor Restrictions	With Donor Restrictions	Total
OPERATING REVENUE:			
Program services	\$ 1,011,464	\$ -	\$ 1,011,464
Investment return	(394,773)	(18,087)	(412,860)
In-kind revenue	144,193	-	144,193
Investment income and change in value of trusts	136,991	(337,315)	(200,324)
Miscellaneous	107,842	-	107,842
Gain on sale of motor vehicle	200	-	200
Total operating revenue	1,005,917	(355,402)	650,515
OPERATING EXPENSES:			
Animal admissions, care, and adoptions	3,442,211	-	3,442,211
Fundraising	1,001,114	-	1,001,114
Humane investigations	365,113	-	365,113
Animal welfare clinic/trap-neuter-return	346,925	-	346,925
Administrative and general	291,730	-	291,730
Total operating expenses	5,447,093	-	5,447,093
LOSS FROM OPERATIONS	(4,441,176)	(355,402)	(4,796,578)
NON-OPERATING ACTIVITY:			
Estates and bequests	6,922,456	1,710,699	8,633,155
Appeals	1,055,302	-	1,055,302
Capital campaign contributions	-	1,024,081	1,024,081
Donations and memorials	923,218	-	923,218
Fundraising events	584,725	-	584,725
Grants	5,318	127,000	132,318
Capital campaign expenses	(151,491)	-	(151,491)
Net assets released from restrictions	2,869,905	(2,869,905)	-
Total non-operating activity	12,209,433	(8,125)	12,201,308
CHANGE IN NET ASSETS	7,768,257	(363,527)	7,404,730
NET ASSETS AT BEGINNING OF YEAR	13,793,245	7,728,896	21,522,141
NET ASSETS AT END OF YEAR	<u>\$ 21,561,502</u>	<u>\$ 7,365,369</u>	<u>\$ 28,926,871</u>

The accompanying notes are an integral part of the financial statements.

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED DECEMBER 31, 2017

	Without Donor Restrictions	With Donor Restrictions	Total
OPERATING REVENUE:			
Program services	\$ 957,909	\$ -	\$ 957,909
Investment return	955,652	49,776	1,005,428
In-kind revenue	259,511	-	259,511
Investment income and change in value of trusts	127,550	309,695	437,245
Miscellaneous	111,174	-	111,174
Gain on sale of motor vehicle	16,653	-	16,653
Total operating revenue	2,428,449	359,471	2,787,920
OPERATING EXPENSES:			
Animal admissions, care, and adoptions	3,317,419	-	3,317,419
Fundraising	1,001,647	-	1,001,647
Humane investigations	234,753	-	234,753
Animal welfare clinic/trap-neuter-return	292,776	-	292,776
Administrative and general	276,939	-	276,939
Total operating expenses	5,123,534	-	5,123,534
INCOME (LOSS) FROM OPERATIONS	(2,695,085)	359,471	(2,335,614)
CONTRIBUTED INCOME:			
Estates and bequests	1,119,634	3,473,486	4,593,120
Appeals	1,072,555	-	1,072,555
Donations and memorials	1,140,186	400,000	1,540,186
Fundraising events	717,354	-	717,354
Grants	7,700	68,000	75,700
Net assets released from restrictions	350,511	(350,511)	-
Total contributed income	4,407,940	3,590,975	7,998,915
CHANGE IN NET ASSETS	1,712,855	3,950,446	5,663,301
NET ASSETS AT BEGINNING OF YEAR	12,080,390	3,778,450	15,858,840
NET ASSETS AT END OF YEAR	<u>\$ 13,793,245</u>	<u>\$ 7,728,896</u>	<u>\$ 21,522,141</u>

The accompanying notes are an integral part of the financial statements.

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2018

	<u>Program</u>	<u>Management and General</u>	<u>Fundraising</u>	<u>Total</u>
Salaries and wages	\$2,154,253	\$ 174,267	\$ 322,376	\$2,650,896
Other employee benefits	191,236	26,684	21,750	239,670
Payroll taxes	183,641	14,091	25,448	223,180
Pension plan	38,313	12,737	12,997	64,047
Animal care supplies	622,433	-	-	622,433
Occupancy	95,139	6,934	9,129	111,202
Building and maintenance	78,890	120	190	79,200
Professional fundraising	-	-	210,296	210,296
Special events	-	-	102,772	102,772
Fundraising expense	-	99	60,109	60,208
Other professional fees	88,055	5,869	326	94,250
Lobbying fees	60,000	-	-	60,000
Legal fees	20,049	-	-	20,049
Accounting fees	-	9,500	-	9,500
Postage	1,017	41	139,259	140,317
Other expense	104,047	1,233	17,698	122,978
Office expenses	73,544	5,619	33,813	112,976
Information technology	32,908	6,243	15,221	54,372
Insurance	29,891	9,306	2,309	41,506
Conferences, conventions, and meetings	8,429	850	1,378	10,657
Travel	7,207	-	1,478	8,685
Depreciation	230,853	18,137	24,565	273,555
In-kind donation expense	<u>134,344</u>	<u>-</u>	<u>-</u>	<u>134,344</u>
	<u>\$4,154,249</u>	<u>\$ 291,730</u>	<u>\$ 1,001,114</u>	<u>\$5,447,093</u>

The accompanying notes are an integral part of the financial statements.

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2017

	<u>Program</u>	<u>Management and General</u>	<u>Fundraising</u>	<u>Total</u>
Salaries and wages	\$1,946,939	\$ 176,500	\$ 304,514	\$2,427,953
Other employee benefits	159,875	22,750	16,907	199,532
Payroll taxes	176,621	13,211	23,029	212,861
Pension plan	24,084	11,336	10,584	46,004
Animal care supplies	528,001	-	-	528,001
Occupancy	84,345	6,226	8,178	98,749
Building and maintenance	79,731	-	-	79,731
Professional fundraising	-	-	201,463	201,463
Special events	1,043	-	115,412	116,455
Fundraising expense	-	-	46,156	46,156
Other professional fees	61,102	3,764	425	65,291
Lobbying fees	60,000	-	-	60,000
Building expansion fees	-	-	55,893	55,893
Legal fees	13,151	-	-	13,151
Accounting fees	-	9,500	-	9,500
Postage	930	25	129,333	130,288
Other expense	86,738	2,120	19,215	108,073
Office expenses	74,035	3,105	31,199	108,339
Information technology	23,217	4,737	12,399	40,353
Insurance	31,614	7,436	3,105	42,155
Conferences, conventions, and meetings	8,210	754	849	9,813
Travel	11,869	-	2,011	13,880
Advertising and promotion	382	-	-	382
Depreciation	213,550	15,475	20,975	250,000
In-kind donation expense	<u>259,511</u>	<u>-</u>	<u>-</u>	<u>259,511</u>
	<u>\$3,844,948</u>	<u>\$ 276,939</u>	<u>\$ 1,001,647</u>	<u>\$5,123,534</u>

The accompanying notes are an integral part of the financial statements.

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
STATEMENT OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Increase in net assets	\$ 7,404,730	\$ 5,663,301
Adjustments to reconcile increase in net assets to net cash provided by operations:		
Depreciation	273,555	250,000
Gain on sale of securities	(154,094)	(159,040)
Unrealized (gain) loss on investments	719,561	(737,558)
Change in value of split-interest trusts	200,324	(437,245)
Gain on disposal of motor vehicle	(200)	(16,653)
Change in allowance for doubtful accounts	(2,762)	1,462
(Increase) decrease in operating assets	733,691	(3,592,122)
Increase in operating liabilities	<u>126,824</u>	<u>26,125</u>
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>9,301,629</u>	<u>998,270</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(549,463)	(138,659)
Proceeds from disposal of motor vehicle	200	20,343
Distributions received from split-interest trusts	136,991	127,550
Proceeds from sale of securities	2,716,845	530,866
Purchase of securities	<u>(8,495,460)</u>	<u>(638,251)</u>
NET CASH USED BY INVESTING ACTIVITIES	<u>(6,190,887)</u>	<u>(98,151)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	3,110,742	900,119
CASH AND CASH EQUIVALENTS, BEGINNING	<u>2,929,244</u>	<u>2,029,125</u>
CASH AND CASH EQUIVALENTS, ENDING	<u><u>\$ 6,039,986</u></u>	<u><u>\$ 2,929,244</u></u>

The accompanying notes are an integral part of the financial statements.

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

1. ORGANIZATION

Incorporated in 1913, the Cleveland Animal Protective League (the Cleveland APL) is a private, 501(c)(3), nonprofit humane society that operates a 30,000-square-foot animal shelter in the Tremont neighborhood of Cleveland. The Cleveland APL's mission is to foster compassion and end animal suffering. The Cleveland APL offers shelter to homeless pets, works to prevent animal homelessness and reduce the number of animals coming into shelters, promotes compassionate and responsible guardianship, rescues abused and neglected animals, offers support that preserves the human-animal bond, and strives to elevate the status of companion animals in our society. In 2018, the Cleveland APL assisted more than 13,500 animals.

The Cleveland APL is the humane society for Cuyahoga County. The Cleveland APL is not governed by and does not receive regular operating support from any national animal welfare organizations. The Cleveland APL relies on the support of private donors and volunteers to make this work possible. The Cleveland APL does not turn companion animals in need away due to their age, health, or temperament. Each year, thousands of animals come through the Cleveland APL's doors. Once inside, they receive the food, shelter, and medical care they so desperately need. For some, it is the only human kindness they have ever received.

The Cleveland APL has achieved 100% placement of healthy, friendly animals and provides extensive veterinary care to animals with treatable illnesses and injuries, and works with animals that have modifiable behavioral issues. THERE IS NEVER A LIMIT to the amount of time a homeless animal can stay at the Cleveland APL. Friendly, healthy animals, and animals with conditions that the Cleveland APL can humanely and safely treat will stay in the Cleveland APL adoption centers until they find their new home. Through the hard work and commitment of the Cleveland APL team, the Cleveland APL is now recognized as a progressive leader in animal welfare.

Animal Sheltering, Care & Outreach: The Cleveland APL operates a 30,000 square foot shelter and animal care facility where animals that have been surrendered by their owners, brought in by Good Samaritans, transferred in from other overcrowded shelters, or seized by Cleveland APL humane investigators receive shelter, care, and treatment. When the shelter is full or when animals have special needs that will be better met in a home, they are placed with temporary, volunteer foster families until they can come back to the Cleveland APL for adoption. While animals that have lost their homes receive shelter and care at the shelter, the Cleveland APL's "project CARE" (Community Animal Retention Effort) outreach efforts allow the Cleveland APL to provide resources and care to animals that are at a high risk of losing their homes with the goal of keeping them in their homes with the families they love.

Humane Investigations: The Cleveland APL is the lead agency in Cuyahoga County for investigating animal cruelty, neglect, and abandonment. Under Ohio law, the Cleveland APL's Board of Directors is authorized to appoint humane agents to enforce local and state animal protection laws. Those appointments must then be approved by the Cuyahoga County Probate Court. The Cleveland APL does not receive public funding in support of this program. This work is funded by donations. The Cleveland APL's humane agents also seek justice for animal victims of abuse by working with prosecutors to obtain criminal conviction of the people who hurt them. Under Ohio law, humane agents are also mandated reporters for child abuse and neglect.

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

1. ORGANIZATION (Continued)

Shelter Veterinary Services: The Cleveland APL veterinary clinic provides spay/neuter, medical, and other surgical services for animals that have been admitted to the Cleveland APL for rehoming. All cats, dogs and rabbits are sterilized prior to being adopted from the Cleveland APL. Through donations to the Second Chance Program, animals that have been admitted to the Cleveland APL's shelter and have injuries or illnesses that can be safely and humanely treated will receive the medical and/or surgical care they need so they, too, can find a new home.

Animal Welfare Clinic (AWC): The Cleveland APL's AWC provides spay/neuter services for community cats through Trap-Neuter-Return (TNR) and spay/neuter services for adoptable animals from other partner shelters and rescue groups.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of the Cleveland APL is presented to assist in understanding the Cleveland APL's financial statements. The financial statements and notes are representations of the Cleveland APL's management, which is responsible for their integrity and objectivity.

Basis of accounting

The Cleveland APL's financial statements have been prepared on the accrual basis of accounting and, accordingly, reflect all significant receivables, payables, and other liabilities.

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.

Cash and cash equivalents

For purposes of the statement of cash flows, the Cleveland APL considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

Concentrations of credit risk

The Cleveland APL maintains cash in bank deposit accounts which, at times, may exceed federally insured limits. The Cleveland APL has not experienced nor does it expect any losses in such accounts.

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Receivables

Receivables consist of accounts receivable, grants receivable, estates receivable, and pledges receivable. As of December 31, 2018 and 2017, \$492,179 and \$144,815, respectively, of pledges receivable are expected to be collected currently. The remaining \$350,000 as of December 31, 2018 is expected to be collected within one to five years. Management has elected to set up an allowance for doubtful accounts of \$4,000 and \$6,762 within the pledges receivable for the years ended December 31, 2018 and 2017, respectively. The allowance is based on historical experience as well as a review of delinquent accounts. It is the APL's policy to charge off uncollectible receivables when management determines the receivable will not be collected. Bad debt expense for the years ended December 31, 2018 and 2017 amounted to \$9,720 and \$9,905, respectively.

The estates receivable fit the criteria for recognition in the financial statements and are estimated based on the circumstances and information available at the time of recognition. They are subject to adjustment if new information becomes available.

Net assets

Net assets, revenues, gains, and losses are classified based on the existence or absence of donor or grantor imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

Net assets without donor restrictions – Net assets available for use in general operations and not subject to donor (or certain grantor) restrictions. The governing board has designated, from net assets without donor restrictions, net assets for a board-designated endowment.

Net assets with donor restrictions – Net assets subject to donor or grantor imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained into perpetuity. Donor-imposed restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both.

Investment income

Investments are reported at fair value. Net investment income is reported on the statements of activities and consists of interest and dividend income, realized and unrealized capital gains and losses, less external and direct internal investment expenses.

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Donated services

Donated services are recognized as contributions, in accordance with the Contributions Received and Contributions Topic of the FASB Accounting Standards Codification, if the services (a) create or enhance nonfinancial assets or (b) require specialized skills, are performed by people with those skills, and would otherwise be purchased by the Cleveland APL.

Many volunteers provide services for the Cleveland APL that are not recognized as contributions in the financial statements as they do not fit the recognition criteria. However, the Cleveland APL relies heavily on the volunteers to assist with various programs. Unrecognized donated services revenue and expense is estimated to be \$2,853,720 and \$2,646,251 for the years ended December 31, 2018 and 2017, respectively.

Functional allocation of expenses

The costs of program and supporting services activities have been detailed on both a functional and natural basis in the statements of functional expenses. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

The financial statements report certain categories of expenses that are attributable to more than one program or supporting function. Therefore, all expenses require allocation on a reasonable basis that is consistently applied. The expenses that are allocated include utilities, depreciation, and insurance. These expenses are allocated on the basis of budgeted hours, which approximates the square footage basis.

Change in accounting principle

On August 18, 2016, FASB issued Accounting Standards Update (ASU) 2016-14, *Not-for-Profit Entities* (Topic 958) – *Presentation of Financial Statements of Not-for-Profit Entities*. The update addresses the complexity and understandability of net asset classification, deficiencies in information about liquidity and availability of resources, and the lack of consistency in the type of information provided about expenses and investment return. The Cleveland APL has implemented ASU 2016-14 and has adjusted the presentation in these financial statements accordingly. The ASU has been applied retrospectively to all years presented.

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

3. CAPITAL CAMPAIGN AND RELATED COMMITMENTS

In recent years, the Cleveland APL's programs and the needs of animals have evolved well beyond the design of the Cleveland APL's existing facility. When the Cleveland APL of today was designed in the late 1990's, no one could have envisioned the incredible level of lifesaving care, whether veterinary or other types of care and support, the Cleveland APL would be providing to shelter animals today. They also could not have envisioned the pressing need for new or expanded programs and services to help animals living in underserved neighborhoods in Cleveland. Gone are the days when the Cleveland APL's animals had a limited amount of time in our care or when the care we could provide was very limited and basic. Gone are the days when animals were not with the Cleveland APL long enough to worry about the impact of stress on their health and well-being. Whether animals come to the Cleveland APL for rehoming as victims of abuse or neglect, are transferred in from overcrowded shelters, surrendered by owners or Good Samaritans, or are beloved pets living in underserved neighborhoods in Cleveland, the Cleveland APL of today needs to be here to help them and needs a facility that will support these evolving needs and best practices in animal sheltering and welfare.

In order to continue to grow the Cleveland APL's programs and reach and help animals in ways the Cleveland APL is unable or struggling to help now, the Cleveland APL needs to realign the design of the facility to fully support the lifesaving work occurring today and prepare for the needs of tomorrow. For example, the Cleveland APL needs to: (1) transition the animal admitting area into an animal resource center where the Cleveland APL can help pet parents make the best possible decisions for their animals, and in a way that respects the needs of both the animals and people; (2) redesign the animal housing areas and cages to provide a more enriched and less stressful environment for animals that are in our care for longer periods of time while they undergo treatment; (3) create segregated spaces where animals with differing medical or behavioral needs can be safely and effectively treated for their specific concerns; and (4) expand and redesign the veterinary clinic so the Cleveland APL can offer care to lower income pet owners, preserve the human-animal bond, and keep animals with the people they love.

The Cleveland APL has a capital campaign in progress to raise funds that will allow the Cleveland APL to complete a significant renovation to the facility. As part of this campaign, the Cleveland APL has engaged professional services to provide campaign strategy and prospect management.

The Cleveland APL has also engaged the services of architectural firms, a project manager, and a construction manager. As of December 31, 2018, the Cleveland APL is committed to pay approximately \$390,000, plus reimbursable expenses, to fulfill the terms of these contracts. As of December 31, 2018, the total projected cost of the renovations is estimated to be \$13,500,000.

As of December 31, 2018, the Cleveland APL has approximately \$5,200,000 in cash and cash equivalents and pledges receivable dedicated to the renovations. To raise these funds, the Cleveland APL released \$1,500,000 of prior years' unspent appropriations from the board-designated endowment fund and received the remainder from contributions and pledges from donors.

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

4. LIQUIDITY AND AVAILABILITY

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the balance sheet date, comprise the following:

Cash and cash equivalents	\$ 1,323,788
Pledges receivable	19,589
Accounts receivable	125,955
Estates receivable	2,428,990
Unspent appropriations made from board-designated endowment	<u>337,312</u>
	<u>\$ 4,235,634</u>

As part of the Cleveland APL's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. In addition, the Cleveland APL has a board-designated endowment of \$10,803,911 as of December 31, 2018. Although the Cleveland APL does not intend to spend from its board-designated endowment other than amounts appropriated for general expenditure as part of its annual budget approval and appropriation process, amounts from its board-designated endowment could be made available if necessary.

The Cleveland APL's endowment funds consist of donor-restricted endowments and a board-designated endowment. Half of the income from donor-restricted endowments is required to remain in perpetuity. The remaining net income generated may be appropriated for expenditure at the discretion of the Board of the Cleveland APL. The board-designated endowment has a spending rate of up to 5%. As of December 31, 2018, the board has appropriated \$337,312 for expenditure from the board-designated endowment that remains unspent.

5. INCOME TAX STATUS

The Cleveland APL is organized under 501(c)(3) of the Internal Revenue Code as a nonprofit, tax-exempt organization. In addition, the State of Ohio has also recognized the Cleveland APL's tax-exempt status.

The Cleveland APL has adopted guidance, as required by the Income Taxes Topic of the FASB Accounting Standards Codification regarding accounting for uncertainty in income taxes. This guidance clarifies the accounting and recognition for income tax positions taken or expected to be taken in the Cleveland APL's income tax returns. As of December 31, 2018, the Cleveland APL has no uncertain tax positions that qualify for either recognition or disclosure in the financial statements.

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
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6. PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost and include additions and improvements that extend the useful lives of the assets. Maintenance, repairs, and renewals, which neither materially add to the value of the property nor appreciably prolong its life, are charged to expense as incurred.

Depreciation is calculated on the double-declining balance and straight-line methods over the estimated useful lives of the respective assets as follows:

Building and improvements	10-40 years
Equipment and fixtures	5-10 years
Motor vehicles	5 years

Depreciation expense for the years ended December 31, 2018 and 2017 was \$273,555 and \$250,000, respectively.

7. RETIREMENT BENEFIT PLAN

Employees working at least twenty hours per week are eligible to participate in the Cleveland APL's 403(b) retirement benefit plan upon hire. Each participant may elect a salary reduction deferral from 1% to the maximum amount allowable by law. Participants who have completed at least one year of service are eligible to receive an employer matching contribution as determined by the Board of Directors. The current discretionary employer matching percentage is 50% of the first 6% of eligible earnings that the participant contributes to the plan through salary deferrals. Effective January 1, 2014, the APL implemented a new 403(b) plan to include a Safe Harbor design that allowed for an additional 50% match up to the next 2% of eligible earnings. With a Safe Harbor design, highly compensated employees can contribute up to the maximum amounts each year. Employees are 100% vested in employer matching contributions upon completing twelve months of consecutive service or 1,000 hours of consecutive service. For the years ended December 31, 2018 and 2017, contributions and plan expenses were \$64,047 and \$46,004, respectively.

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
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8. NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions are restricted for the following purposes or periods:

	<u>2018</u>	<u>2017</u>
Subject to expenditure for specific purposes:		
Animal care	\$ 56,482	\$ 80,949
Capital campaign projects	1,686,847	462,766
Spay/Neuter programs	<u>69,015</u>	<u>45,244</u>
	<u>1,812,344</u>	<u>588,959</u>
Subject to passage of time:		
Estates receivable for general expenditure	2,428,990	3,460,500
Pledges receivable for general expenditure	<u>200,000</u>	<u>400,000</u>
	<u>2,628,990</u>	<u>3,860,500</u>
Subject to Cleveland APL spending policy and appropriation:		
Endowment fund which, once appropriated, is expendable for general use	41,489	66,289
Endowment funds held in investment accounts, required to be held into perpetuity	<u>335,554</u>	<u>328,841</u>
	<u>377,043</u>	<u>395,130</u>
Not subject to spending policy or appropriation:		
Funds held in trust by others required to be held into perpetuity	<u>2,546,992</u>	<u>2,884,307</u>
	<u>\$ 7,365,369</u>	<u>\$ 7,728,896</u>

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
NOTES TO FINANCIAL STATEMENTS
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8. NET ASSETS WITH DONOR RESTRICTIONS (Continued)

Net assets were released from donor restrictions by incurring expenses satisfying the restricted purpose or by occurrence of the passage of time or other events specified by the donors as follows for the years ended December 31, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Expiration of time restrictions	\$ 2,742,209	\$ 63,189
Satisfaction of purpose restrictions:		
Animal care	96,860	250,429
Spay/Neuter programs	<u>30,836</u>	<u>36,893</u>
	<u>127,696</u>	<u>287,322</u>
	<u>\$ 2,869,905</u>	<u>\$ 350,511</u>

9. ENDOWMENT FUNDS

The Cleveland APL's endowment consists of various investments established for a variety of purposes. Its endowment includes both donor-restricted funds and funds designated by the Board of Directors to function as endowments. As required by accounting principles generally accepted in the United States of America, 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 Cleveland APL has interpreted the Uniform Prudent Management of Institutional Funds Act (UPMIFA) 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 Cleveland APL classifies as net assets with donor restrictions (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. The remaining portion of the donor-restricted endowment fund that is not considered restricted into perpetuity is classified as net assets with donor restrictions until those amounts are appropriated for expenditure by the Cleveland APL in a manner consistent with the standard of prudence prescribed by UPMIFA. In accordance with UPMIFA, the Cleveland APL considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds: (1) the duration and preservation of the various funds, (2) the purposes of the donor-restricted endowment funds, (3) general economic conditions, (4) the possible effect of inflation and deflation, (5) the expected total return from income and the appreciation of investments, (6) other resources of the Cleveland APL, and (7) the Cleveland APL's investment policies.

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
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9. ENDOWMENT FUNDS (Continued)

Investment Return Objectives, Risk Parameters, and Strategies: The Cleveland APL has adopted investment and spending policies, approved by the Board of Directors, for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment funds while also maintaining the purchasing power of those endowment assets over the long-term. Accordingly, the investment process seeks to achieve an after-cost total real rate of return, including investment income as well as capital appreciation, which exceeds the annual distribution with acceptable levels of risk. Endowment assets are invested in a well-diversified asset mix, which includes equity securities and fixed income funds, that is intended to provide for the growth of the underlying assets and to protect the long-term purchasing power of the assets. The investment return objectives are to be measured over three to five year market cycles. Investment risk is measured in terms of the total endowment fund; investment assets and allocation between asset classes and strategies are managed to not expose the fund to unacceptable levels of risk.

Spending Policy: The Cleveland APL has a spending policy to ensure that sufficient investment return will be retained in the endowment to preserve and grow its economic value as a first priority, and to provide funds for the annual operating budget in an amount that is not subject to large fluctuations from year to year to the extent possible. The current spending policy makes available on an annual basis up to 5% of the 12-quarter rolling average market value of the endowment investment portfolio. The endowment will be subject to donor restrictions, first, then subject to a targeted annual spending rate that should not be lower than 3% or higher than 5% unless specifically approved by the Board. Such planned appropriations should be approved by the Board in conjunction with the approval of the annual budget. Any unexpended funds from the appropriated amount in a given year will be considered designated by the Board and will remain subject to the spending policy.

Underwater endowment policy: From time to time, certain donor-restricted endowment funds may have fair values less than the amount required to be maintained by donors or by law (underwater endowments). The Cleveland APL has interpreted UPMIFA to permit spending from underwater endowments in accordance with prudent measures required by law. Underwater endowments, if any, will be reflected in net assets with donor restrictions. There were no underwater endowments at December 31, 2018 and 2017.

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
NOTES TO FINANCIAL STATEMENTS
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9. ENDOWMENT FUNDS (Continued)

Endowment net asset composition by type of fund as of December 31, 2018 and 2017 is as follows:

<u>December 31, 2018</u>	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
Board-designated endowment funds	\$ 10,803,911	\$ -	\$ 10,803,911
Donor-restricted endowment funds:			
Original donor-restricted gift amount and amounts required to be maintained in perpetuity by donor	-	225,000	225,000
Accumulated investment gains	-	152,043	152,043
	<u>\$ 10,803,911</u>	<u>\$ 377,043</u>	<u>\$ 11,180,954</u>

<u>December 31, 2017</u>	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
Board-designated endowment funds	\$ 7,092,488	\$ -	\$ 7,092,488
Donor-restricted endowment funds:			
Original donor-restricted gift amount and amounts required to be maintained in perpetuity by donor	-	225,000	225,000
Accumulated investment gains	-	170,130	170,130
	<u>\$ 7,092,488</u>	<u>\$ 395,130</u>	<u>\$ 7,487,618</u>

Changes in endowment net assets as of December 31, 2018 and 2017 are as follows:

<u>December 31, 2018</u>	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
Endowment assets, beginning of year	\$ 7,092,488	\$ 395,130	\$ 7,487,618
Contributions	5,625,000	-	5,625,000
Net investment loss	(393,765)	(18,087)	(411,852)
Appropriated for expenditures	(337,312)	-	(337,312)
Other:			
Prior year unspent appropriations	317,500	-	317,500
Release of previously unspent appropriation from prior years	(1,500,000)	-	(1,500,000)
Endowment assets, end of year	<u>\$ 10,803,911</u>	<u>\$ 377,043</u>	<u>\$ 11,180,954</u>

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
NOTES TO FINANCIAL STATEMENTS
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9. ENDOWMENT FUNDS (Continued)

<u>December 31, 2017</u>	<u>Without Donor Restrictions</u>	<u>With Donor Restrictions</u>	<u>Total</u>
Endowment assets, beginning of year	\$ 6,154,281	\$ 345,354	\$ 6,499,635
Net investment income	954,207	49,776	1,003,983
Appropriated for expenditures	(317,500)	-	(317,500)
Other:			-
Prior year unspent appropriations	<u>301,500</u>	<u>-</u>	<u>301,500</u>
Endowment assets, end of year	<u>\$ 7,092,488</u>	<u>\$ 395,130</u>	<u>\$ 7,487,618</u>

During the years ended December 31, 2018 and 2017, the Cleveland APL appropriated \$337,312 and \$317,500, respectively, of endowment funds to be used for general operating purposes. The amount appropriated for expenditures had not been transferred out of the investment account by the respective year-ends.

During the year ended December 31, 2018, the board authorized the release of \$1,500,000 in previously unspent appropriations from prior years to be allocated to the capital campaign, as described in Note 3.

10. FAIR VALUE MEASUREMENT

The Cleveland APL follows guidance, as required by the Fair Value Measurement Topic of the FASB Accounting Standards Codification, which 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 and establishes a framework for measuring fair value. The guidance establishes a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The guidance expands disclosures about instruments measured at fair value. The guidance applies to other accounting pronouncements that require or permit fair value measurements and, accordingly, the guidance does not require any new fair value measurements.

The FASB Accounting Standards Codification guidance on the Fair Value Option for Financial Assets and Financial Liabilities Topic, among other things, provides an option to elect fair value as an alternative measurement for selected financial assets and liabilities not previously recorded at fair value. The Cleveland APL did not elect fair value accounting for any assets or liabilities that are not currently required to be measured at fair value.

As noted above, the FASB Accounting Standards Codification guidance on the Fair Value Measurement Topic establishes a three-level hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

- Level 1 – unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that the Cleveland APL has the ability to access at the measurement date.

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
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DECEMBER 31, 2018 AND 2017

10. FAIR VALUE MEASUREMENT (Continued)

- Level 2 – quoted prices which are not active, quoted prices for similar assets or liabilities in active markets or inputs other than quoted prices that are observable (either directly or indirectly) for substantially the full term of the asset or liability.
- Level 3 – Significant unobservable prices or inputs (including the Cleveland APL's own assumptions in determining the fair value of assets or liabilities) where there is little or no market activity for the asset or liability at the measurement date.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The carrying values of cash and cash equivalents, accounts receivable and accounts payable are reasonable estimates of fair value due to the short-term nature of these financial instruments.

Investments and funds held in trust by others are stated at fair value as determined using inputs comprised of the following at December 31, 2018 and 2017:

Assets at Fair Value at December 31, 2018

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Funds held in trust by others	\$ -	\$ -	\$ 2,546,992	\$ 2,546,992
Investments:				
Equities	5,657,177	-	-	5,657,177
Cash and cash equivalents	4,648,964	-	-	4,648,964
Fixed income	2,712,125	-	-	2,712,125
	<u>\$ 13,018,266</u>	<u>\$ -</u>	<u>\$ 2,546,992</u>	<u>\$ 15,565,258</u>

Assets at Fair Value at December 31, 2017

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Funds held in trust by others	\$ -	\$ -	\$ 2,884,307	\$ 2,884,307
Investments:				
Equities	5,435,253	-	-	5,435,253
Fixed income	1,743,347	-	-	1,743,347
Cash and cash equivalents	626,518	-	-	626,518
	<u>\$ 7,805,118</u>	<u>\$ -</u>	<u>\$ 2,884,307</u>	<u>\$ 10,689,425</u>

THE CLEVELAND ANIMAL PROTECTIVE LEAGUE
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DECEMBER 31, 2018 AND 2017

10. FAIR VALUE MEASUREMENT (Continued)

The following is a reconciliation of the beginning and ending balance of assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31, 2018 and 2017:

Level 3 Assets Year Ended December 31, 2018

	Funds Held in Trust by Others
Balance, beginning of year	\$ 2,884,307
Distributions received	(136,991)
Depreciation	(200,324)
Balance, end of year	<u>\$ 2,546,992</u>

Level 3 Assets Year Ended December 31, 2017

	Funds Held in Trust by Others
Balance, beginning of year	\$ 2,574,612
Distributions received	(127,550)
Appreciation	437,245
Balance, end of year	<u>\$ 2,884,307</u>

Funds held in trust by others – Funds held in trust by others are valued using the fair value of the assets in the trust as a practical expedient unless the facts and circumstances indicate that the fair value of the assets in the trusts differ from the fair value of the beneficial interests. Funds held in trust by others cannot be liquidated or traded in an active market.

Equities – Equities consist of marketable equity securities of domestic and international corporations in a variety of industries that are valued based on quoted prices in active markets.

Fixed income – Fixed income funds consist of investments in mutual funds and exchange-traded products that are based on quoted prices in active markets.

Cash and cash equivalents – Cash and cash equivalents consist of investments in money market accounts that are based on quoted prices in active markets.

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 Cleveland APL 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 estimate of fair value at the reporting date.

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11. PENDING LITIGATION

During the normal course of operations, the Cleveland APL may be named in claims or legal actions. The Cleveland APL follows guidance, as required by the Contingencies Topic of the FASB Accounting Standards Codification, in determining when such a contingency requires recognition or disclosure. The Cleveland APL's management and legal counsel assess such contingent liabilities and have determined that no such claims or legal action fit the criteria for recognition or disclosure for the years ended December 31, 2018 and 2017.

12. RECLASSIFICATIONS

Certain items in the 2017 financial statements have been reclassified to conform to the current year presentation. Such reclassifications had no effect on the increase in net assets.

13. SUBSEQUENT EVENTS

Subsequent events have been evaluated through May 30, 2019, which is the date the financial statements were available to be issued.